

**BYLAWS
OF
PROSTATE CANCER INTERNATIONAL, INC.**

**ARTICLE I
PURPOSE AND IDENTIFICATION**

Section 1.1 Name: The name of the Corporation is PROSTATE CANCER INTERNATIONAL, INC., a Virginia non-stock corporation (the “Corporation”).

Section 1.2 Purpose: As provided in its Articles of Incorporation dated August 18, 2008 (“Articles”), the Corporation is organized exclusively for the charitable purposes set forth in the Internal Revenue Code as amended, §501(c)(3) (the “Code”), more specifically to:

1. Raise funds through public and private solicitation for educational and scientific activities for:
 - a. awareness of prostate cancer and related issues both nationally and internationally.
 - b. support of prostate cancer education and research.
2. Offer educational and scientific support and information regarding prostate cancer and related issues to the public and to members of the professional health care community both nationally and internationally via a range of educational and informational activities.
3. Encourage and support research into the effective prevention, diagnosis, management and/or cure of prostate cancer in all its stages as well as the sequelae thereof.

Section 1.3 Fiscal Year. The fiscal year of the Corporation shall end on December 31st of each year or on such other date as may be fixed from time to time by appropriate resolution of the Board of Directors of the Corporation.

Section 1.4 Governing Law. This Corporation is governed in accordance with the laws of the Commonwealth of Virginia.

**ARTICLE II
MEMBERSHIP**

Membership shall consist of the members of the Board of Directors.

**ARTICLE III
MEETINGS**

Section 3.1 Regular Meetings. The Board of Directors shall meet quarterly each and every year to transact such business as may be required.

Section 3.2 Annual Meetings. The annual meeting of the Board of Directors shall be held the second week in September of each and every year or on such other date as may be fixed from time to time by appropriate resolution of the Board of Directors of the Corporation for the election of directors and the transaction of such other business as may properly come before it.

Section 3.3 Special Meetings. Special meetings of Board of Directors, other than those regulated by statute, may be called at any time by a majority of the directors or by the President. Notice of the date and hour of the meeting, the purpose or purposes for which it is called, and the name of the person by whom or at whose direction the meeting is called, shall be given to each Director. No business other than that specified in the notice shall be transacted at any such special meeting.

Section 3.4 Place of Meetings. All meetings shall be held at the principal office of the Corporation in the City of Virginia Beach, Commonwealth of Virginia, or at such place within or without the Commonwealth of Virginia as shall be set forth in the notice of meetings as required by these Bylaws.

Section 3.5 Notice of Meetings. No notice need be given of any regular meeting of the Board of Directors. The Secretary shall serve notice of annual and special meetings upon each director in any electronic form prescribed by the Code of Virginia, or by certified mail, return receipt requested, addressed to him at his last known post office address, at least ten (10) days prior to the date of such meeting nor more than sixty (60) days before the date set for the meeting, specifying the time and place of the meeting and the business to be transacted. At any meeting at which all of the directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Section 3.6 Action without a Meeting. Any action authorized by these Bylaws may be taken by the Board of Directors without a meeting if each director signs a consent describing the action to be taken and delivers it to the Corporation pursuant to the Code of Virginia, §13.1-865.

ARTICLE IV **BOARD OF DIRECTORS**

Section 4.1 Authority. The Board of Directors shall control and manage the affairs and business of the Corporation. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper provided such rules and regulations are not inconsistent with the Articles or these Bylaws.

Section 4.2 Number and Qualifications. The board of directors (hereinafter, “**Board of Directors**” or “**Board**”) shall consist of at least two (2) and not more than nine (9) directors. The number of directors may be changed by an amendment to the Bylaws adopted by the then serving Board of Directors.

Section 4.3 Manner of Election. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the Corporation. Directors will be elected by a majority vote of the current directors.

Section 4.4 Term of Office. The term of office of each director shall be three (3) years and until their successor has been duly elected and has qualified.

Section 4.5 Quorum. At any meeting of the Board of Directors, the presence of a majority of the Board shall constitute a quorum for the transaction of business or motions made or passed. Should a quorum not be present, a lesser number may adjourn the meeting to some further time, not more than seven (7) days later.

Section 4.6 Voting. At all meetings of the Board of Directors, each director shall have one (1) vote. If a quorum is established for a Board meeting, the vote of a majority of the directors present, except as otherwise provided by the Articles, shall be the act of the Board.

Section 4.7 Vacancies. Any vacancy occurring in the Board of Directors by death, resignation, or otherwise, nominations for new members may be received from present Board members

by the Secretary at least two (2) weeks in advance of a Board meeting. The vacant position shall be filled promptly by a majority vote of the remaining directors at a special meeting which shall be called for that purpose within thirty (30) days after the occurrence of the vacancy. The director thus chosen shall hold office for the unexpired term of his predecessor and until the election and qualification of his successor.

