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of
The Putt Away Cancer Foundation
DBA: Putt Away Cancer
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The Putt Away Cancer Foundation
DBA: Putt Away Cancer**

ARTICLE I. PRINCIPLE OFFICE

The principle office of The Putt Away Cancer Foundation is located in Bexar County, State of Texas.

ARTICLE II. NAME, MOTTO, LOGO, AND PURPOSE

Section 1. IRC Section 501(c)(3) Purposes

The Putt Away Cancer Foundation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

State of Purpose: The Putt Away Cancer Foundation is a Non-Profit organization that seeks to make an impact on the cancer community. Cancer is so much more than the diagnosis. It is more than the chemo treatments, and the medical bills. Often forcing those that have been diagnosed to question their faith and their ability to endure. The Putt Away Cancer will take a communal approach to inspire HOPE through fundraising to provide financial gifts to persons battling cancer.

Motto: Inspiring HOPE through giving of our time, prayers, and resources.

Mission Statement: Putt Away Cancer desires is to inspire HOPE. Putt Away Cancer desires to encourage FAITH. Putt Away Cancer desires to promote LIVING. We will do this by building a Circle of HOPE and together Putt Away Cancer one dollar at a time.

ARTICLE III. MEMBERSHIP

Section 1. Qualifications and Requirements

- a. Qualifications for all members. Any adult is eligible for membership.

A person joins The Putt Away Cancer Foundation because he/she wishes to be attached to our cause for one or more of the following reasons:

- To further the mission of The Putt Away Cancer Foundation
- To be part of The Putt Away Cancer Foundation's unique Community
- To serve as a leader/volunteer
- To promote the growth of The Putt Away Cancer Foundation
- To be the change they want to see in the cancer community
- To actively support the activities of The Putt Away Cancer Foundation

- b. Compensation: Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in these bylaws.

- c. Requirement for all members:

1. Membership Dues will consist of \$20 per month/\$240 annually. All members pay membership dues. Membership fees will be used as follows:
 - 50% of membership dues will go towards operating costs/expenses;
 - 50% will go towards event planning.

2. The Putt Away Cancer Foundation members will participate in the Annual PAC Focus Retreat.

ARTICLE IV. RESPONSIBILITIES OF VOTING MEMBERS

Section 1. As Members

The voting members, acting in accordance with provisions in this constitution and bylaws, and responsible for:

- Electing a Board of Directors to whom they delegate responsibility for the direction of The Putt Away Cancer Foundation.
- Electing a Nominating Committee and any other standing committee specified in this document as elected committee.

Section 2. As a Corporate Body

The voting members, acting in accordance with provision in this constitution and bylaws, are responsible for:

having the final vote on any changes in the constitution and bylaws, and on any question affecting membership in The Putt Away Cancer Foundation; discharging such other responsibilities as are outlined in this constitution and bylaws, such as receiving the report of the Board of Directors for the past years, discussing proposals for the ensuing year, and acting on matters submitted by the Board of Directors for vote at membership meetings.

ARTICLE V. MEMBERSHIP AND MEMBERSHIP EVENTS

Section 1. Membership Meetings.

- a. Regular membership meeting. One membership meeting shall be held during the year, in January. The meeting will be solely to vote on Board of Director, elect new members, and confirm standing members.

- b. Special membership meetings. Membership meetings shall be called by the president upon action of the Board of Directors or upon the written request of **two thirds (2/3)** of the voting members. Notice of such meeting shall be given at least two weeks in advance of the meeting and shall state matters to be considered, and no other business shall be transacted.

Section 2. Agenda

- a. Agenda committee. The president shall appoint a committee to prepare the agenda for each membership meeting. The committee shall include representatives from the Board of Directors and other The Putt Away Cancer Foundation leaders who will register areas of concern of the membership.
- b. Agenda. The agenda shall include matters of importance to The Putt Away Cancer Foundation upon which the opinion of the voting members is desired. It shall be prepared and submitted to the Board of Directors or to the Executive Committee for approval in advance of the membership meeting. Voting members attending the meeting shall be provided with copies of the agenda. The Putt Away Cancer Foundation's founder will have a formal final membership vote on all issues relating to decisions made by the ruling The Putt Away Cancer Foundation Board of Directors.

