

Bylaws
Arizona Prostate Cancer Coalition, Inc.

Article I.

Section 1. Name

The name of this nonprofit corporation has been established as the Arizona Prostate Cancer Coalition, Inc. (AZPCC, hereinafter “the Coalition”).

Article II.

Section 1. Office(s)

The principal office of the Coalition shall be established and maintained at 3600 E. La Costa Place, Chandler, AZ 85249, or as otherwise determined by the Board of Directors (hereinafter, “the Board”).

Article III.

Section 1. Mission

The Arizona Prostate Cancer Coalition is an inclusive statewide organization promoting awareness, education, early detection, effective treatment, and support for prostate cancer patients, their families, and caregivers.

Article IV.

Section 1. Purposes

The Coalition is organized and shall be operated exclusively for charitable, scientific, and educational purposes under Section 501(c)(3) of the Internal Revenue Code.

Fundamentally, the organization seeks to raise proactive awareness of prostate cancer, provide educational, medical, and supportive resources for prostate cancer patients, their families, caregivers, and communities, including mentoring/guidance for men seeking treatment and men who are currently undergoing treatment or alternatives.

Section 2. Goals

1. Raise awareness of prostate cancer
2. Encourage early detection of prostate cancer
3. Encourage routine testing and follow-up
4. Support state initiatives in prostate cancer that relate to our Mission Statement
5. Conduct outreach programs to all, including underserved communities
6. Execute to achieve these Goals in a culturally sensitive approach to communities
7. Foster advancements in treatment and research of prostate cancer

Section 3. Participation.

Participation in the organization shall be open to all individuals, and to representatives of organizations, businesses, and clubs in sympathy with its Mission, Purposes, and Goals on a non-discriminatory basis. Participation in the Coalition may be affected by voluntary completion of a simple form giving Name, Address, Telephone Number, and email address. A participant may terminate involvement at any time by requesting the Coalition remove his/her name from the roster. Participation is not required to receive services from the Coalition.

Article V

The Board.

Section 1.

The Coalition shall be executed and managed by a Board of Directors who are appointed to the Board upon selection by a 2/3 majority of the existing Directors. The initial Board is comprised of three (3) directors and will be expanded to consist of no fewer than five (5) nor more than nine (9) Directors. Each Director’s term shall be two years. In the event a vacancy occurs on the Board, the balance of that term will be filled by a new director appointed by the Board. The Board shall select a President to serve in such capacity for his/her two-year term. The Board shall also put in place a process to stagger Director terms.

Section 2.

The number of Directors may be increased or decreased by a 2/3 vote of the Board.

Any Coalition participant shall be eligible to become a Coalition Director. The Board shall be sensitive to avoiding conflicts of interest, or the appearance thereof, in consideration of Director appointees.

Section 3.

Meetings of the Board, open to all Coalition participants, shall be held quarterly on a day and time to be designated by a simple majority of the Board. Special Board meetings may be called by the President at any time. The Secretary shall cause a notice of such meeting to be emailed to all Directors to their email addresses of record with the Coalition at least two weeks before the scheduled date of such meeting. Such notice shall state the date, time, place, and purpose of the meeting, and by whom it was called. No other business but that specified in the notice may be transacted at such meeting without the unanimous consent of all present at such meeting.

Section 4.

The officers of the Coalition (see Article VI) shall be appointed by the Board to serve for two years. Appointees shall be determined each June at the regular quarterly Board meeting.

Section 5.

A simple majority of the Directors shall constitute a quorum. Unless otherwise required by law, a majority vote of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director shall have one (1) vote.

Section 6.

Any Director who is absent for three consecutive meetings without advance notification and/or good reason shall forfeit his or her place on the Board.

Section 7.

Resignation and Removal. Any Director may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary for it to be effective.

Any Director or agent of the Board may be removed from office without assignment of cause by the vote of at least two-thirds of the entire Board whenever, in its judgment, the best interests of the Coalition may be served thereby. Such removal shall be without prejudice, if any, to the person so removed.

Section 8.

The Board may appoint Ex-officio Directors to serve in an advisory capacity. Ex-officio Directors are ineligible to cast votes in matters decided by the Board.

Section 9.

Non-Board participants may attend Board meetings as observers only. Notification of presentations to be made by non-Directors must be given in writing to the President prior to the meetings.

Section 10.

The agenda of all meetings of the Board shall include:

- a. Call to Order
- b. Approval of the minutes of the preceding meeting
- c. President's report
- d. Treasurer's report
- e. Report from committees
- f. Old and Unfinished Business
- g. New Business
- h. Announcements
- i. Adjournment

Article VI

Officers.

Section 1.

Officers within the Board shall consist of President, Vice President, Treasurer, and Secretary.

