

STOMP OUT CANCER, INC.
ORGANIZATION CHARTER
Created on 11/11/2007 9:49 PM

1.0.0 **Name**

The name of the nonprofit organization shall be “Stomp Out Cancer, Inc.” henceforth referred to simply as SOC, Inc. for this document.

1.1.0 **Background**

SOC, Inc. filed our Article of Incorporation for Non-Profit on September 21st, 2007. SOC, Inc. has adopted our primary purpose of raising funds for Ewing’s Sarcoma, a rare type of bone cancer. One person a day is diagnosed with this disease, and we believe that one person a day is one too many. Our organization raises funds to organizations who meet the following criteria:

A) Solely research, explore, or have a vested interest in finding a cure, less toxic treatment method(s), and/or other value added contributions for Ewing’s Sarcoma exclusively.

B) Are responsible, reputable, and are positive organizations which can provide supporting evidence to their work for SOC, Inc. to review, and also allow for sharing or team based data sharing to individuals or organizations with an interest in Ewing’s Sarcoma.

C) SOC, Inc. will review all research groups and funding submissions, and utilize medical support to make final decisions on funding for research for Ewing’s Sarcoma based on items (A) and (B), along with the recommendation of our medical support team.

1.2.0 **Subject To Articles of Incorporation**

Articles of Incorporation for Kentucky Non-Profit Corporation Act have been initiated in September, 2007.

1.3.0 **Principal Contact Information**

The principal contact site of the Board of Directors for SOC, Inc. shall be located on the World Wide Web at: www.stompoutcancer.com. The principal site for postings of SOC, Inc. announcements, proceedings, and other information shall be located within the domain of: www.stompoutcancer.com. The SOC, Inc. Board may change it’s principal contact site, website, or contact information upon notice to any members present or future.

STOMP OUT CANCER, INC.
ORGANIZATION CHARTER
Created on 11/11/2007 9:49 PM

2.0.0 **Purpose**

SOC, Inc. will serve as an online “hub” or network source for information regarding Ewing’s Sarcoma, with support of our partners who have the same goals and missions, and will work together with the common goal to raise awareness, funds, and provide support to families with a loved one who has been diagnosed with Ewing’s Sarcoma, and/or an individual who has been diagnosed with Ewing’s Sarcoma.

SOC, Inc. does not want to, or will not proclaim exclusivity as a Ewing’s Sarcoma resource network, but instead wish to connect with other partners to make our network of support and research groups stronger, and to ultimately raise more awareness about Ewing’s Sarcoma.

Each year, SOC, Inc. will release a audio CD entitled “Stomp Out Cancer: Indie Musicians Fight Ewing’s Sarcoma,” and sale this item (a new volume each year) to the general public. 100% of the proceeds will go to Ewing’s Sarcoma Research determined by various conditions set forth in section 1.1.0 (A) (B) (C)

The general description and purpose for SOC, Inc. is as follows:

A) SOC, Inc. is a new idea and entity. We believe that most cancer charities are not reaching “outside the box” to fund Ewing’s Sarcoma due to it’s rarity, and we want to become a funding source for the research and development of less toxic treatment method(s), and also early detection methods, or even a cure.

B) SOC, Inc. will work to raise awareness for Ewing’s Sarcoma, and will work to build a resource for newly diagnosed patients and their families so that they do not feel alone. This will be reviewed and contain contributions from medical professionals, and offered online for free. We will also work to give tangible copies to pediatric oncology departments, and other outlets.

C) We will provide monthly updates to the general public about Ewing’s Sarcoma research efforts and milestones, and use a medical professional to provide accurate information on studies currently in progress, information on what we (SOC, Inc) are funding, and how any Ewing’s Sarcoma efforts are moving forward in medical science. We will take every consideration possible to make sure that the information presented is provided in an “easy to understand” format for the general public.

STOMP OUT CANCER, INC.
ORGANIZATION CHARTER
Created on 11/11/2007 9:49 PM

2.1.0 **Mission**

The mission of Stomp Out Cancer, Inc. is to raise awareness for, raise funds to research, and to provide resources for Ewing's Sarcoma a rare type of bone cancer. We will strive to be a hub network for pre-existing Ewing's Sarcoma resources, and also to raise money through our annual CD release with 100% of our proceeds going towards and supporting our primary mission.

2.2.0 **Goals**

SOC, Inc. has three primary goals:

A) To enhance communication and networking, both formal and informal, with other resource and/or research groups dedicated solely to Ewing's Sarcoma.

B) To raise awareness about Ewing's Sarcoma, funding, and to network support from our surrounding communities.