Upon written recommendation of the **two thirds (2/3)** or more voting members, the agenda committee shall submit special concerns indicated by these electors to the Board of Governors or to the Executive Committee as items proposed for the agenda. The Board of Directors or the Executive Committee shall determine whether these matters are to be presented to the membership for discussion only, or are to be submitted for action.

- c. Agenda for the quarterly business meeting. The agenda for the quarterly meetings of The Putt Away Cancer Foundation shall include a report by the Board of Directors of the work of The Putt Away Cancer Foundation during the previous quarter, including a presentation of program and finance.

Section 3. Participation in Membership Meetings

- a. Voting members. Members, shall have the privilege of voting at membership meetings in accordance with Article IV, Section 2, of this constitution and bylaws.
- b. Others. Other members, group leaders, and elected officers of program groups who are not members may have all the privileges of the membership meetings apart from voting.

Section 4. Quorum

A quorum shall consist of **two thirds (2/3)** of the members of the board of directors. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 5. Majority Action and Board Action

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 is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 6. Conduct of Meetings

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the President of The Putt Away Cancer Foundation, or in his or her absence, by the vice president of The Putt Away Cancer Foundation, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of The Putt Away Cancer Foundation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by the Parliamentarian, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Section 6. Membership Events

Regular or special events for all members may be held to further the purpose of The Putt Away Cancer Foundation.

ARTICLE VI. Board of Directors

SECTION 1. Quorum

The Board of Directors consists of **not more than 6 nor less than 3** elected members, plus such ex-officio members as are provided for the bylaws of the Board of Directors. There will always be two seats on the Board open to be occupied by interns.

Section 2. Qualification

Directors shall be of the age of majority in this state.

Section 3. Responsibilities

Responsibility for carrying on the work of The Putt Away Cancer Foundation shall be delegated to the Board of Directors by the electorate of the organization; the board members must have one or all of these traits: time, talent and resources.

- a. As the elected leaders of The Putt Away Cancer Foundation, the Board of Directors is responsible for:
 - Perform any duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
 - Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of The Putt Away Cancer Foundation;

- Supervise all officers, agents, and employees of The Putt Away Cancer Foundation to assure that their duties are performed properly;
 - Meet at such times and places as required by these bylaws;
 - Register their addresses with the secretary of The Putt Away Cancer Foundation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof;
 - Maintaining a responsible relationship with other nonprofit organizations, and working in a harmonious environment with other community based organizations.
- b. Term of Office. Each director shall hold office for a period of 12 months and until his or her successor is elected and qualifies.
- c. Compensation. Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article III Section 1 (b) of these bylaws.
- d. Regular Meetings. Regular meetings of directors shall be held quarterly on the 3rd Thursday at 630 p.m., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the 4th Tuesday at 630pm at the same place.

If this corporation makes no provision for members, then, at the regular meeting of directors held on 3rd Thursday in January, directors shall be elected by the board of directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

- e. Special Meetings. Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice

president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of The Putt Away Cancer Foundation or, if different, at the place designated by the person or persons calling the special meeting.

- f. Notice of Meetings: Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors.
- Regular Meetings. No notice need be given of any regular meeting of the board of directors.
 - Special Meetings. At least one week prior notice shall be given by the secretary of The Putt Away Cancer Foundation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
 - Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

ARTICLE VII. OFFICER OF THE PUTT AWAY CANCER FOUNDATION

Section 1. Officers

The officers of The Putt Away Cancer Foundation are a president, one or more vice presidents, a parliamentarian, secretary and a treasurer. They serve also as officers of the Board of Directors.

Section 2. Duties.

