

BYLAWS  
OF  
PANCREATIC CANCER ACTION NETWORK, INC. (PanCAN)  
A California Public Benefit Corporation

ARTICLE I

The name of this corporation shall be Pancreatic Cancer Action Network, Inc. (PanCAN). The corporation may carry out its purpose, as described below, under any other name or names which may be approved from time to time by Board of Directors.

ARTICLE II  
OFFICES

Section 1. Principal Office

The principal office for the transaction of this business of the corporation ("principal executive office") is located at Los Angeles County, California. The directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE III  
OBJECTIVES AND PURPOSES

The purposes of this corporation include: to support research into the prevention, detection, treatment and cure of pancreatic cancer; to raise awareness of the disease; to educate and enlighten the public on the need for a cure; and to support pancreatic cancer patients and their families.

To accomplish these purposes, the corporation may receive, hold and disburse gifts, bequests, devises and other funds and may own and maintain or lease suitable real estate and buildings, and any personal property which is deemed necessary for these purposes; and to enter into, make and perform and carry out contracts of any kind for any lawful purpose without limit as to amount.

## ARTICLE IV

### NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## ARTICLE V

### DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to educational and charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable and/or educational purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501 (c)(3).

## ARTICLE VI

### DIRECTORS

#### Section 1. Powers

1. General Corporate Powers. Subject to the provisions of the California Nonprofit corporation law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

2. Specific Powers. Without prejudice to these powers, and subject to the same limitations, the directors shall have the power to:

- a) Select and remove all chairmen, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law with

the Articles of Incorporation, and with these Bylaws; and fix their compensation.

- b) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other State of California; and designate any place within or outside the State of California for the holding of any member's meeting or meetings, including annual meetings.
- c) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
- d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

## Section 2. Number and Qualification of Directors

1. Number and Term. The authorized number of directors shall be as set by resolution of the directors, but not less than one (1) or more than 21. Directors need not be residents of the State of California or members of the corporation. Each director shall hold office for a term of three (3) years, with three (3) term limits. After each director has completed the maximum number of terms, the director can return to the board after a one-year sabbatical if he/she is re-elected as provided in these Bylaws. Normally director's terms will end at an annual meeting as specified by these Bylaws.

2. Staggered Terms. This is a transitional provision, which shall be of no further force once it is put into effect. At the Board meeting where this provision is adopted or as soon as practicable thereafter, the current Board of Directors shall be divided into two roughly equal groups. One shall have a two (2) year term of office and one shall have a one (1) year term for their current term only. Thereafter all terms shall be three (3) years. This is done so that the terms of the directors will be staggered with approximately one half elected each year. All terms shall start anew from the date of the annual meeting specified in these Bylaws for the year 2000.

### Section 3. Vacancies

1. Events Causing Vacancy. A vacancy or vacancies in the Board of resignation, or removal of any director, (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by any order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 et seq. of the California Nonprofit Corporation Law.

2. Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the Chair of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

3. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

4. Restriction on Interested Directors. Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

5. Removal of Directors. The Board of Directors shall have summary power by vote of a majority of its members then in office to suspend or to remove any member of the Board of Directors without cause, or for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity or prosperity of the organization, or which is likely, in its opinion, to endanger the welfare, interest or character of the organization, or for any conduct in violation of State or Federal law, these Bylaws, or of the rules and regulations of the Corporation which may be made from time to time. Such action by the Board of Directors may be taken at any meeting of such board upon the initiative of any member or members of such board, the proceedings of the Board of Directors in such matter shall be final and conclusive.

Section 4. Place of Meetings, Meeting by Telephone

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 4, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all the directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 5. Regular Meetings

1. Regular Meetings. The annual meeting of the Board of Directors shall be held annually upon the date and time as determined by the Board.
  
2. Other Regular Meetings. Other regular meetings of the Board of Directors may be held at such days and times as the Board of Directors may from time to time designate.

Section 6. Special Meetings

1. Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board or the President, the Vice-Chair, the Secretary, the Treasurer or any two directors.
  
2. Notice.
  - (a) Manner of Giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (i) by personal delivery or written notice; (ii) by first-class mail, postage paid; (iii) by telephone or facsimile communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; (iv) by telegram, charges prepaid; or (v) via email. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(b) Time Requirements. Notices sent by first class mail shall be deposited into a United States mailbox at least 10 days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile or telegraph shall be delivered, telephoned, or given to the telegraph company at least 10 days before and time set for the meeting.

(c) Notice Contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

#### Section 7. Quorum

A majority of the actual number of directors, but not less than two or one-fifth of the authorized number, whichever is greater, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VI. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

#### Section 8. Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

#### Section 9. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. A director filling an existing vacancy shall be elected to hold office for the unexpired term of his predecessor. A director elected to fill a new position shall not be given a term of less than two years but may have a longer term (up to three years) if necessary because of the date of election or commencement of service occurs after the annual meeting of the directors.

#### Section 10. Waiver of Notice

The transactions of any meetings of the Board of Directors however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or as its commencement about the lack of adequate notice.

#### Section 11. Adjournment

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

#### Section 12. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjournment meeting to the directors who were not present at the time of the adjournment.

#### Section 13. Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed within the minutes of the proceedings of the Board.