C) To produce a annual musical CD tribute to a Ewing's Sarcoma patient, and to sell the CD with 100% of the proceeds going towards our goals, mission, and objectives.

2.3.0 **Principals**

A) All SOC, Inc. members will NOT discriminate against anyone based on race, sex, gender identity, sexual orientation, ethnicity, national origin, religion, disability, or economic status.

B) All SOC, Inc. members assume a responsibility for participating in and contributing to the organization. This may include hosting meetings, teleconferences, web interviews, presentations, contributing expertise and or experiences, assisting in particular projects, or contributing resources and funds for particular activities.

2.4.0 **SOC, Inc. Minutes & Records**

SOC, Inc. shall keep with it's President & Secretary/Treasurer:

A) Minutes of all meetings of the SOC, Inc. Board, indicating the time and place of such meetings, how called, the notice given, the names of those present, and the proceedings thereof;

A) Adequate and correct books and records of account, including accounts of business transactions, assets, liabilities, receipts, disbursements, gains, and losses.

STOMP OUT CANCER, INC.
ORGANIZATION CHARTER
Created on 11/11/2007 9:49 PM

2.4.0 **SOC, Inc. Minutes & Records (Continued)**

B) A record of it's members, participants and contributors indicating their names and electronic addresses (if applicable).

C) A copy of this Organizational Charter and By-Laws, as amended to date, which shall be open to inspection by Members at all reasonable times.

2.5.0 **Disbursement of Funds**

The funds of SOC, Inc. shall be deposited in our business checking account located at Fifth Third Bank, by either the President or the Treasurer. All financial transactions shall be discharged by check or other draft, issued on the order of the Board, pending a unanimous decision. Notwithstanding any other provisions of this Organization Charter and By-Laws, SOC, Inc. shall not carry on any activities not permitted by a Not-For-Profit organization.

A) Research funding will be subject to a unanimous decision by the Board of Directors, pending a full investigation and also criteria matching outlined in section 1.1.0 (A) (B) (C)

2.6.0 **Scope of Disclosed Information**

Members acknowledge that they will not disclose or exchange information as part of SOC, Inc. activities among themselves unless such disclosure is necessary in order to achieve the lawful or approved promotional purposes of SOC, Inc. All information disclosed as part of SOC, Inc. activities or promotions shall be deemed non-confidential except as may be provided in section 2.7.0, or as otherwise agreed to in a written agreement between affected parties.

2.7.0 **Confidential Information**

All information developed by SOC, Inc. shall be deemed as confidential information until made publicly available. All SOC, Inc. works in progress, draft presentations, CD audio submissions, CD artwork and/or marketing, minutes of meetings, related materials, or work product of the Board of Directors shall in all cases be deemed confidential information until made publicly available via the SOC, Inc. website via a unanimous vote by the SOC, Inc. Board of Directors.

STOMP OUT CANCER, INC.
ORGANIZATION CHARTER
Created on 11/11/2007 9:49 PM

2.8.0 **Copyrights**

Members grant to SOC, Inc. a worldwide, irrevocable, non-exclusive, non-transferable copyright license to reproduce, create derivative works, distribute, display, perform and sublicense the right in order to reproduce, distribute, display and perform the contributions of the participating Member solely for the purposes of developing, publishing and distributing presentations, documents, guidelines and related publications as well as produces based on such material.

2.9.0 **Membership/Participation**

SOC, Inc. does not require membership dues or fees for membership to the SOC, Inc. organization. Additionally, for the purposes of this Organizational Charter and By-Laws, each individual who participates in any SOC, Inc. activities, groups, sub-groups, or distributions shall be deemed as a member of SOC, Inc.

A) Our primary goal is to raise awareness about Ewing's Sarcoma, and to also raise funds to help fund research and development for less toxic treatment method(s) and early detection method(s) for Ewing's Sarcoma. In doing so, our members only requirement is to fully support and exclusively abide by the mission of SOC, Inc.

B) Memberships will not be solicited by formal recruitment. Memberships will be on a volunteer basis according to the requirements in section 2.9.0 (A)

3.0.0 **Stomp Out Cancer, Inc. Board of Directors**

The SOC, Inc. Board of Directors will consist of it's Incorporators and Founders, and roles will not change based upon election or term. Removal of roles is voluntary, unless there is a violation of the Organizational Charter By-Laws as outlined in 2.5.0.

A) Jake A.Wheat (Incorporator) will hold the role of President of Stomp Out Cancer, Inc.

B) Amy Jo Sims (Incorporator) will hold the role of Vice President of Stomp Out Cancer, Inc.