- a. President. The president shall be the chief executive officer of The Putt Away Cancer Foundation and shall, subject to the control of the board of directors, supervise and control the affairs of The Putt Away Cancer Foundation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. *Unless another person is specifically appointed as chairperson of the board of directors,* the president shall preside at all meetings of the board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of The Putt Away Cancer Foundation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.
- b. Vice President (or Vice Presidents). In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.
- c. Parliamentarian: The Parliamentarian will assist The Putt Away Cancer Foundation Board of Directors in drafting and interpreting

bylaws, specific to the needs of the organization. Working with the organization's legal counsel, the parliamentarian will ensure that the bylaws are legislatively compliant. The Parliamentarian will assist in the planning of meetings and conventions to specify proper sequence and protocols are met. They will also be a resource to the chair, to unobtrusively give consult when uncertain on how to rule on a question or proceed in certain circumstances. The parliamentarian is of special use in the preparation of scripts for the chair, credentials reports and considerations, election forms and reports, and the processes in the consideration of motions and bylaw amendments.

- d. Secretary. The secretary shall:
1. Certify and keep at the principal office of The Putt Away Cancer Foundation the original, or a copy, of these bylaws as amended or otherwise altered to date.
 2. Keep at the principal office of The Putt Away Cancer Foundation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
 3. Ensure that the minutes of meetings of The Putt Away Cancer Foundation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation.
"Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.
 4. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
 5. Be custodian of the records and of the seal of The Putt Away Cancer Foundation and affix the seal, as authorized by law or

the provisions of these bylaws, to duly executed documents of The Putt Away Cancer Foundation.

6. Keep at the principal office of The Putt Away Cancer Foundation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
 7. Exhibit at all reasonable times to any director of The Putt Away Cancer Foundation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of The Putt Away Cancer Foundation.
 8. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.
- e. Treasurer. The treasurer has charge of the funds of The Putt Away Cancer Foundation: The treasurer shall:
1. Have charge and custody of, and be responsible for, all funds and securities of The Putt Away Cancer Foundation, and deposit all such funds in the name of The Putt Away Cancer Foundation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
 2. Receive, and give receipt for, monies due and payable to The Putt Away Cancer Foundation from any source whatsoever.
 3. Disburse, or cause to be disbursed, the funds of The Putt Away Cancer Foundation as may be directed by the board of directors, taking proper vouchers for such disbursements.
 4. Keep and maintain adequate and correct accounts of The Putt Away Cancer Foundation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
 5. Exhibit at all reasonable times the books of account and financial records to any director of The Putt Away Cancer Foundation, or to his or her agent or attorney, on request therefor.

6. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of The Putt Away Cancer Foundation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of The Putt Away Cancer Foundation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.
9. At the close of the fiscal year, the treasurer submits the books to a qualified auditor approved by the Board of Directors. He/she shall see that a complete financial statement is presented at the annual business meeting of The Putt Away Cancer Foundation.

Section 3. Election

The officers are chosen by ballot of the Board of Directors from among its elected members at the next board meeting following the annual election.

ARTICLES VIII. COMMITTEES OF THE PUTT AWAY CANCER FOUNDATION

Section 1. Nominating Committee

- a. **Members.** The Nominating Committee, an elected committee, consists of seven members, only three of whom are members of the Board of Directors.

Its members are representatives of the organization members in all sections of the community served by The Putt Away Cancer Foundation. The president and executive director are ex-officio members of the committee but without the right to vote.

- b. **Duties.** The Nominating Committee is responsible for securing and keeping a list of potential candidates, selected from the total membership of The Putt Away Cancer Foundation, who are qualified by skill and experience for membership on the Board of Directors or the elected committees of The Putt Away Cancer Foundation. The Committee also carries the responsibilities outlined in Article IX,

Section 1, of this document and, in addition, presents candidates for vacancies occurring in the Board of Directors or in elected committees during the interim between regular elections.

