

**BYLAWS
OF
BEAUTY THROUGH CANCER, INC.**

**ARTICLE I
NAME & OFFICES**

- 1.1 **Name.** The name of this Organization is Beauty Through Cancer (the "Company").
- 1.2 **Principal Office.** The principal office of the Company shall initially be: 131 McDowell Street, Suite 201, Asheville, NC 28801 Buncombe County.
- 1.3 **Additional Offices.** The Company may have other offices, either in or outside the State of North Carolina, in such place or places as the Board of Directors may from time to time appoint or the business of the Company may require.

**ARTICLE II
AIMS AND PURPOSES**

- 2.1 **Nonprofit Corporation.** The corporation shall be organized and operated as a nonprofit corporation under the provisions of the North Carolina Nonprofit Corporation Act.
- 2.2 **Charitable Purposes.** As set forth in the articles of incorporation, the corporation shall be a nonprofit corporation organized pursuant to the North Carolina Nonprofit Corporation Act. It shall be organized, and at all times thereafter operated, exclusively for charitable, educational, religious and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this provision and the articles of incorporation and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

**ARTICLE III
BOARD OF DIRECTORS**

- 3.1 **General Powers.** The affairs of the Company shall be managed by a Board of Directors, (the "Board") each of whom shall be of legal age. Except as is otherwise provided herein, by law, or in the Articles of Incorporation, all of the power of the Corporation shall be vested in the Board of Directors.

3.2 Number, Term, and Qualifications. The regular Board of Directors shall consist of four (4) to nineteen (19) members, with the exact number established by the Board of Directors. Each Director shall serve their term until death, resignation, retirement, disqualification, the conclusion of his/her term or removal.

3.3 Election of Directors, Terms. The Directors shall be elected at a regular or special meeting of the Board by a vote of the majority of the Directors then in office. The election of Directors shall be a part of the order of business at the winter meeting of the Board. In the first election immediately succeeding the adoption by the Board of these Bylaws, the Directors shall be classified with respect to the time for which they shall severally hold office by dividing them into three classes by lot. The Directors of the first class shall be elected for a term of one year; the Directors of the second class for a term of two years; and the Directors of the third class for a term of three years. At each Winter meeting thereafter, the successors to the class of Directors whose terms shall expire that year shall be elected to hold office for a term of three years, so that the term of office of one class of Directors shall expire each year.

3.4 Vacancy. In the event a Director cannot complete his or her term, a replacement shall be recommended by the Chairman of the Board and approved by a majority vote of the Board to fill the remainder of the vacant Director's term.

3.5 Resignation. Any Director may resign at any time by giving written notice to the Chairman, the President, the Secretary or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chairman or the Board.

3.6 Removal. Directors may be removed from office at any time with or without cause by the Directors by a two thirds (2/3) vote of the Board at any regular meeting or at any special meeting called for that purpose.

3.7 Compensation. Directors as such shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated Officers of the Company. Nothing herein shall preclude a Director from serving the Company in any other capacity and receiving compensation for such services.

ARTICLE IV MEETINGS OF THE BOARD

4.1 Place of Meetings. The meetings of the Board shall be held at the principal offices of the Company or at any place within the United States that the Board may from time to time designate.

4.2 Semi-Annual Meetings. The Board's Semi-Annual Meetings shall be held in the summer and winter of each year, with the date chosen by the Chairman at a time convenient to the Board.

The notice of the meeting shall give the date, time and place and designate it as the semi-annual meeting. Such other regular meetings of the Board shall be held at such time and place as may be specified by resolution of the Board.

4.3 Special Meetings. Special meetings of the Board may be called at any time by the Chairman or by two or more Directors.

4.4 Notice of Meetings. Notice of any regular or Special Meeting of the Board shall be given at least ten (10) days previously thereto by written notice sent by any usual means of communication to each Director to his/her address as shown by the records of the Company; however, notice may be waived before, at, or after any meeting.

4.5 Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.6 Quorum. At all meetings of the Board, a majority of the total Directors then in office shall constitute a quorum for the transaction of business. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present and a meeting may be adjourned despite the absence of a quorum.

4.7 Manner of Acting. The vote of the majority of the Directors at a meeting at which a quorum is present shall be the act of the Board, unless a vote of a greater number is required by law or by these Bylaws.

4.8 Informal Action by Directors. Action taken by all members of the Board of Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by each Director and filed with the Minutes of the proceedings of the Board, whether done before or after the action so taken. Action taken without a meeting is effective when the last Director signs the consent, unless the consent specifies a different date.

4.9 Participation by Telephone. Any one or more Directors may participate in a physical or virtual meeting of the Board of Directors by means of a conference telephone or similar communication vehicle. Participation by these means shall be deemed presence in person at the meeting.

ARTICLE V COMMITTEES

The Board, by resolution adopted by a majority of the entire Board, may designate an Executive Committee, consisting of three or more Directors, and other committees consisting of three or more persons, who may or may not be Directors and may delegate to such committee or committees all such authority of the Board that it deems desirable, except that no such committee or committees shall have the authority to:

- (a) Adopt, amend or repeal the Bylaws;
- (b) Fill vacancies in the Board or any committee.

The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent Member or Members at any meeting of such committee. Each member of each such committee shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not relieve any Director of any responsibility imposed by law. The executive committee or any other committee shall report any actions taken to the meeting of the Board next following the taking of such action, unless the Board otherwise requires. Insofar as applicable, the provisions of these Bylaws relating to the conducting of meetings of the Board shall govern meetings of the executive and other committees.

