



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Part II Balance Sheets (see the instructions for Part II)

Check if the organization used Schedule O to respond to any question in this Part II .

		(A) Beginning of year	(B) End of year
22	Cash, savings, and investments	72,529	22 15,865
23	Land and buildings	0	23 0
24	Other assets (describe in Schedule O)	0	24 0
25	Total assets	72,529	25 15,865
26	Total liabilities (describe in Schedule O)	0	26
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	72,529	27 15,865

Part III Statement of Program Service Accomplishments (see the Instructions for Part III)

Check if the organization used Schedule Q to respond to any question in this Part III

What is the organization's primary exempt purpose? Support cancer research

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Expenses
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others.)

28 Funded Dr. Michael Burgess, UC San Francisco for MEK Inhibition and the Clonal Dynamics of Resistance in Ras-driven Leukemia research project			
(Grants \$ 105,250) If this amount includes foreign grants, check here . . . ► <input type="checkbox"/>	28a	105,250	
29 Funded Dr. Anica Wandler, UC San Francisco for Response and Resistance to Dexamethasone and PI3K Inhibition in T-ALL research project			
(Grants \$ 30,000) If this amount includes foreign grants, check here . . . ► <input type="checkbox"/>	29a	30,000	
30			
(Grants \$) If this amount includes foreign grants, check here . . . ► <input type="checkbox"/>	30a		
31 Other program services (describe in Schedule O)			
(Grants \$) If this amount includes foreign grants, check here . . . ► <input type="checkbox"/>	31a	0	
32 Total program service expenses (add lines 28a through 31a) . . . ► <input type="checkbox"/>			
	32	135,250	

Part IV List of Officers, Directors, Trustees, and Key Employees (list each one even if not compensated—see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V) Check if the organization used Schedule O to respond to any question in this Part V

	Yes	No
33 Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O	33	✓
34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)	34	✓
35a Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?	35a	✓
b If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O	35b	
c Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III	35c	
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36	✓
37a Enter amount of political expenditures, direct or indirect, as described in the instructions ► 37a 0	37a	0
b Did the organization file Form 1120-POL for this year?	37b	✓
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?	38a	✓
b If "Yes," complete Schedule L, Part II and enter the total amount involved	38b	
39 Section 501(c)(7) organizations. Enter:	39a	
a Initiation fees and capital contributions included on line 9	39a	
b Gross receipts, included on line 9, for public use of club facilities	39b	
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ► 0 ; section 4912 ► 0 ; section 4955 ► 0	40a	0
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b	✓
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958	40c	0
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization	40d	0
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	40e	✓
41 List the states with which a copy of this return is filed ► Oregon		
42a The organization's books are in care of ► Karin Dailey Located at ► 2673 Oak View Circle, Medford OR	Telephone no. ► 541 772-2354 ZIP + 4 ► 97504-6320	
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country: ► See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	42b	✓
c At any time during the calendar year, did the organization maintain an office outside the U.S.? If "Yes," enter the name of the foreign country: ►	42c	✓
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year ► 43	43	□
44a Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ	44a	✓
b Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ	44b	✓
c Did the organization receive any payments for indoor tanning services during the year?	44c	✓
d If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	44d	
45a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	45a	✓
45b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)	45b	✓

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

	Yes	No
46		✓

Part VI Section 501(c)(3) organizations only

All section 501(c)(3) organizations must answer questions 47–49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

	Yes	No
47		✓

48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

	Yes	No
48		✓

49a Did the organization make any transfers to an exempt non-charitable related organization?

	Yes	No
49a		✓

b If "Yes," was the related organization a section 527 organization?

	Yes	No
49b		

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and title of each employee	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
none				

f Total number of other employees paid over \$100,000 ►

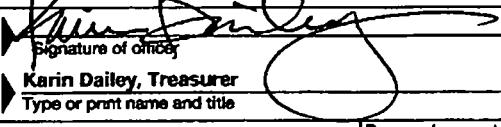
51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and business address of each independent contractor	(b) Type of service	(c) Compensation
none		

d Total number of other independent contractors each receiving over \$100,000 ►

52 Did the organization complete Schedule A? Note. All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A ► Yes No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	 Signature of officer Karin Dailey, Treasurer Type or print name and title			Date
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Firm's name ►			Firm's EIN ►
	Firm's address ►			Phone no.

May the IRS discuss this return with the preparer shown above? See instructions ► Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2013

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Information about Schedule A (Form 990 or 990-EZ) and its Instructions is at www.irs.gov/form990.