Section 4.8 Removal of Directors. The Board of Directors may, by majority vote, remove a director with or without cause at a special meeting expressly called for such purpose. Notice of the meeting must specifically state that the purpose of the meeting is to remove the director.

Section 4.9 Resignation. Any director may resign his office at any time by delivering written notice to the Board, the President or the Secretary. A resignation is effective upon delivery of the notice.

Section 4.10 Compensation. The Board of Directors may be compensated for their service on the Board. Such compensation shall be fixed by a majority vote of the Board of Directors. All directors shall be reimbursed their expenses for attending Board meetings.

ARTICLE V **OFFICERS**

Section 5.1 Officers and Qualifications. The officers of the Corporation shall consist of a President and a Secretary. Other officers of the Corporation may include one (1) or more Vice Presidents, a Treasurer and such other officers as the Board of Directors may appoint. The same individual may simultaneously hold more than one (1) office. An officer need not be a Director of the Corporation.

Section 5.2 Election. All officers of the Corporation shall be elected by the Board of Directors at its annual meeting of Board of Directors.

Section 5.3 Term of Office. All officers shall hold office until their successors have been duly elected and have qualified, or until removed as hereinafter provided.

Section 5.4 Removal of Officers. Any officer may be removed with or without cause by the vote of a majority of the Board of Directors.

Section 5.5 Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows and as shall hereafter be set by resolution of the Board of Directors:

PRESIDENT

A. The President shall preside at all meetings of the Board of Directors, unless the Board of Directors has elected a Chairperson.

B. The President shall present at each annual meeting of the Board of Directors a report of the condition of the business of the Corporation.

C. The President shall cause to be called regular, annual, and special meetings of the Board of Directors as required by these Bylaws.

D. The President shall, subject to the approval of the Board, appoint, discharge, and fix the compensation of all employees and agents of the Corporation other than the duly elected officers.

E. The President has authority to sign and execute, in the name of the Corporation, all contracts, and all notes, drafts, or other orders for the payment of money.

F. The President shall cause all books, reports, statements, and certificates to be properly kept.

G. The President shall enforce these Bylaws and perform all duties incident to his office. Generally, the President shall supervise and control the business and affairs of the Corporation.

H. The President shall, in the absence of any officer, resume any absent officer's duties as set forth in these Bylaws.

VICE PRESIDENT

During the absence or incapacity of the President, the Vice President in order of seniority of election shall perform the duties of the President, and when so acting, the Vice President shall have all the powers and be subject to all the responsibilities of the office of President, and shall perform such duties and functions as the Board may prescribe.

SECRETARY

A. The Secretary shall keep the minutes of the meetings of the Officers and Board of Directors in appropriate books. The Secretary shall also keep a record of all actions taken, with or without a meeting, by the Board of Directors, or any committee of the Board.

B. The Secretary shall attend to the giving of notice of annual and special meetings of the Board of Directors and of all the meetings of the Board of Directors of the Corporation.

C. The Secretary shall be custodian of the records.

D. The Secretary shall keep a record of the Board of Directors containing the names of all Board of Directors, their places of residence, and the dates when each were elected. The Secretary shall keep a record of all written communications to Board of Directors.

E. The Secretary shall keep all records open for inspection, daily during the usual business hours, within the limits prescribed by the Code. At the request of the person entitled to an inspection thereof, the Secretary shall prepare and make available a current list of the officers and directors of the Corporation and their business addresses.

F. The Secretary shall attend to all correspondence and present to the Board of Directors at its meeting all official communications received by the Secretary.

G. The Secretary shall perform all the duties incident to the office of Secretary of the Corporation.

H. The Secretary shall perform the duties of the Treasurer until such time as a Treasurer is elected, and when so acting, the Secretary shall have all the powers and be subject to all the responsibilities of the office of Treasurer, and shall perform such duties and functions as the Board may prescribe.

TREASURER

A. The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and shall deposit funds and securities in the name of the Corporation in such banks or safe deposit companies as the Board of Directors may designate.

B. The Treasurer has authority to make, sign, and endorse, in the name of the Corporation, all checks, drafts, notes, and other orders for the payment of money, and pay out and dispose of such under the direction of the President or the Board of Directors.

C. The Treasurer shall keep at the principal office of the Corporation accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any director upon application at the office of the Corporation during business hours.

D. The Treasurer shall render a report of the condition of the finances of the Corporation at each regular meeting of the Board of Directors and at such other times as shall be required of the Treasurer, and the Treasurer shall make a full financial report at the annual meeting of the Board of Directors.

E. The Treasurer shall further perform all duties incident to the office of Treasurer of the Corporation.

F. If required by the Board of Directors, the Treasurer shall give such bond as it shall determine appropriate for the faithful performance of the Treasurer's duties.

ARTICLE VI **COMMITTEES**

Section 6.1 The Board may create committees as needed, such as fundraising, international, finance, nominating, etc. The Board Chairman shall appoint all committee chairs.

