
BYLAWS

OF

JOHNSON CANCER FOUNDATION

Effective: January 27, 2016

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**BYLAWS
OF
JOHNSON CANCER FOUNDATION**

**ARTICLE 1
MEMBERSHIP**

Section 1.1 Classes and Qualifications

The membership of the corporation consists of a single class of members. Each member shall have one (1) vote on any matter to be considered by the members. The sole member of the corporation as of the effective date of these Bylaws is Neilan H. Johnson, Jr.

Section 1.2 Powers

Except as provided in Section 1.3, the members have the sole power to elect and remove directors of the Corporation and to amend the Corporation's Articles of Incorporation or Bylaws. The members have the right to vote with respect to the approval of any merger to which the corporation is a party; any disposition of all or substantially all of the assets of the corporation not in the ordinary course of business; the voluntary dissolution of the corporation; and any plan of distribution to be adopted in connection with the voluntary dissolution of the corporation.

Section 1.3 Additional Members

The members may elect additional members in the form of a record.

Section 1.4 Absence of Members

If at any time there are no members because of the resignation, disqualification, death, or incompetency of all of the members, then the Board of Directors shall have and exercise all powers of the membership until such time as the Board may designate one or more members or amend the corporation's Articles of Incorporation to provide that the corporation has no members.

Section 1.5 Status of Membership

Membership in the corporation is personal, does not survive the death of any member, and may not be transferred by any means.

**ARTICLE 2
MEETINGS OF MEMBERS**

Section 2.1 Annual Meetings

The annual meeting of the members for the transaction of such business as may properly come before the membership shall be held each year at the registered office of the corporation, or at such other location as the members shall determine.

Section 2.2 Special Meetings

Special meetings of the members for any purpose or purposes may be called at any time by any member, the president, or the board of directors, at such time and place as the member, the president, or the board of directors may prescribe.

Section 2.3 Quorum

A majority of the members entitled to vote as of the date of record shall constitute a quorum for the transaction of business except as otherwise provided by law. The act of the majority of members present at a meeting at which a quorum is present shall be the act of the members. At any meeting of the members at which a quorum is present, any business may be transacted, and the members may exercise all of their powers.

Section 2.4 Proxies

A member entitled to vote at a meeting of the membership may vote by proxy in the form of a record authorized by the member or a duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution.

ARTICLE 3 BOARD OF DIRECTORS

Section 3.1 Powers and Qualifications

The affairs of the corporation shall be managed by the board of directors.

Section 3.2 Number and Term

The number of directors of the corporation shall be not less than five (5) or more than nine (9). The member, by amendment of these Bylaws, may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent director. Upon the first annual election of directors, the directors shall be divided into three (3) classes, the first class to serve a term of one (1) year, the second to serve a term of two (2) years, and the third to serve a term of three (3) years. The term of office of a class of director after those elected at the first annual meeting shall be three (3) years. Each director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified.

Section 3.3 Committees

The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint committees of the board. Any such committee shall consist of two (2) or more directors and shall have and exercise such authority of the board of directors as may be specified in said resolution. However, no such committee shall have the authority of the members or the board of directors to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any director or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another

corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon it, him or her by law.

Section 3.3.1 Executive Committee.

The board of directors shall have an Executive Committee consisting of the president, the vice president, the secretary, and the treasurer. The board of directors may appoint such additional members to the Executive Committee as it deems to be in the best interest of the Corporation. . The president shall serve as chair of the Executive Committee. The Executive Committee shall have such power to act between meetings of the board as may be delegated by the board of directors.

Section 3.4 Election

The member or members of one class of directors shall be elected by the members at each annual meeting of the members, to hold office until the expiration of the term of office of the class of directors into which elected, and until their respective successors are elected and qualified. Such votes may be taken by mail or by electronic transmission if the name of each candidate to be voted upon is set forth in the notice of the meeting. The election may be conducted by electronic transmission if the corporation has designated an address, location, or system to which the ballot may be electronically transmitted and the ballots are electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record.

Section 3.5 Resignation

A director may resign at any time by giving written notice to the president or the secretary of the corporation. Resignation shall be effective at the time specified in the notice; if no time is specified, resignation shall be effective immediately upon delivery of notice.

Section 3.6 Removal

The members may remove a director at any time with or without cause if the members believe such removal to be in the best interest of the corporation.

Section 3.7 Vacancies

The members shall have the power to fill any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors by amendment to these Bylaws. The director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any director elected by reason of an increase in the size of the board shall stand for election for the remainder of the specified term for such position at the next annual membership meeting.

**ARTICLE 4
MEETINGS OF BOARD OF DIRECTORS**

Section 4.1 Annual Meeting

The annual meeting of the board of directors shall be held at a place and time determined by the board of directors.

Section 4.2 Special Meetings

Special meetings of the board of directors may be held at any place and time, whenever called by the president, secretary, or any two (2) directors.

Section 4.3 Voting

Each director shall have one (1) vote on any matter before the board of directors.

