

**THIRD AMENDED AND RESTATED BYLAWS OF
CANDLELIGHTERS FOR CHILDREN WITH CANCER**

ARTICLE I

Name

The name of the Corporation is: **CANDLELIGHTERS FOR CHILDREN WITH CANCER**, an Oregon nonprofit corporation.

ARTICLE II

Purpose and Powers

2.1 Purpose. The Corporation is organized and shall be operated exclusively (A) for the purpose of providing support, education, advocacy, and hope for children who have or have had cancer, for families and other individuals who support and empower such children to meet the challenges they face, and for families who have lost a child to cancer, and (B) for purposes that are consistent with its status as a corporation described in section 501(c)(3) of the Internal Revenue Code.

2.2 Powers. The Corporation shall be organized and operated exclusively for charitable and educational purposes. Subject to the provisions of the Articles of Incorporation, the purposes of the Corporation shall be to engage in any lawful activities, none of which are for profit. The Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under Chapter 65 of the Oregon Revised Statutes, the Oregon Nonprofit Corporation Act, or its corresponding future provisions, and Section 501(c)(3) of the Internal Revenue Code, or its corresponding future provisions.

ARTICLE III

No Members

The Corporation shall have no members as that term is defined by the Oregon Revised Statutes.

ARTICLE IV

Directors

4.1 General. The business and affairs of the Corporation shall be managed by its board of directors ("Board"). The Board shall be composed of not less than eleven (11) nor more than twenty (20) directors. The exact number of directors shall be fixed from time to time by the Board.

4.2 Term of Office. The Board shall fix the term of office of each director. Unless otherwise fixed by the Board, the term of each director shall be three years and shall be staggered, so that the terms of approximately one-third (1/3) of the Directors then in office will expire each year. Directors shall serve until the conclusion of the calendar year for the year in which their respective terms expire, or until their successors have been appointed and take office. A director is eligible for re-election; however, no director shall serve more than three consecutive terms (a total of nine years). An

individual who has previously served three consecutive terms on the board shall be eligible for re-election after a one-year period off the board.

4.3 Quorum. A majority of the number of directors in office at the time of a meeting of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. A minority of the directors, in the absence of a quorum, may adjourn and reconvene from time to time but may not transact any business.

4.4 Board Action. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority vote of a quorum, except as otherwise required by law, the Articles of Incorporation, or these Bylaws.

4.5 Election. The Nominating Committee shall be appointed annually by the President and shall convene three months before the annual meeting for the purpose of recruiting and nominating persons to serve as directors and officers. The Nominating Committee shall deliver a written notice containing the names of the nominees to the Secretary thirty (30) days before the annual meeting. In recruiting and nominating persons to serve, the Nominating Committee shall give due consideration to diversity factors including individual characteristics, experience and skills, as well as geographic area. Nominations for new directors may be received by the Secretary from any board member or other regular participant in the activities of the Corporation two weeks in advance of the annual meeting. Directors shall be elected at each annual meeting of the Board. For each position listed on the notice, the nominated individual receiving the greatest number of votes cast shall be elected.

4.6 Removal. Any director may be removed, with or without cause, by a vote of two-thirds of the directors in office.

4.7 Resignation. A director may resign at any time by delivering written notice to the President or Secretary.

4.8 Vacancies. Vacancies on the Board and newly created board positions shall be filled by a majority vote of a quorum. Each director so elected shall hold office for the balance of the unexpired term of her or his predecessor.

4.9 Ex-Officio Members. The Board may appoint individuals to serve as ex-officio members of the Board. Ex-officio members shall not be entitled to vote.

4.10 Compensation. Directors shall serve without compensation for their services. Subject to any applicable limitations under tax or other laws, a director may receive reimbursement for actual and reasonable expenses incurred in performing her or his duties upon the approval of the Board.

ARTICLE V

Officers

5.1 General. The officers of the Corporation shall be elected annually by the Board at the annual meeting, in accordance with the provisions of section 4.5. The term of office of the President shall be two years. The term of office for all other officers shall be one year. Officers may serve

consecutive terms. An officer must be a director. A president must have completed one year of service as a director at the time that the term of office begins. The officers shall include a president, a president-elect, a past president, a secretary, and a treasurer. The Board may also elect vice presidents and such other officers as it deems appropriate, who shall have such powers and duties as may be prescribed by the Board. The same individual may simultaneously hold more than one office in the Corporation. The officers shall perform the customary duties pertaining to their respective offices except as otherwise prescribed by the directors or as otherwise provided in this Article. Upon the expiration of her or his term, each officer shall deliver to her or his successor the records of her or his office.

5.2 President. The president shall supervise, direct, and control the affairs of the Corporation. The president shall perform the following duties: (A) prepare the agenda and preside at all meetings of the Board, (D) see that all orders and resolutions of the Board are carried into effect, and (C) any other powers and duties as may be prescribed by the Board.