Section 6.2 The officers will serve as the members of the Executive committee. The Executive Committee shall have all of the powers and authority in the intervals between meetings of the Board of Directors to carry out the necessary day to day functions of the Corporation. Subject to ratification of the Board of Directors, the Executive Committee may act in case of emergency as the Executive Committee deems in the best interest of the Corporation. In such event, the Executive Committee shall call a Board of Directors meeting as reasonably soon thereafter to ratify such action.

ARTICLE VII **SEAL**

The Corporation shall not be required to have a seal.

ARTICLE VIII **COMPENSATION**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Board members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. Any such compensations to members of the Board of Directors or officers, except for wages, shall be subject to the Conflicts of Interest policy.

ARTICLE IX **ACTIVITIES**

Section 9.1 No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate

in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 9.2 Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE X **BILLS, NOTES, ETC.**

Section 10.1 All bills payable, notes, checks, drafts, warrants, or other negotiable instruments of the Corporation shall be made in the name of the Corporation and shall be signed by the President or Secretary, or by such officer or officers as the Board of Directors shall from time to time by resolution direct.

Section 10.2 No officer or agent of the Corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft, warrant, or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt of liability in the name and on behalf of the Corporation except as herein expressly prescribed and provided.

ARTICLE XI **OFFICES**

The principal office of the Corporation shall be located in the City of Virginia Beach, Commonwealth of Virginia. The Board of Directors may change the location of the principal office of the Corporation and may, from time to time, designate other offices within or without the state as the business of the Corporation may require.

ARTICLE XII **AMENDMENTS**

These Bylaws may be altered, amended, repealed, or added to by the affirmative vote of a majority of the entire Board of Directors entitled to vote in the election of any director at an annual meeting or a special meeting called for that purpose, provided that a written notice shall have been sent to each director entitled to vote at such meeting at his last known post office address at least ten (10) days before the date of such annual or special meeting. The notice shall state the alterations, amendments, additions, or changes which are proposed to be made in such Bylaws. Only such changes shall be made as have been specified in the notice.

ARTICLE XIII **GENDER**

All pronouns shall be deemed to refer to the masculine, feminine or neuter, singular or plural, as the identity of the party may require.

ARTICLE XIV **INDEMNIFICATION**

Section 14.1 Each person now or afterwards serving as a director or officer of the Corporation (and such person's heirs, executors and administrators) shall (subject to Section 4 below) be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) to which he was or is a party or is threatened to be made a party by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at

the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, if he acted in good faith and in the manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or on 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 he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section 14.2 Each person now or hereafter serving as a director or officer of the Corporation (and such person's heirs, executors and administrators) shall (subject to Section 4 below) be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, if he acted in good faith and in the manner he reasonably believed to be in or not opposed to the best interests of the Corporation, provided that no indemnification shall be made in respect of any such claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, in light of all the circumstances of the case such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, shall not of itself create a presumption that such person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 14.3 To the extent that a director or officer of a Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 15.1 and 15.2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 14.4 Any indemnification under Sections 15.1 and 15.2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case on a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 15.1 and 15.2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 14.5 Expenses (including attorneys' fees) incurred in defending an action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 15.4 on receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Section.

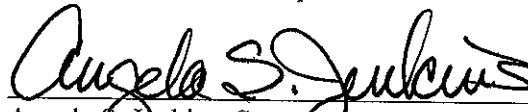
Section 14.6 The Board of Directors shall have the power to make any other or further indemnity, including with respect to criminal proceedings (by determination made by a majority vote of a quorum consisting of directors who were not parties to such proceedings), to any officer or director, except an indemnity against his gross negligence or willful misconduct. Each such indemnity may continue as to a person who has ceased to have the capacity referred to above and may inure to the benefit of the heirs, executors and administrators of such a person.

Section 14.7 The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was a director or officer against any liability asserted against him and incurred by him in any such capacity or as a result of his serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or arising out of his status as any of the foregoing, whether or not the Corporation would have the power to indemnify him against such liability under any provision of this Article XV.

Section 14.8 For the purposes of this Article XV, references to "Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation, so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

I hereby certify that this is a true and correct copy of the Bylaws of PROSTATE CANCER INTERNATIONAL, INC., adopted by the Board of Directors on the 21st day of August, 2008.

PROSTATE CANCER INTERNATIONAL, INC.
a Virginia non-stock corporation

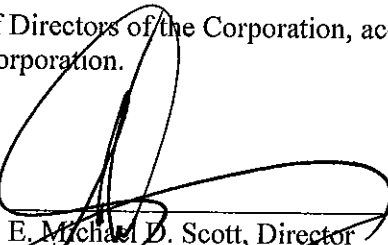


Angela S. Jenkins, Secretary

9/13/08
Date


The undersigned, being all the Board of Directors of the Corporation, accept and acknowledge all the terms and provisions of the Bylaws of the Corporation.

9/13/08
Date



E. Michael D. Scott, Director

9/13/08
Date



Arnon Krongrad, MD, Director

9/13/08
Date



Angela S. Jenkins, Director