C) Sheila Brady (Incorporator) will hold the role of Secretary/Treasurer of Stomp Out Cancer, Inc.

STOMP OUT CANCER, INC.
ORGANIZATION CHARTER
Created on 11/11/2007 9:49 PM

3.0.0 **Stomp Out Cancer, Inc. Board of Directors (Continued)**

The Board of Directors are hereby assigned the duties outlined below:

- A) Perform any and all duties imposed on them collectively or individually by this Organizational Charter and By-Laws.
- B) Perform and all duties to promote and affect the purpose, mission, goals and principles of this Organizational Charter and By-Laws.
- C) Recruit suitable organizations, institutions, or other enterprises and individuals for SOC, Inc. participation, and contribution to SOC, Inc.
- D) Consider for approval or rejection any public statement, press release or similar public materials concerning SOC, Inc. presentations, documents, guidelines or related materials prior to making such materials available to the general public.
- E) As needed, establish and propose modifications to this Organizational Charter and By-Laws.
- F) Keep any SOC, Inc. members informed of pertinent matters and events.
- G) Convene as a board on a bi-monthly basis.
- H) Make an annual evaluation of SOC, Inc. fulfillment of it's purpose, mission, goals, and principles as set forth in this Organizational Charter and By-Laws, and the need to continue the existence of this entity going forward.
- I) To insure and oversee that an annual CD "Stomp Out Cancer: Indie Artists Fight Ewing's Sarcoma" is produced as a fund raiser.
- J. To insure that "In Loving Memory of Steven Michael Mackin" is a part of all marketing materials, campaign publications, and CD publications with the approved "laughing Steven Mackin" photo. There shall be no exception to this item in the Organizational Charter, and is a non-negotiable component of the SOC, Inc. By-Laws.

STOMP OUT CANCER, INC.
ORGANIZATION CHARTER
Created on 11/11/2007 9:49 PM

3.1.0 Temporary Board Replacement

Also known as an “Alternative Representative,” each Board of Director / Member may appoint an alternate representative to serve on the SOC, Inc. Board of Directors on a temporary basis, should it’s designated representative become unavailable. The appointment of a temporary representative must be voted upon, and approved by a unanimous decision by the Official Board of Directors.

3.2.0 Stomp Out Cancer, Inc. Board Action (Without Meeting)

Any action that the SOC, Inc. Board of Directors is required or permitted to take may be taken without a meeting if all members of the SOC, Inc. Board of Directors consent in writing or electronic transmission to that action. Such action by written or electronic consent shall have the same force and effect as any other validity approved action by the SOC, Inc. Board. All such consents shall be filed in a posting, approved by all SOC, Inc. Board of Directors, with the minutes of the proceedings of the SOC, Inc. Board maintained in the minutes posted at its principal site. (www.stompoutcancer.com)

3.3.0 Stomp Out Cancer, Inc. Decision Making

Quorum shall be defined for the SOC, Inc. Board meetings that at least 50% of the Board shall be present to achieve quorum.

All decisions placed before the SOC, Inc. Board of Directors shall be unanimous, and no vote shall pass without a unanimous decision by the Board of Directors.

3.4.0 Public Statements By Non-Board Members

The statements, releases, publications, reports, including but not limited to the output of any associated member that purports to be or may be construed as a position of SOC, Inc. shall be approved by the SOC, Inc. Board of Directors prior to issuance of oral or written by any associate or member.

The vote to release the above must be made by the Board of Directors, and must be a unanimous decision.

3.5.0 Compensation

No member, Board of Director Member, or affiliate/associate of Stomp Out Cancer, Inc. will be compensated for any involvement with Stomp Out Cancer, Inc. This excludes approved expenses by the Board of Directors for the sole purpose to fund minor necessities for Stomp Out Cancer, Inc. expenses.

STOMP OUT CANCER, INC.
ORGANIZATION CHARTER
Created on 11/11/2007 9:49 PM

3.6.0 Prohibition Against Private Benefit

No part of ANY earnings of SOC, Inc. shall inure to the benefit of, or be distributable to it's members, SOC, Inc. Board Members or other private persons, except that the SOC, Inc. shall be authorize and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of SOC, Inc.

3.7.0 Amendments To This Charter and By-Laws

The SOC, Inc. Organizational Charter and By-Laws can be amended by a unanimous vote of all SOC, Inc. Board of Directors. If a unanimous vote is not achieve by the SOC, Inc. Board of Directors, then amendment shall require further discussion and revision.

Amendments to the Organizational Charter and By-Laws shall become effective immediately upon approval. The electronic announcement and complete text of the amendment(s) will be posted on the principal site within (7) seven days of such amendment(s).