5.3 President-Elect. The president-elect shall, in the absence of the president or if the president is unable to serve, perform all of the duties, have all of the powers, and be subject to all the restrictions on the president. The president-elect shall have any other duties as may be prescribed by the Board.

5.4 Past-President. The past-president shall be responsible for maintaining organizational best practices and the board policy manual, in the absence of the president and president-elect or if the president and president-elect are unable to serve, then the past-president shall perform all of the duties, have all of the powers, and be subject to all of the restrictions on the president. The past-president shall have any other duties as may be prescribed by the Board.

5.5 Secretary. The secretary shall have overall responsibility for all record keeping. The secretary shall perform, or cause to be performed, the following duties: (A) official recording of the minutes of all proceedings of the Board meetings and actions, (B) preparation of the agenda for all Board meetings, (C) provision for notice of all meetings of the Board, and (D) any other duties as may be prescribed by the Board.

5.6 Treasurer. The treasurer shall have overall responsibility for all funds of the Corporation. The treasurer shall perform, or cause to be performed, the following duties: (A) keeping of full and accurate accounts of all financial records of the Corporation, (B) the deposit of all moneys and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board, (C) the disbursement of all funds as authorized by the Board, (D) making financial reports as to the financial condition of the Corporation to the Board, (E) filing the annual report, (F) filing tax returns, and (G) any other duties as may be prescribed by the Board.

5.7 Vice-President. The Board may, by resolution adopted by a majority of the directors in office, designate or appoint one or more vice-presidents. The purpose of the office of the vice-president office shall be to advise the Board and to assist it with special projects. Each vice-president shall be responsible for any duties as may be prescribed by the Board.

5.8 Compensation. Officers shall serve without compensation for their services. Subject to any applicable limitations under tax or other laws, an officer may receive reimbursement for actual and reasonable expenses incurred in performing her or his duties upon the approval of the Board.

ARTICLE VI
Executive Director

The Executive Director shall be selected by, evaluated by and be directly responsible to the Board. The Executive Director shall perform the day-to-day operations of the Corporation according to a written job description as prescribed from time to time by the Board. The compensation of the Executive Director shall be fixed by the Board annually. The Executive Director shall be an Ex-Officio Member of the Board.

ARTICLE VII
Committees

7.1 Committees. The Board may, by resolution adopted by a majority of the Board, appoint one or more standing committees and/or special committees. The designation of any such committee and the delegation of authority thereto shall not relieve the Board, or any member thereof, of any responsibility imposed by law or these Bylaws. The president shall, in her or his discretion, appoint a committee chair and may require the committee to appoint a secretary to keep written minutes.

7.2 Standing Committees. A standing committee shall consist of a director and such other committee members as are necessary.

7.3 Committee Obligations and Responsibilities. Except as otherwise provided in this Article, the provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board shall apply to the Executive Committee and other committees.

7.4 Executive Committee. The Executive Committee shall consist of the president, president-elect, past-president, secretary, and treasurer. When a meeting of the board of directors is not in session, the Executive Committee shall have and exercise all powers of the Board in managing the business of the corporation if a consent in writing (including a communication transmitted electronically) setting forth the action is signed (physically or electronically) by four members of the Executive Committee, with the exception of the following powers:

- (a) The power to authorize or approve distributions, except according to a formula or method, or within limits, prescribed by the board of directors;
- (b) The power to fill vacancies on the board of directors or any of its committees; and
- (c) The power to adopt, amend, or repeal bylaws.

ARTICLE VIII Meetings

8.1. Rules of Procedure. The rule of procedure at meetings of the Board may be the rules contained in Robert's Rules of Order on Parliamentary Procedure, as amended, so far as is practical and when not inconsistent with these Bylaws, the Articles of Incorporation, resolutions of the Board, or Oregon law.

8.2 Annual Meetings. The annual meeting of the Board shall be held during the first week of December at such time and place as may be designated from time to time by the Board. The purpose of the meeting shall include election of directors and officers for the following year.

8.3 Regular Meetings. Regular meetings shall be held bi-monthly at such time and place as may be designated from time to time by an officer.

8.4 Special Meetings. Special meetings of the directors may be called by the president or by any two directors with oral or written notice at least twenty-four hours before the meeting.

8.5 Notice. The notice of the date, time and place of an annual, regular or special meeting of the directors shall be given in the manner determined by any officer. Any director may waive notice of any meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

8.6 Meeting by Electronic Communication. The Board may hold a meeting by conference telephone or other electronic technology by means of which (A) all directors participating in the meeting can simultaneously hear or read each other's communications during the meeting, or (B) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. Participation in any such meeting shall constitute presence in person at the meeting.