- c. Election, Term of Office, Vacancies. All members of the Nominating Committee are elected annually per provisions in Article IX of this document and serve until the next annual election. The chairperson is chosen by the Committee from its elected members. Vacancies occurring in the Committee in the interim between annual elections are filled by the Committee with the approval of the Board of Directors.

Section 2. Other Committees of The Putt Away Cancer Foundation

- a. Elected Committees. The voting members of The Putt Away Cancer Foundation shall elect any other committees specified as elected committees at the times of the annual election in accordance with provisions of Article III and Article IX of this document.
- b. Appointed Committees. The CEO or founder has the authority to appoint special committees of The Putt Away Cancer Foundation for specific studies, concerns, or events related to the work of The Putt Away Cancer Foundation when such responsibilities are not delegated to standing or special committees of the Board of Directors.

ARTICLE IX. NOMINATION AND ELECTION PROCEDURES

Section 1. Nomination

The Nominating Committee shall present to The Putt Away Cancer Foundation electorate a ballot, including nominees for the Board of Directors, the Nominating Committee, and any other elected committees, two weeks in advance of the annual business meeting of the membership at which election results are to be reported. All candidates must meet the qualifications set forth in Article III of this document.

The ballot for members of the Nominating Committee shall offer a choice of candidates.

Section 2. Balloting Methods

The Board of Directors is responsible for the establishment of balloting methods that safeguard the rights of voting members to a secret ballot and that provide assurance that ballots are cast only voting members.

Annual elections shall precede transaction of other business at the annual business meeting and shall be reported at that meeting. Polls shall be open immediately following the distribution of ballots and shall be closed at the time indicated on the ballot. Three tellers appointed by the president shall open the ballots after polls are closed and shall report the results of the election to the members at the annual business meeting.

ARTICLE X. FISCAL YEAR

The fiscal year begins on January 1st and ends December 31st.

ARTICLE XI. IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code

ARTICLE XI: PROPERTY AND CAPITAL FUNDS

Section 1: Property and Capital

Real property of The Putt Away Cancer Foundation is held and managed by the Board of Directors, and only by its authority shall mortgages or other obligations be made chargeable to the real property of The Putt Away Cancer Foundation. The Board shall hold all trust funds of The Putt Away Cancer Foundation, administering them with legal advice, in accordance with the requirements of state law, and for other purposes indicated by the donors.

Section 2. Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 3. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 4. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

ARTICLE XII. ADVISORY PANEL

Section 1. Members and Qualifications

There shall be an Advisory Panel whose members are men and women who are in sympathy with the purpose of The Putt Away Cancer Foundation and who are experienced in specialized areas of responsibility. This Panel shall have not less than 1 member not more than 3, of whom have recognized competence in the administration of property and capital funds. The president of The Putt Away Cancer Foundation and the executive director are ex-officio members of the Advisory Panel.

Section 2. Responsibilities

The Advisory Panel shall advise the Board of Directors on matters related to investments, trust funds, and other business transactions of The Putt Away Cancer Foundation involving the care and use of capital funds and on other matters at the request of the Board of Directors.

Section 3. Election and Term of Office

Members of the Advisory Panel are elected by the Board of Directors from nominations made by the Nominating Committee of the Board for a term of 1 year and are eligible for reelection. The chairperson is chosen by the Advisory Panel from its elected members.

ARTICLE XIII. RULES OF ORDER

The proceedings of this Association are governed by Robert's Rules of Order, Revised, except where these rules conflict with provisions of this constitution and bylaws.

ARTICLE XIV. GENERAL AMENDMENTS

This document may be amended by a two-thirds affirmative vote of the voting members present at a regular or adjourned regular meeting of the membership, providing the following requirements have been met:

- (a) The amendment does not relate to conflict with the foundational goal of this organization
- (b) The amendment was approved by the Board of Directors
- (c) Copies of the amendment, or amendments, were made available to the voting members at least two weeks in advance of the meeting (January 15th).
- (d) The notice of the membership meeting stated that amendments to this document would be considered and voted.