Section 2.

When possible, all officers shall have served a minimum of one year on the Board of Directors prior to assuming office.

Section 3.

A vacancy that occurs in any office shall be filled by appointment following a two-thirds approval vote by the Board.

Section 4.

Officers shall perform the duties prescribed by these Bylaws.

Section 5.

The President of the Board shall be selected from among the Directors by the Board, will serve one two-year term, and may be appointed to serve one additional two-year term.

The President will conduct meetings for which he or she will prepare an agenda, oversee all financial operations, monitor all Committees, make recommendations to the Board, prepare and present quarterly reports, and have signatory authority for all payments.

The Vice President shall be selected from among the Directors by the Board to serve a two-year term and assume the President's duties and responsibilities, if necessary. If the President is not present or steps down from the position, until such time as the Board appoints a new President, the Vice President shall also have signatory authority on the Coalition's financial accounts.

The Treasurer shall be selected from among the Directors by the Board, serve a two-year term and shall be the Chief Financial Officer (CFO) of the Coalition. He or she is responsible for receipt and disbursement of all funds of the Coalition and shall have custody of the Coalition's funds and securities. The signature of the Treasurer or person authorized by the Board is required for the expenditure of funds. Any required second signature shall be that of the Board President, or of the Board Vice President as specified in section 4 of this Article. The Treasurer shall maintain the financial records and make payments upon the order of the Board and shall present financial reports at the regular meetings of the Board, and an Annual Report at the end of the Fiscal year. The Treasurer shall keep full and accurate accounts of receipts and disbursements, and shall deposit all Coalition monies in the name, and to the credit of the Coalition in the depository or depositories of the Coalition, and shall render an accounting of the transactions as Treasurer and of the financial condition of the Coalition to the Board upon request. It shall be the responsibility of the Treasurer to have an independent (i.e., by person(s) who have no access to the Coalition's financial assets) audit of the books conducted as soon as possible following the end of the Fiscal Year.

The Secretary shall be selected from among the Directors by the Board and serve a two-year term. He or she shall record and maintain minutes of all meetings of the Board and committee meetings, and prepare them for Board approval. The Secretary shall be the custodian of corporate records.

The offices of Treasurer and Secretary may be combined and held by one person.

The Directors may undertake special assignments and shall play an active role in the activities of the Coalition.

Section 6.

Delegation of Duties. Whenever an officer is absent, or whenever for any reason the Board may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or Director.

Article VII

Consideration and Selection of Officers.

Section 1.

Consent. The Consent of any potential officer must be secured prior to his or her consideration for appointment by the Board. The Board may solicit expressions of interest from among the Coalition's participants as a means of identifying potential officers.

Section 2.

Timing. Selection of officers will take place at the June Board meeting and each Director shall have one vote. A simple majority of the votes cast by the Directors present will determine each officer.

Article VII

Committees.

Section 1.

Appointment. The Board President with the approval of the Board shall appoint all committees. Coalition participants are encouraged to serve on committees. Each committee shall consist of a Director as Chair, and an alternate, and additional Coalition participants may be called upon to serve.

Section 2.

Executive Committee. The Executive Committee (hereinafter ExCom) shall consist of the President, Vice President, Treasurer, and Secretary, and additionally as soon as practicable, a Director-at-large appointed by the President. The ExCom shall be chaired by the Board President. Additional Directors may be appointed to the ExCom by majority vote of the ExCom Directors. The ExCom shall meet to consider matters of a nature which cannot wait for action until the next meeting of the Board and shall have power to act regarding such matters. The ExCom may meet at any time to discuss a prospective agenda for regular or special meetings of the Board or to discuss and subsequently make recommendations on any matter to the Board. Notice of formal action taken by the ExCom shall be provided to all Directors at the next meeting of the Board. A simple majority of the ExCom shall constitute a quorum.

Section 3.

Standing Committees. A Chair of the Standing Committees of the Board shall be appointed by the President. The Standing Committees shall consist of the following: Public Relations/Outreach Committee, Research and Developing Therapies Committee, and Programs Committee. The Board shall establish other committees as it deems appropriate.

- A. The Public Relations/Outreach Committee shall be responsible for the preparation and circulation of Coalition publications and of any required notices.
- B. The Research and Developing Therapies Committee shall be responsible for monitoring prostate cancer research and developing therapies, and to the extent practicable, making this information available to Coalition participants.
- C. The Programs Committee shall be responsible for the designing and facilitating sponsored programs of the Coalition.

Article VIII.

Dissolution

Upon the dissolution of the Coalition, assets shall be distributed for one or more exempt purposes consistent with the Coalition's Mission and within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, also consistent with the Coalition's Mission.