ARTICLE VI OFFICERS

6.1 Election, Title, Term. The Officers of the Company shall be a President, a Secretary, a Treasurer, and such other Officers as may be appointed pursuant to these Bylaws. At least thirty days before the winter semi-annual meeting of the Board of Directors, the Chairman of the Board will appoint a nominating committee of three or more members of the Board of Directors to make nominations of individuals to become Officers of the Company for the succeeding year. Each Director shall be given a list of the nominees for each office at least seven days prior to the winter semi-annual meeting. Each Officer shall be elected annually by the Board of Directors at the winter Company meeting. Each Director shall be entitled to one vote per office and the result will be determined by the majority of the votes cast. The newly elected Officers shall serve until a successor shall have been duly elected and shall have qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Board of Directors may elect or appoint, or by resolution provide for the appointment of, other Officers or agents.

6.2 Removal. Any Officer of the Company may be removed at any time by the Board whenever in their judgment the best interest of the Company will be served thereby. Removal by the Board shall be a two-third (2/3) majority vote.

6.3 Duties. The duties of the Officers of this Company shall be such as usually appertain to such Officers of Companies generally, except as may be otherwise prescribed by the Bylaws or by the Board.

- (a) Chairman. The Chairman of the Board shall be the principal Officer of the Company, and between meetings of the Board of Directors and of the Executive Committee, shall have general supervision of its business and affairs, subject, however, to the right of the Board to delegate any specific power except such as may by statute be exclusively conferred upon the Chairman, to any other Officer or Officers of the

Company, to the exclusion, for the time being, of the Chairman. The Chairman shall preside at all meetings of the Board of Directors and of the Executive Committee, and shall appoint, subject to confirmation of the Board of Directors, and be an ex-officio member of all standing and special committees.

(b) President. The President shall be the Chief Executive Officer of the Company, and as such shall exercise general supervision of all operations and personnel for the Company, including determination of compensation to be paid any employee other than himself/herself for services rendered to the Company, subject to the direction or approval of the Board of Directors. He may sign and execute instruments in the name of the Corporation, provided he is not prohibited from doing so by these bylaws and has obtained the consent of the Board to enter into any such contacts or arrangements.

(c) Other Officers. The Vice President, Vice Chairman, Secretary, Treasurer and Immediate Past President shall have the powers and duties delegated to them by the Board. Generally, however, the Vice Chairman and Vice President shall serve as Chairman and President, respectively, in the in the event that either the Chairman or President is unable to serve for any reason. The Secretary shall keep the minutes of Board meetings and see that notices are sent and received according to these Bylaws. The Treasurer shall have charge of all funds, securities, receipts, and disbursements of the Corporation. The Immediate Past President shall have no additional responsibilities other than a general advisory role, unless otherwise directed by the Board.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 Authorization. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Company, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Company shall be signed by such Officer or Officers, agent or agents, of the Company and in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.2 Funds. All funds of the Company not otherwise employed shall be deposited to the credit of the Company in such banks or other depositories as the Board of Directors may select, or as may be designated by any Officer or Officers or agent or agents of the Company to whom such power may be delegated by the Board of Directors.

7.3 Acceptance of Gifts. The Board of Directors or any Officer or Officers or agent or agents of the Company to whom such authority may be delegated by the Board, may accept on behalf of the Company any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Company.

7.4 Audits. Upon the vote of two thirds of the Board of Directors, the accounts of the Company will be audited by a reputable Certified Public Accountant, whose report shall be submitted to each member of the Board.

7.5 Bond. At the direction of the Directors, any Officer or employee of the Company shall be bonded. The expense of furnishing any such bond shall be paid by the Company.

ARTICLE VIII NOTICE AND TIME REQUIREMENT

8.1 Notice in General. In any case hereunder or hereafter designated by the Board, when notice to the Directors is required or permitted, the notice shall be in writing or printed. When mailed, the notice shall be deemed to be delivered when deposited in first-class United States mail addressed to the Director at his/her address as it appears on the records of the Company. When delivered personally or by hand, the notice shall be deemed delivered when actually received by the Director.

8.2 Waiver of Notice or Lapse of Time. Whenever under the provision of law or these Bylaws, the Board or any committee thereof is authorized to take any action after notice to any person or persons or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time, if at any time before or after such action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submits a signed waiver of notice of such requirement.

ARTICLE IX GENERAL PROVISIONS

9.1 Indemnification. The Corporation shall indemnify its Officers and Directors to the maximum extent required or permitted by Part 5 of Article 8 of Chapter 55A of the General Statutes of North Carolina as from time to time amended, and such Officers and Directors shall be deemed to have relied upon this Part.

9.2 Fiscal Year. The fiscal year of the Corporation shall be as fixed by the Board of Directors.

9.3 Rules of Order. Unless otherwise provided herein or in any special rules of committee, the provision of the current edition of Roberts Rules of Order, Newly Revised, shall apply to all meetings of the Company, its committees and sub-committees.

9.4 Amendment of Bylaws. These Bylaws may be altered, amended, or repealed by a two-third (2/3) vote of the Board at any regular meeting or at any special meeting called for that purpose provided, however, that notice of the proposed amendment, alteration or repeal shall be given to each Director at least thirty (30) days prior to the date of the meeting at which the

Bylaws are to be altered, amended or repealed. Notice shall not be required if all Directors are present and all vote in favor of the amendment.

9.5 Construction of Bylaws. The interpretations of these bylaws as determined by the Board shall be conclusive and binding on all Members and Directors.