ARTICLE XV. AMENDMENTS AFFECTING MEMBERSHIP

Volunteer members will be exposed to the religion of their choice, with the consent of the participating in events hosted by religious institutions.

ARTICLE XVI. UNDERSTANDING THE BUSINESS CYCLE

The Putt Away Cancer Foundation will provide merchandise that are needed and wanted by its members. This business establishment will be fully operated by the organization. Products will be issued for sell via internet, direct sale, and on-site.

ARTICLE XVII. IDENTIFY MEMBERS

A system of identification picture tags (ID tags) will be provided to each member so that they can receive recognition when attending events. All The Putt Away Cancer Foundation members will carry on their person at all times this membership ID card. Board of Directors may also opt to carry business cards.

ARTICLE XVIII. MEETING DEADLINES/SUSPENSIONS

When a task is provided to a member, a date for the end product will also be provided. Failure to keep the committee director aware of the project status or failure to meet the suspension date will result in removal action. The President or director has absolute power to remove individuals who violate ethics and engage in any inappropriate actions not in good standing with the betterment of The Putt Away Cancer Foundation.

Section 2. Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

Section 3. Ex-Officio Members

Upon action of the Board of Directors, chairperson of committees of The Putt Away Cancer Foundation may be elected as ex-officio members of the Board of Directors, to serve during the period of committee chairperson and has the right to vote.

ARTICLE XIX. BOARD OFFICERS AND THEIR DUTIES

Section 1. OFFICERS

The officers of the Board of Directors shall be president, one or more vice presidents, secretary, parliamentarian and treasurer who shall serve also as officers of The Putt Away Cancer Foundation. Two of the seats on the Board will be open to interns.

Section 2. Duties of The Chairperson

The Chairperson shall preside at all meetings of the Board of Directors and of the Executive Committee of the Board. He/she assign duties whether partnerships, chairpersonships for other means of organizing the work of the Board. He/she shall, with the Executive Director/CEO, sign leases, grants, and contracts approved by the Board of Directors. He/she shall be an ex-officio member of all committees and of the Advisory Panel.

Section 3. Duties of the Vice Chairman (or Vice Presidents)

The vice chairmen in order shall have all the powers and perform all the duties of the President in his/her absence. He/she shall perform such additional duties as are delegated to them by the President.

Section 4. Duties of the Secretary

The Secretary of The Putt Away Cancer Foundation shall keep minutes of all meetings, including the record of attendance. He/she shall see that these minutes are distributed to all Board Members within 10 days and a signed copy placed in the Board Book and Website. He/she shall conduct the correspondence of the Board of Directors.

Section 5. Executive Director/CEO

The President of the foundation will be the Executive Director or CEO of The Putt Away Cancer Foundation. The Executive Director or CEO shall be the executive officer of The Putt Away Cancer Foundation and of the Board of Directors. He/she shall be the head of future employed staff.

Section 6. Parliamentarian: The Parliamentarian will assist The Putt Away Cancer Foundation Board of Directors in drafting and interpreting bylaws, specific to the needs of the organization. Working with the organization's legal counsel, the parliamentarian will ensure that the bylaws are legislatively compliant. The Parliamentarian will assist in the planning of meetings and conventions to specify proper sequence and protocols are met. They will also be a resource to the chair, to unobtrusively give consult when uncertain on how to rule on a question or proceed in certain circumstances. The parliamentarian is of special use in the preparation of scripts for the chair, credentials reports and considerations, election forms and reports, and the processes in the consideration of motions and bylaw amendments.

Section 6. Treasurer. The treasurer has charge of the funds of The Putt Away Cancer Foundation: The treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of The Putt Away Cancer Foundation, and deposit all such funds in the name of The Putt Away Cancer Foundation in such banks,

trust companies, or other depositories as shall be selected by the board of directors.

