

**BYLAWS  
OF  
AIM at MELANOMA FOUNDATION**

**ARTICLE I - OFFICES**

Section 1. PRINCIPAL OFFICE. The Board of Directors (the "Board") shall fix the location of the principal executive office of the corporation at any place within or outside the State of California. If the principal executive office is located outside this state, and the corporation has one or more business offices in this state, the Board shall designate a principal business office in the State of California.

Section 2. OTHER OFFICES. Branch or subordinate offices may be established at any time by the Board at any place or places where the corporation is qualified to do business.

**ARTICLE II - MEMBERS**

Section 1. NUMBER. This corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Directors.

Section 2. HONORARY DIRECTORS. Nothing in this Article II shall be construed as limiting the right of the corporation to refer to persons associated with it as "Honorary Directors" even though such persons are not members or directors, and no such reference shall constitute any one a member or director within the meaning of Section 5056 of the California Corporations Code. The corporation may confer by amendment of its articles of incorporation or these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors, on a disposition of substantially all of the assets of the corporation, in a merger, on a dissolution, or on changes to the corporation's articles of incorporation or Bylaws, but no such person shall be a member within the meaning of Section 5056 of the California Corporations Code.

**ARTICLE III - DIRECTORS**

Section 1. POWERS. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the affairs and activities of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

The Board shall have the following powers:

(a) To select and remove all officers, agents and employees of the corporation; prescribe such powers and duties for them as are not inconsistent with law, the Articles of Incorporation or these Bylaws; fix their compensation; and require from them security for faithful service.

(b) To confer by resolution upon any officer of the corporation the right to select and remove agents and employees of the corporation.

(c) To conduct, manage and control the affairs of the corporation, and to make such rules and regulations therefor not inconsistent with law, the Articles of Incorporation or these Bylaws, as they may deem best.

(d) To change the principal office of the corporation from one location to another within the State of California, as provided in Article I, Section 1, hereof; to fix and locate from time to time one or more branch or subsidiary office of the corporation within or without the State of California, as provided by Article I, Section 2, hereof; and to adopt, make and use a corporate seal and to alter the form of such seal from time to time as in their judgment they may deem best, provided such seal at all times complies with the provisions of the law.

(e) To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefor in the corporate name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

(f) To determine who shall be authorized on the corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, satisfactions, contracts and documents.

(g) To apply and give any property or funds of the corporation for such charitable, scientific, literary and/or educational purposes, and upon such terms and conditions as the Board shall designate.

Section 2. NUMBER AND QUALIFICATION OF DIRECTORS. The authorized number of Directors shall be not less than three or more than seven; the exact number of Directors shall be determined within such limits by the Board. Any other provision of these Bylaws notwithstanding, not more than 49% of the Directors may be interested persons. For this purpose, "interested persons" means:

(a) Any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as Director; and

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

Section 3. DESIGNATION, ELECTION AND TERM OF OFFICE OF DIRECTORS. All Directors shall be elected at an annual meeting of the Board to hold office for

a one-year term. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 4. VACANCIES. Vacancies in the Board shall be filled by a majority of the remaining Directors though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his or her successor shall have been elected and qualified. If a Director shall give notice of his or her resignation to take effect at a future time, the Board shall have the power to elect a successor to take office when the resignation is to become effective. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following:

- (a) The death, resignation or removal of any Director;
- (b) The declaration by resolution of the Board of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or found by final order or judgment of any court to have breached a duty under Sections 5230 and following of the California Corporations Code; or
- (c) The increase of the authorized number of Directors.

Section 5. PLACE OF MEETING. Regular meetings of the Board shall be held at any place within or without the State of California that has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

Section 6. ANNUAL MEETING. The Annual Meeting of the Board shall be held during the month of May on such date as the Board by proper notice shall specify.

Section 7. REGULAR MEETINGS. Other regular meetings of the Board shall be held without call, no less often than annually, on a day and at the time specified by the Board. Notice of all such regular meetings of the Board is hereby dispensed with.

Section 8. SPECIAL MEETINGS. Special meetings of the Board for any purpose or purposes shall be called at any time by the President or by any two (2) Directors.

Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by mail or by other form of written communication, charges prepaid, addressed to such Director at his or her address as it is shown upon the records of the corporation, or, if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Such notice shall be mailed at least forty-eight (48) hours prior to the time of the holding of the meeting.

The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present and if either before or after the meeting each of the Directors not present

signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE. Directors may participate in a meeting through use of conference telephone or similar communications equipment so long as all Directors participating in such meeting can hear one another.

Section 10. WAIVER OF NOTICE. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 11. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 12. ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

Section 13. RESIGNATION. Except as provided in this Section 13, any Director may resign, which resignation shall be effective on giving written notice to the President, the Chairman of the Board, the Secretary or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board shall elect a successor to take office when the resignation becomes effective. No Director may resign when the corporation would then be left without a duly elected Director or Directors in charge of its affairs. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 14. COMPENSATION. The Directors shall receive no compensation for their services as such. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefor.

Section 15. QUORUM. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 12 of this Article III. 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 shall be regarded as the act



of the Board, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to:

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest;
- (b) Appointment of committees; and
- (c) Indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 16. COMMITTEES. The Board may appoint one or more committees. Each committee shall consist of two (2) or more Directors and may consult with such persons as the committee shall determine. The Board may delegate to such committees any of the authority of the Board except with respect to:

- (a) The approval of any action for which the California Nonprofit Corporation Law requires approval of the Directors or approval of a majority of all Directors;
- (b) The filling of vacancies on the Board or in any committee which has the authority of the Board;
- (c) The amendment or repeal of these Bylaws or the adoption of new Bylaws;
- (d) The appointment of other committees of the Board or the members thereof;
- (e) The approval of any transaction (1) to which the corporation is a party and in which one or more Directors have a material financial interest or (2) between the corporation and one or more of its Directors or between the corporation or any person in which one or more of its Directors have a material financial interest; and
- (f) The fixing of compensation for the Directors for serving on the Board or on any committee.