8.7 Action Without a Meeting. Any action that is required or permitted to be taken by the directors at a meeting may be taken without a meeting if a consent in writing (including a communication transmitted electronically) setting forth the action is signed (physically or electronically) by all of the directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent.

8.8 Committee Meetings. Meetings of any committee may be called by the chairperson of the committee or by any two members of the committee. Those calling the meeting shall make a good faith attempt to notify all committee members as to date, time, and place at least twenty-four hours before the meeting.

ARTICLE IX

Signing of Checks, Notes and Execution of Instruments

9.1 **Checks.** Checks, notes and other evidences of indebtedness of the Corporation for the amount of Two Thousand Five Hundred Dollars (\$2,500) or more shall be approved in writing by an officer of the Corporation. Checks of the Corporation for less than Two Thousand Five Hundred Dollars (\$2,500) may be approved by the Executive Director. The Executive Director shall sign all checks of the corporation.

9.2 **Execution of Instruments.** When execution of any contract, conveyance or other instrument has been authorized by the Board without a designation of an officer who is to execute the same, the president and secretary shall execute the same in the name of and on behalf of the Corporation.

ARTICLE X

Property and Assets

10.1 **Assets.** The assets of the Corporation shall be used and disposed of exclusively for the purposes specified in the Articles of Incorporation and Article II of these Bylaws.

10.2 **Receipt of Property.** The Board may accept on behalf of the Corporation any property, including money, from any individual, firm, corporation, governmental agency or otherwise by gift, bequest or devise. However, the directors shall be required to ascertain that such acceptance will not adversely affect the non-profit status of the Corporation. Such property, when so received and accepted by the directors, shall be held and administered and distributed or used in accordance with the subject to all of the provisions of the Articles of Incorporation and Bylaws of the Corporation.

ARTICLE XI

Indemnification of Directors and Officers

11.1 **General.** The Corporation shall, to the fullest extent permitted by law, indemnify any person who is or was a director or officer of the Corporation against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorneys' fees, judgments, fines, costs, and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such director or officer may be entitled under any statute, bylaw, an agreement, or otherwise.

11.2 Actions by or in the Right of the Corporation. In connection with any proceeding brought by or in the right of the Corporation, the Corporation may not indemnify any person who is or was a director or officer of the Corporation if such person has been adjudged by a court of law to be liable to the Corporation, unless the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all of the circumstances of the case such person is fairly and reasonably entitled to indemnity.

11.3 Self-Interested Transactions. The Corporation may not indemnify any person who is or was a director or officer of the Corporation in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.

11.4 Determination of the Propriety of Indemnification. The determination that indemnification is proper shall be made by the majority vote of a quorum consisting of the directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Board, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full board shall select special legal counsel to determine whether indemnification is proper.

11.5 Evaluation of Expenses. An evaluation as to the reasonableness of expenses shall be made by the majority vote of a quorum consisting of directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Board, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full Board, including directors who were parties to the proceeding, shall evaluate the reasonableness of expenses.

11.6 Notice to the Attorney General. A director or officer shall not be indemnified by the Corporation until 20 days after the effective date of written notice to the Attorney General of the proposed indemnification.

11.7 Advance of Expenses. Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this section may be advanced by the Corporation prior to the final disposition of such proceeding if (a) the director or officer provides written affirmation to the Corporation of such person's good faith belief that such person satisfies the criteria for indemnification, and (b) the director or officer gives the Corporation a written undertaking to repay the advanced amount if it is ultimately determined that the director or officer is not entitled to indemnification under this section. The undertaking shall be a general obligation of the director or officer, but need not be secured and may be accepted by the Board without reference to the director or officer's financial ability to make repayment.

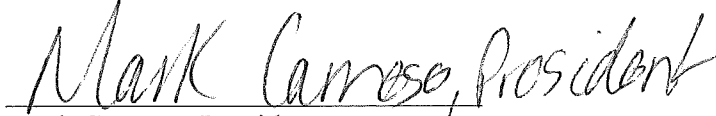
11.8 Insurance. The Board shall have the power to purchase insurance on behalf of any individual who is or was an officer or director of the Corporation against liability asserted against or incurred by such individual arising out of such individual's status as a director or officer of the Corporation,

whether or not the Corporation would have the power to indemnify such individual against liability under the provisions of this section.

ARTICLE XII
Amendment

These Bylaws may be altered, amended, or repealed in writing and new Bylaws adopted in writing at any regular meeting by the affirmative vote of not less than two-thirds of the directors.

IN WITNESS WHEREOF, the undersigned President of the Corporation hereby certifies that these that these Third Amended and Restated Bylaws were duly adopted by the board of directors this 21 day of January 2015.



Mark Carnese, President