2. Receive, and give receipt for, monies due and payable to The Putt Away Cancer Foundation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of The Putt Away Cancer Foundation as may be directed by the board of directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of The Putt Away Cancer Foundation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
5. Exhibit at all reasonable times the books of account and financial records to any director of The Putt Away Cancer Foundation, or to his or her agent or attorney, on request therefor.
6. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of The Putt Away Cancer Foundation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of The Putt Away Cancer Foundation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.
9. At the close of the fiscal year, the treasurer submits the books to a qualified auditor approved by the Board of Directors. He/she shall see that a complete financial statement is presented at the annual business meeting of The Putt Away Cancer Foundation.

BYLAWS
THE BOARD OF DIRECTORS
The Putt Away Cancer Foundation
DBA: Putt Away Cancer

ARTICLE I MEETINGS

Section 1. Regular Meeting **

The Board of Director shall hold a regular meeting on the 4th Thursday quarterly. The agenda shall include minutes of the previous Board meeting and of any meetings of the Executive Committee held in the interim. It shall include reports and information needed for Board action upon old and new business. The meeting will be conducted for not less than 1 hour but no longer than 2 hours, normally starting at 6:30 p.m. and concluding at 8:30 p.m.

Section 2. Special Meetings

Special meetings of the Board of Directors shall be called upon request of the President and two other members of the Board, or upon request of any five members of the Board. The notice of the meeting shall state the matters to be considered, and no other business shall be transacted.

Section 3. Quorum

Two thirds (2/3) of the Board of Directors shall constitute a quorum.

Section 4. Attendance

Meetings of the Board of Directors shall be attended by members of the Board, ex-officio members, and the Executive Director. Other professional staff members may attend Board meetings when feasible, and shall attend when items on the agenda deal with their responsibilities. The Board of Directors may invite other persons to attend a regular or a special meeting of the Board.

ARTICLE II. ABSENCE, VACANCIES, EX-OFFICIO MEMBERS

Section 1. Absence

The Executive Director shall share immediately with the President concerns about a Board member's failure to function in partnership responsibilities and other activities and that the President consult, as soon as feasible, with said Board member to discuss reasons for his/her inactivity and to offer workable options. If after proper consultation the Board member fails to function, the member in question shall be asked to resign from the Board. Three failures to attend meeting in one year are ground for immediate removal from the board.

ARTICLE III. NOMINATING COMMITTEE FOR OFFICERS OF THE BOARD OF DIRECTORS

A Nominating Committee for officers of the Board of Directors shall be appointed by the President no later than the Board meeting preceding the annual election of Board members. This committee shall nominate officers for the Board of Directors, to be elected at the first meeting of the Board following annual election of Board members.

ARTICLE IV. COMMITTEES

Section 1. Executive Committee

The board of directors may, by a majority vote of its members, designate an Executive Committee consisting of **five (5)** board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law. By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the Executive Committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.
and Bylaws.

ARTICLE V. Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Members' Inspection Rights

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.

- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE VI. THE PUTT AWAY CANCER FOUNDATION OBJECTIVES:

Our main goal is to develop a unique community of support of cancer warriors, survivors, and supporters.

ORGANZATIONAL OBJECTIVES

1. Collaborate with other cancer organizations and non-profits to build a resource bank for referrals.
2. Establish a "Circle of Hope" award for cancer survivors to fill a financial need.

3. Develop an “Circle of Hope” academic scholarship for high school seniors or college students with a parent/sibling/grandparent that has had cancer;
4. Establish high ethical standards in the community;
5. Develop a support system for cancer patients and their families;
6. Continue to learn about the various cancer research and studies to provide literature for our community;
7. Host Putt Away Cancer Miniature Golf Tournaments around the United States.
8. Develop events and programming to promote communal approach to supporting cancer warriors and their families
9. Promoting life for Cancer Warriors. Celebrating life with Cancer Survivors. Inspiring HOPE for Cancer Warriors and their families.

X


Leilani I. Davis

Chairman of The Board/Co-Founder
The Putt Away Cancer Foundation

X


Marissa D. McKinnies

Chief Executive Officer/Founder
The Putt Away Cancer Foundation