Name of the organization

Southern Oregon Foundation Supporting a Cure for Cancer

Employer identification number

46-3106746

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33½% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33½% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Non-functionally integrated
 - e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Cat. No. 11285F

Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	0	0	0	0	0	0
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
3 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
4 Total. Add lines 1 through 3	0	0	0	0	0	0
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						0
6 Public support. Subtract line 5 from line 4.						0

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	0	0	0	0	0	0
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	0	0	0	0	0	0
9 Net income from unrelated business activities, whether or not the business is regularly carried on	0	0	0	0	0	0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
11 Total support. Add lines 7 through 10						0
12 Gross receipts from related activities, etc. (see instructions)					12	0
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input checked="" type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33½% support test—2013. If the organization did not check the box on line 13, and line 14 is 33½% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33½% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33½% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	6,019	4,026	12,846	14,057	4,782	41,730
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	84,000	93,889	81,905	88,153	100,998	448,945
3 Gross receipts from activities that are not an unrelated trade or business under section 513	0	0	0	0	0	0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
5 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
6 Total. Add lines 1 through 5	90,019	97,915	94,751	102,210	105,780	490,675
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	0	0	0	0	0	0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	0	0	0	0	0	0
c Add lines 7a and 7b	0	0	0	0	0	0
8 Public support (Subtract line 7c from line 6.)	• • • • •	• • • • •	• • • • •	• • • • •	• • • • •	490,675

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	90,019	97,915	94,751	102,210	105,780	490,675
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	0	0	0	0	0	0
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	0	0	0	0	0	0
c Add lines 10a and 10b	0	0	0	0	0	0
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	0	0	0	0	0	0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
13 Total support. (Add lines 9, 10c, 11, and 12.)	90,019	97,915	94,751	102,210	105,780	490,675
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input checked="" type="checkbox"/>	• • • • •	• • • • •	• • • • •	• • • • •	• • • • •	• • • • •

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	100 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	100 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	0 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	0 %
19a 33½% support tests—2013. If the organization did not check the box on line 14, and line 15 is more than 33½%, and line 17 is not more than 33½%, check this box and stop here. The organization qualifies as a publicly supported organization . . . ► <input checked="" type="checkbox"/>	• • •	• • •
b 33½% support tests—2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33½%, and line 18 is not more than 33½%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>	• • •	• • •
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>	• • •	• • •

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

Department of the Treasury
Internal Revenue Service

► Attach to Form 990 or 990-EZ.
► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization

Southern Oregon Foundation Supporting a Cure for Cancer

Employer identification number

2013

**Open to Public
Inspection**

Student Credit Form

46-3106746

Part I line 10 \$135,250 - two grants to researchers

Grant #1 to Dr Michael Burgess, UC San Francisco for \$105,250

Grant #2 to Dr Anica Wandler, UC San Francisco for \$30,000

Part I line 16 - IRS application fee & other fees = \$1,035 + Insurance = \$500 + Office supplies = \$63 + Flowers for ill members = \$188 +

name tags & aprons for members = \$290 for a total of \$2,076

Part V line 34 amended bylaws attached

BYLAWS
OF
SOUTHERN OREGON FOUNDATION SUPPORTING A CURE FOR CANCER

SECTION 1. MISSION

The mission of Southern Oregon Foundation Supporting a Cure for Cancer is to financially support organizations whose purpose is prevention of cancer, saving lives and eliminating suffering from cancer, and/or research, education and service related to cancer.

SECTION 2. MEMBERS

2.1 Active Member Designation and Admission. The corporation will have one class of voting Members ("Active Members") consisting of not less than 48 Active Members or more than 53 Active Members. The initial Active Members of the corporation are listed in Exhibit "A", attached hereto. Each year, prior to the March Membership meeting, Active Members may propose individuals for admission as new Active Members. Each year, the Active Members will vote on the admission of new Active Members at the April Membership meeting. After the April Membership meeting, individuals approved for admission will receive from the Corresponding Secretary a written invitation to join the corporation as an Active Member. The individuals receiving the invitation will have two (2) weeks within which to accept the Membership invitation. Each May, the outgoing President, the incoming President and the President Elect will hold an orientation meeting for new Active Members, at which time they will receive a copy of these Bylaw and other pertinent orientation information. New Active Members will be introduced at the June Membership meeting and will be accompanied to such meeting by the Active Member who proposed the new Active Member for Membership. Active Members are expected to fulfill the duties and responsibilities of Membership in accordance with the policies of the corporation, as they may be modified from time to time. An Active Member is responsible for finding another Member to perform the Active Member's duties when the Active Member is unable to perform them.