ARTICLE VII  
COMMITTEES

Section 1. Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each constituted of two or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (1) Take any final action on matters which, under the Nonprofit corporation Law of California, also requires members' approval or approval of the outstanding shares;
- (2) Fill Vacancies on the Board of Directors or in any committee;
- (3) Fix compensation of the directors for serving on the Board or on any committee;
- (4) Amend or repeal Bylaws or adopt new Bylaws;
- (5) Amend or repeal any resolution of the Board of Directors which by its express terms is not amendable or repealable;
- (6) Appoint any other committees of the Board of Directors or the members of these committees;
- (7) Approve any transaction (1) to which the corporation is a party and one or more directors have a material financial interest; or (2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

Section 2. Meetings and Action of Committees

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article VI of these Bylaws, concerning meetings of the directors with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Notice requirements for special meetings of committees may be determined by resolution of the committee, subject to the minimum requirements of California law. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provision of these Bylaws.



## ARTICLE VIII

### OFFICERS

#### Section 1. Officers

The officers of the corporation shall be the Chair, Vice Chair, Secretary, Treasurer and Chief Executive Officer. The officers may be directors and other officers may be appointed in accordance with the provisions of Section 3 of this Article VIII. Neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board.

#### Section 2. Election of Officers

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article VIII, shall be elected by the Board of Directors, for a term of two (2) years.

#### Section 3. Subordinate Officers

The Board of Directors may appoint, and may authorize the Chair of the Board or the Chief Executive Officer or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

#### Section 4. Removal of Officers

Any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or (except in case of an officer chosen by the Board of Directors) by an officer on whom such power of removal may be conferred by the Board of Directors.

#### Section 5. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, of the corporation under any contract to which the officer is a party.

#### Section 6. Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

## Section 7. Responsibilities of Officers

1. **Chairperson.** The chairperson shall be the principal officer of the corporation. The duties of the chairperson include those customary to the position of chair, such as presiding at meetings of members, the board, and the executive committee; serving as an ex officio member on all committees of the board; and performing such other duties as are necessarily incident to the office of chairperson or as may be prescribed by the board.

2 **Vice Chairperson.** The vice chairperson shall perform the duties of the chairperson in the event of the chairperson's temporary absence, and shall have such other duties as the chairperson or the board may assign. A vice chairperson is nominated every two years and will become chairperson at the end of the two year term.

3. **Treasurer.** The treasurer shall keep an account of all moneys received and expended for the use of the corporation and shall make disbursements authorized by the board. The treasurer shall deposit all sums in the bank or banks, or trust company, approved by the board and shall make a report at the annual meeting or when called upon by the chairperson.

4. **Secretary.** The secretary shall ensure that notice required by these bylaws is given and shall attend all meetings of the board to keep a record of all proceedings. The secretary may perform any other duties incident to the office of secretary or assigned by the chairperson or the board.

5. **Chief Executive.** The chief executive shall be appointed by the board to serve at the pleasure of the board and to function as the chief executive officer. The chief executive shall be salaried and shall be directly responsible to the board. The chief executive shall be reviewed at least annually by the executive committee, which shall present its recommendations to the board. The chief executive shall serve as an ex officio member of the board without vote and shall not be counted in determining the total number of authorized directors. The chief executive is empowered to make all decisions, create all policies, and authorize all engagements that he or she can demonstrate to be consistent with a reasonable interpretation of the board's ends and executive limitations.

## ARTICLE IX

### Section 1. Indemnity

The corporation may indemnify any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, as may be allowed by the California Nonprofit Corporation Law and any future amendments to it.

### Section 2. Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

### Section 3. Fiduciaries or Corporate Employee Benefit Plan

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

## ARTICLE X

### Section 1. Inspection by Directors

Every director shall have the absolute right, at any reasonable time, to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection includes the right to copy and make extracts of documents.

### Section 2. Annual Audit

The annual report shall be sent to the directors by the Treasurer not later than 120 days after the close of the corporation's fiscal year. Such report shall contain in appropriate detail, the following information duly certified by the Treasurer:

- (1) The assets and liabilities, including the trust fund, of the corporation as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (5) Any information required by California Corporations Code Section 6322.

## ARTICLE XI

Amendments of these Bylaws may be proposed at any meeting of the Board of Directors or of the corporation. To become effective, they must receive a majority vote of the quorum of the Board present. The Bylaws may be amended at any time by the written consent of the Board of Directors.

ARTICLE XII  
MEMBERSHIP

Section 1. Members

The corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action, which would otherwise require approval by such members, shall require only approval of the Board.

Section 2. Associates

The corporation may refer to persons associated with it as "members" even though such persons are not members, within the meaning of Section 5056 of the California Nonprofit Corporation Law, and no such reference shall constitute anyone such a member. The corporation may confer, by amendment of its Articles or of these Bylaws, some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles of Bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE XIII  
CONSTRUCTION AND DEFINITIONS

Unless the context required otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XIV  
ORDER OF BUSINESS

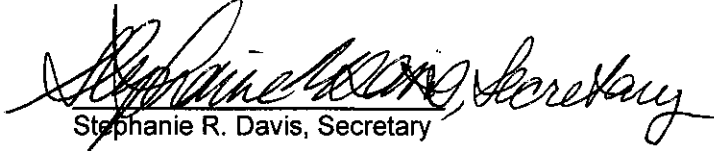
Robert's Rules of Order govern all deliberations of the board when not in conflict with the bylaws.

CERTIFICATE BY SECRETARY

I DO HEREBY CERTIFY AS FOLLOWS:

That I am the duly elected, qualified and acting Secretary of the above named corporation, that the foregoing Bylaws were adopted by the Directors of said corporation as the Bylaws of said corporation on November 12, 2004.

IN WITNESS WHEREOF, I have set my hand this 12<sup>th</sup> day of November, 2004.

  
Stephanie R. Davis, Secretary

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