Any such committee must be created, and the members of the committee appointed, by resolution adopted by a majority of the authorized number of Directors, provided a quorum is present. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article III applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 17. ADVISORS. The Board may, in its discretion, appoint advisors to attend, but not vote at, Board meetings and consult with the Board concerning the affairs and activities of the corporation.

#### **ARTICLE IV - OFFICERS**

Section 1. OFFICERS. The officers of the corporation shall be:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer.

The corporation may also have, at the discretion of the Board, of the following officers:

- (a) Chairman of the Board
- (b) Chief Executive Officer
- (c) Chief Financial Officer
- (d) Executive Vice President
- (e) One or more additional Vice Presidents
- (f) One or more Assistant Secretaries
- (g) One or more Assistant Treasurers
- (h) Such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV.

Officers need not be Directors. Any number of offices may be held by the same person.

Section 2. ELECTION. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or 5 of this Article IV, shall be chosen by the Board, and each shall hold office at the pleasure of the Board, who may, either at a regular or special meeting, remove any such officer and appoint his or her successor.

Section 3. SUBORDINATE OFFICERS, ETC. The Board may appoint such other officers as it may deem necessary, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by a majority of the Directors in office at the time, at a regular or special meeting of the Board, or by any officer upon whom such power of removal may be conferred by the Board. Any officer may resign at any time by giving written notice to the Board, to the President or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer. Any such resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6. PRESIDENT. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board, have general supervision, direction and control of the corporate affairs and the officers of the corporation. He or she shall sign as President, on behalf of the corporation, all contracts and other instruments in writing. He or she shall have such other powers and duties as from time to time may be prescribed by the Board of Directors or these Bylaws.

Section 7. VICE PRESIDENT. In the absence or disability of the President, the Chairman of the Board and the Executive Vice President, the Vice President shall be vested with the powers required to perform the duties of the President and shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws.

Section 8. SECRETARY. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, the corporation's charter documents and a book of minutes of all meetings of Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those Directors present and the proceedings thereof, including a record of all votes. He or she shall give or cause to be given notice of all meetings of the Board. These records shall be open to inspection by any Director at all reasonable times. He or she shall have custody of the seal of the corporation and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

Section 9. TREASURER. The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of receipts and disbursements of the corporation. He or she shall receive and shall have custody of the corporate funds and securities and shall deposit all monies and valuable effects in the name of and to the credit of the corporation in such depositories as may be designated by the Board. He or she shall disburse the funds of the corporation as ordered by the Board. He or she shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation. He or she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws.

The Treasurer is the chief financial officer of the corporation. The books of account shall be open for inspection by any Director at all reasonable times. If required by the Board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement or removal from office.

Section 10. CHAIRMAN OF THE BOARD. The Chairman of the Board, if such an office be elected, shall, if present, preside at meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board or prescribed by the Bylaws. If there is no President, the Chairman of the Board shall in addition be the chief executive officer of the corporation and shall have the powers and duties prescribed in Section 6 of this Article IV.

Section 11. EXECUTIVE VICE PRESIDENT. In the absence or disability of the President and the Chairman of the Board, the Executive Vice President shall be vested with the powers required to perform the duties of the President and shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws.

## **ARTICLE V - INDEMNIFICATION**

The corporation shall indemnify, advance expenses to and provide insurance coverage for its past, present and future officers, directors and agents, and negotiate and enter into contractual agreements providing for indemnification, advancement of expenses and insurance coverage with its past, present and future officers and directors, to the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, subject to reasonable limits determined by the Board from time to time and any limitations or qualifications imposed by the Internal Revenue Code of 1986, as amended.

## **ARTICLE VI - AMENDMENTS**

POWER OF DIRECTORS. Except as otherwise provided herein, new Bylaws may be adopted or these Bylaws may be repealed by the affirmative vote of a majority of the Board. The amended or newly adopted Bylaws shall take effect immediately.

## **ARTICLE VII - MISCELLANEOUS**

Section 1. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board.

Section 2. CONTRACTS, ETC., HOW EXECUTED. The Board, except as these Bylaws or the Articles of Incorporation otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board, no officer, agent or employee shall have any power or

authority to bind the corporation by any contract or agreement or to pledge its credit to render it liable for any purpose or to any amount.

Section 3.     REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The President and any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 4.     CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

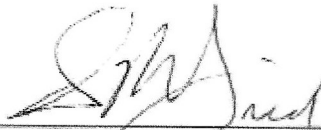
Section 5.     INTERPRETATION. As used herein, the masculine shall include the feminine and neuter, the singular shall include the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.



## **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of [Corporation Name], a California nonprofit public benefit corporation, that the above Bylaws are the Bylaws of the corporation as adopted by the Board of Directors on February 23, 2004, and that they have not been amended or modified since that date.

IN WITNESS WHEREOF, the undersigned, has executed this Certificate of Secretary as of the 23rd day of February, 2004.

A handwritten signature in cursive script, appearing to read 'S. Guild', is written over a horizontal line.

Samantha Guild, Secretary