2.2 Other Classes of Membership. Excalibur Members are those Active Members who have retired from active membership and who have either served as President, served as chair or co-chair of the annual ball charity event or given eight (8) years of

service to the corporation as an Active Member. Retired Members are those who have retired from active membership but do not meet the qualifications of Excalibur Members. Excalibur Members and Retired Members may request to rejoin the corporation as Active Members. Excalibur Members and Retired Members have no voting rights.

2.3 Changes in Status of Member. A Member may resign at any time by delivering written notice to the President or the Recording Secretary. A resignation is effective on September 1 following the date on which notice of resignation was given. An Active Member may request a leave of absence because of illness, moving from the area or other reasons. The leave may be granted for up to two (2) years, at the discretion of the President. An approved leave of absence is effective on September 1 following the date on which the leave was approved. All changes in status for Members will be considered and acted upon at the January Membership meeting. The President will oversee all Membership status changes.

2.4 Annual Dues. Annual dues of \$30.00 will be paid each year by Active Members, including those Active Members who are on leave of absence. Dues are payable on or before the September Membership meeting.

2.5 Regular Meetings. Regular meetings of the Members will be held at 10:30 a.m. on the first Monday of the months of March, April, May, June, October and November, and on the second Monday in September and January.

2.6 Special Meetings. A special meeting of Members must be held (a) on the call of the Board of Directors or (b) if the holders of at least 25% of the voting power of the corporation sign, date, and deliver to the Recording Secretary one or more written demands for the meeting, describing the purpose or purposes for which it is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of Members.

2.7 Place of Meetings. Meetings of the Members may be held at any place designated by the Board of Directors.

2.8 Telephonic Meetings. Members may participate in a regular meeting or a special meeting by using any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in the meeting by this means is deemed to be present in person at the meeting.

2.9 Proxies. Members may participate in a meeting by written proxy duly executed and filed with the Recording Secretary. No proxy will be valid after 12 months from the date of its execution unless otherwise provided in the proxy.

2.10 Action by Written Ballot. Any action that may be taken at a Members' meeting may be taken without a meeting if the corporation delivers a written ballot to every Member entitled to vote on the matter. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds a quorum of the Members, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot. All solicitations for votes by written ballot must (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each matter other than election of Directors, and (c) specify a reasonable time by which a ballot must be received by the corporation in order to be counted. Once delivered, a written ballot may not be revoked.

2.11 Notice of Meetings. The corporation must notify its Members of the place, date, and time of each special meeting of Members no fewer than 30 days before the meeting and no more than 60 days before the meeting. Notice to each Member entitled to vote at the meeting must be delivered in person or sent by prepaid mail or private carrier or by email or other form of wireless communication at the Member's last mailing, email or facsimile address as set forth in the corporate records. Notice of a special meeting must describe the purpose or purposes for which the meeting is called.

2.12 Waiver of Notice. A Member may, at any time, waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, be signed by the Member entitled to the notice, specify the meeting for which notice is waived, and be delivered to the corporation, in person, by mail or by email, for inclusion in the minutes or filing with the corporate records. A Member's attendance at or participation in a meeting, either in person or by proxy, waives any required notice to the Member of the meeting, unless the Member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

2.13 Quorum and Voting. A quorum of the Members will consist of more than 50% percent of the number of Members immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voting when the action is taken will be the act of the Members except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of Members.

SECTION 3. DIRECTORS

3.1 Powers. Subject to limitations and conditions imposed by the Members, all corporate powers will be exercised by or under the authority of, and the affairs of the corporation will be managed under the direction of, the Board of Directors.

3.2 Composition. The Board of Directors will consist of the following Active Members: President, President Elect, Recording Secretary, Corresponding Secretary, Treasurer, Immediate Past President and the Advisory Board. The Advisory Board will consist of the past President from two years prior and two Active Members appointed by the President.

3.3 Election and Tenure of Office. Directors will be elected at the regular meeting of Members held in May. Directors serve for one-year terms, except the Treasurer and Advisory Board Members serve for two-year terms. Directors may serve for consecutive terms.

3.4 Vacancies. A vacancy in the Board of Directors will exist on the death, resignation, or removal of any Director. A vacancy in the Board of Directors may be filled by the Members at any meeting. Each Director so elected will hold office for the balance of the unexpired term of his or her predecessor.

3.5 Removal. A Director may be removed at any time, with or without cause, by vote of a majority of the Members.

3.6 Regular Meetings. The Board of Directors may determine to have regular meetings. No notice is required for regularly scheduled meetings of the Board of Directors.

3.7 Telephonic Participation. Directors may participate in a regular meeting or a special meeting by using any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in the meeting by this means is deemed to be present in person at the meeting.

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3.8 Action Without Meeting by Unanimous Written Consent.

Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all Members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, be signed by each Director, and be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. As used in this Section 3.8, "written" includes a communication that is transmitted or received by electronic means, and "sign" includes an electronic signature. A consent under this section has the effect of a meeting vote and may be described as such in any document.

3.9 Call and Notice of Meetings. No notice is required for regularly scheduled meetings of the Board of Directors. Directors will be notified of the place, date, and time of each special meeting of Directors no fewer than seven (7) days before the meeting and no more than 30 days before the meeting. Notice to each Director entitled to vote at the meeting must be delivered in person or sent by prepaid mail or private carrier or by email or other form of wireless communication at the Director's last mailing, email or facsimile address as set forth in the corporate records. Notice of a special meeting must describe the purpose or purposes for which the meeting is called. The President or 25% of the Directors then in office may call and give notice of a special meeting of the board.

3.10 Waiver of Notice. A Director may at any time waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, be signed by the Director entitled to the notice, specify the meeting for which notice is waived, and be delivered to the corporation, in person, by mail or by email, for inclusion in the minutes or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly on the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

3.11 Quorum and Voting. A quorum of the Board of Directors will consist of a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the action is taken will be the act of the

Board of Directors except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of Directors.

SECTION 4. COMMITTEES

4.1 Committees. The Members may create one or more committees of the Members and appoint Members to serve on them or designate the method of selecting committee Members. Committees will perform such functions and duties as are assigned to them by the Members. Committee Members, including the Auction Committee Chairs, are appointed by the President.

4.2 Standing Committees. The corporation will have the following standing committees: a) the Executive Committee consists of the President, President Elect, Recording Secretary, Corresponding Secretary, Treasurer and Immediate Past President; b) the Nominating Committee consists of the three (3) most recent past Presidents, and it recommends a slate of incoming officers and Advisory Board Members and presents the slate at the April meeting; c) the Calling Committee has no more than four Members who inform the Members of each meeting and give luncheon reservations to the monthly hostess; d) the Supply Committee (a committee of one) keeps track of the supplies; e) the Excalibur Coordinator (a committee of one) coordinates any activities of the Excalibur Members; f) the Hospitality Committee (a committee of one) is the President Elect who sends a single yellow rose or card to Members when appropriate; g) the Database Manager (a committee of one) creates the lists of officers and committees, meeting and hostess schedules, party rosters in coordination with the Auction Committee and Membership rosters; h) the Historian (committee of one) is appointed for a period of two years and keeps records of all pertinent materials; i) the Auction Committee is responsible for the annual fund-raising event; and j) the Focus Group consists of five (5) Active Members appointed by the President who serve for two-year terms and review grant applications and recommend to the Active Members a funding proposal for the coming year.

SECTION 5. OFFICERS

5.1 Designation; Appointment. The officers of the corporation will be Active Members of the corporation and will include a President, a President Elect, a Recording Secretary, a Corresponding Secretary, a Treasurer, the Immediate Past President and any other officer that the Board of Directors may from time to time appoint. Except for the Immediate Past President the officers will be appointed by, and hold office at

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the pleasure of the Membership and are elected at the May Membership meeting.

5.2 Term of Office. Each officer serves for a one-year term, except that the Treasurer serves for a two-year term. Any officer may be removed, with or without cause, at any time by action of the Members.

5.3 President. The President presides over the regular meetings of the Members and the meetings of the Board of Directors. The President performs such duties as directed by the Board of Directors. In case of a tie vote on any question presented to the Membership or the Board of Directors, the President has the deciding vote.

5.4 President Elect. The President Elect chairs the Hospitality Committee.

5.5 Recording Secretary. The Recording Secretary keeps the minutes of all meetings. After each meeting, the Recording Secretary furnishes the President the attendance record and sends out the minutes to the Members.

5.6 Corresponding Secretary. The Corresponding Secretary maintains the official correspondence, including invitations to new Active Members. In the absence of the Recording Secretary, the Corresponding Secretary performs the duties of the Recording Secretary.

5.7 Treasurer. The Treasurer is the custodian of the funds. The Treasurer, as directed by the Membership, disburses funds, collects fees and dues, pays bills, responds to memorials for both the donor and the family of the deceased, keeps accurate records and provides a financial statement at each meeting. At the June Membership meeting, the Treasurer provides an annual financial report and a proposed budget. The Treasurer sends official thank-you letters with confirmation of the corporation's charitable status to all donors of money and purchasers of items at the annual auction.

5.8 Immediate Past President. In the absence of the President, the Immediate Past President will perform the duties of the President.

SECTION 6. AMENDMENT

Amendments to these bylaws must be approved by both the Board of Directors and the Members. Whenever an amendment or a