Section 4.4 Quorum

A majority of the board of directors shall constitute a quorum for the transaction of business except as otherwise provided by law. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors. At any meeting of the board of directors at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. A director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting, or unless the director delivers (personally, or by mail, facsimile or email) his or her dissent or abstention to such action to either the person acting as secretary of the meeting before the adjournment of the meeting, or to the secretary of the corporation immediately after the adjournment of the meeting, which dissent or abstention must be in writing or in an email. The right to dissent or abstain shall not apply to a director who voted in favor of such action.

Section 4.5 Proxies

Proxy voting by directors is not permitted.

**ARTICLE 5
NOTICE OF MEETINGS**

Section 5.1 Notice of Membership Meetings

Notice of the time and place of each annual meeting of the members, or, for each special meeting of the members, the time, place and purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote as of the date of record not less than ten (10) nor more than fifty (50) days before the date of the meeting, by or at the direction of the secretary or the person calling the meeting. Such notice may be delivered by any method permitted under the Washington Nonprofit Corporation Act.

Section 5.2 Notice of Directors' Meetings

No notice of the annual meeting of the board of directors shall be required. Notice of the time and place of any special meeting of the board of directors shall be given by the secretary, or by the director or directors calling the meeting, by any method permitted under the Washington Nonprofit Corporation Act at least three (3) days prior to the date on which the meeting is to be held. Neither the business to be transacted nor the purpose of any meeting of the board of directors need be specified in the notice or any waiver of notice of such meeting.

Section 5.3 Consent to Notice By Email

If notice is provided to members or directors by email, it is effective only with respect to members or directors who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A member or director who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the corporation. The consent of any member or director is revoked if the corporation is unable to transmit by email two (2) consecutive notices given by the corporation in accordance with the member or director's consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section 5.4 Electronic Delivery of Notice

Notice provided by email to a member or director who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose. The corporation may provide notice to the members or board of directors by posting the notice on an electronic network (such as a listserv), provided that the corporation also delivers to the member or director notice of the posting by mail, facsimile, or email (pursuant to the recipient's consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 5.5 Delivery of Notice By Other Means

If mailed, notice shall be deemed to be delivered when deposited in the United States mail addressed to the member or director at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

Section 5.6 Waiver of Notice

Attendance of a member or director at any meeting shall constitute a waiver of notice of such meeting, except where the member or director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of any notice in writing or by email executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 5.7 Meetings Held by Telephone or Similar Communications Equipment

Members of the corporation or members of the board of directors or its committees may participate in a meeting of the membership, the board, or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE 6 ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the members or board of directors (or its committees) of the corporation, may be taken without a meeting if a consent in writing or by email transmission setting forth the action so taken shall be executed (as defined herein) by all of the members or directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. For purposes of the Bylaws, "executed" means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

ARTICLE 7 OFFICERS

Section 7.1 Officers Enumerated

The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the board of directors. Each officer shall serve a term of three (3) years or until his or her successor is duly elected and qualified, except as otherwise provided by resolution of the board of directors. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the board of directors may prescribe.

Section 7.2 The President

The president shall exercise the usual executive powers pertaining to the office of president. The president shall preside at meetings of the membership, meetings of the board of directors, and meetings of committees exercising any authority of the board and of the membership.

Section 7.3 The Vice President

In the absence or disability of the president, the vice president shall act as president.

Section 7.4 The Secretary

The secretary shall keep records of the proceedings of the board of directors and of the membership, and other records as required by law; administer the membership register; sign and execute with the president all deeds, bonds, contracts, and other obligations or instruments, in the name of the corporation.

Section 7.5 The Treasurer

The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of directors, and in general, shall perform all of the duties incident to the office of treasurer.

Section 7.6 Vacancies

Vacancies in any office arising from any cause may be filled by the board of directors at any annual or special meeting.

Section 7.7 Salaries

The salaries of all officers and agents of the corporation, if any, shall be fixed by the board of directors.

Section 7.8 Removal

Any officer elected or appointed may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby.

**ARTICLE 8
ADMINISTRATIVE AND FINANCIAL PROVISIONS**

Section 8.1 Fiscal Year

The last day of the corporation's fiscal year shall be December 31.

Section 8.2 Loans Prohibited

The corporation shall make no loans to any member, director, or officer.

Section 8.3 Books and Records

The corporation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following documents (in electronic or hard copy form): current Articles of Incorporation and Bylaws; a list of members, including names and addresses, if any; correct and adequate statements of accounts and finances; a list of officers' and directors' names and addresses; minutes of the proceedings of the members and of the board, and any minutes which may be maintained by committees of the board. The corporate records shall be open at any reasonable time to inspection by any member.

Section 8.4 Amendment of Bylaws

These Bylaws may be altered, amended or repealed by a vote of the membership.

Section 8.5 Rules of Procedure

The rules of procedure at meetings of the membership and of the board of directors of the corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the board of directors.

CERTIFICATION

Kerri Hubler, being Secretary of Johnson Cancer Foundation, hereby certifies that the foregoing Bylaws were duly adopted by the membership on _____, 2016.

Kerri Hubler
Secretary