

Form **990****Return of Organization Exempt From Income Tax**

OMB No 1545-0047

2005**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2005 calendar year, or tax year beginning **7/1/2005**, and ending **6/30/2006**

B Check if applicable:
☐ Address change
☐ Name change
☐ Initial return
☐ Final return
☐ Amended return
☐ Application pending

C Name of organization
Women's Cancer Resource Center
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
5741 Telegraph Avenue
 City or town State or country ZIP + 4
Oakland CA 94609

D Employer identification number
94-3131204

E Telephone number
(510) 601-4040

F Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) ▶

G Website: ▶ **www.wcrc.org**

J Organization type (check only one) ▶ ☒ 501(c) (3) ◀ (insert no. ☐ 4947(a)(1) or ☐ 527

K Check here ☐ if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **720,949**

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? ☐ Yes ☒ No
H(b) If "Yes," enter number of affiliates ▶ **N/A**
H(c) Are all affiliates included? ☐ Yes ☐ No
 (If "No," attach a list. See instructions.)
H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No
I Group Exemption Number ▶ **N/A**

M Check ☐ if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF)

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

Revenue	1	Contributions, gifts, grants, and similar amounts received			
	a	Direct public support	1a	605,682	
	b	Indirect public support	1b	0	
	c	Government contributions (grants)	1c	0	
	d	Total (add lines 1a through 1c) (cash \$ 598,957 noncash \$ 6,725)	1d	605,682	
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2	116,160	
	3	Membership dues and assessments	3	0	
	4	Interest on savings and temporary cash investments	4	4,747	
	5	Dividends and interest from securities	5	0	
	6a	Gross rents	6a	0	
	b	Less rental expenses	6b	0	
	c	Net rental income or (loss) (subtract line 6b from line 6a)	6c	0	
Expenses	7	Other investment income (describe ▶)	7	0	
	8a	Gross amount from sales of assets other than inventory	(A) Securities	(B) Other	
			5,005	8a	0
	b	Less cost or other basis and sales expenses	5,000	8b	0
	c	Gain or (loss) (attach schedule)	5	8c	0
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))	Schedule 1	8d	5
	9	Special events and activities (attach schedule) If any amount is from gaming, check here <input checked="" type="checkbox"/>			
	a	Gross revenue (not including \$ 273,829 of contributions reported on line 1a)	9a	15,259	
	b	Less direct expenses other than fundraising expenses	9b	-15,929	
	c	Net income or (loss) from special events (subtract line 9b from line 9a)	Schedule 2	9c	-670
	10a	Gross sales of inventory, less returns and allowances	10a	0	
	b	Less cost of goods sold	10b	0	
Net Assets	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c	0	
	11	Other revenue (from Part VII, line 103)	11	5,954	
	12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	731,878	
	13	Program services (from line 44, column (B))	13	671,388	
	14	Management and general (from line 44, column (C))	14	85,207	
	15	Fundraising (from line 44, column (D))	15	136,512	
	16	Payments to affiliates (attach schedule)	16	0	
	17	Total expenses (add lines 16 and 44, column (A))	17	893,107	
	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18	-161,229	
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	1,028,537	
	20	Other changes in net assets or fund balances (attach explanation)	20	102,498	
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	969,806	

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.
(HTA)

Form 990 (2005)

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Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ <u>0</u> noncash \$ <u>0</u>) If this amount includes foreign grants, check here <input type="checkbox"/>	22 0	0		
23	Specific assistance to individuals (attach schedule)	23 0	0		
24	Benefits paid to or for members (attach schedule)	24 0	0		
25	Compensation of officers, directors, etc	25 85,000	68,436	8,382	8,182
26	Other salaries and wages	26 279,723	189,728	60,925	29,070
27	Pension plan contributions	27 0	0	0	0
28	Other employee benefits	28 38,940	26,835	7,958	4,147
29	Payroll taxes	29 30,983	21,783	6,033	3,167
30	Professional fundraising fees	30 0	0	0	0
31	Accounting fees	31 10,348	0	10,348	0
32	Legal fees	32 0	0	0	0
33	Supplies	33 18,231	6,691	10,068	1,472
34	Telephone	34 6,384	1,508	4,876	0
35	Postage and shipping	35 11,175	33	7,948	3,194
36	Occupancy	36 86,541	0	86,541	0
37	Equipment rental and maintenance	37 23,070	699	20,760	1,611
38	Printing and publications	38 13,605	1,711	1,865	10,029
39	Travel	39 13,024	12,027	802	195
40	Conferences, conventions, and meetings	40 0	0	0	0
41	Interest	41 0	0	0	0
42	Depreciation, depletion, etc (attach schedule) Schedule 4	42 4,493	0	4,493	0
43	Other expenses not covered above (itemize)				
a	Schedule 5	43a 271,590	341,937	-145,792	75,445
b		43b 0	0	0	0
c		43c 0	0	0	0
d		43d 0	0	0	0
e		43e 0	0	0	0
f		43f 0	0	0	0
g		43g 0	0	0	0
44	Total functional expenses. Add lines 22 through 43 (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44 893,107	671,388	85,207	136,512

Joint Costs. Check ☒ if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services?

Yes ☐ No ☒If "Yes," enter (i) the aggregate amount of these joint costs \$ **N/A**, (ii) the amount allocated to Program services \$ **N/A**, (iii) the amount allocated to Management and general \$ **N/A**, and (iv) the amount allocated to Fundraising \$ **N/A**.

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ► **Schedule 7**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses

(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others.)

a Schedule 8

(Grants and allocations \$ 0) If this amount includes foreign grants, check here ► ☐

671,388

b

(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐

c

(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐

d

(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐

e Other program services (attach schedule)

(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐

f Total of Program Service Expenses (should equal line 44, column (B), Program services) ►

671,388

Part IV Balance Sheets (See the instructions)**Note:** Where required, attached schedules and amounts within the description column should be for end-of-year amounts only

		(A) Beginning of year		(B) End of year
Assets	45 Cash—non-interest-bearing	253,002	45	487
	46 Savings and temporary cash investments	0	46	197,392
	47 a Accounts receivable	47a 0		
	b Less: allowance for doubtful accounts	47b 0	47c 0	
	48 a Pledges receivable	48a 0		
	b Less: allowance for doubtful accounts	48b 0	48c 0	0
	49 Grants receivable	156,920	49	164,472
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)	0	50	0
	51 a Other notes and loans receivable (attach schedule)	51a 0		
	b Less: allowance for doubtful accounts	51b 0	51c 0	0
	52 Inventories for sale or use	0	52	0
	53 Prepaid expenses and deferred charges	16,678	53	14,597
	54 Investments—securities (attach schedule) <input type="checkbox"/> Cost <input type="checkbox"/> FMV	0	54	0
	55 a Investments—land, buildings, and equipment basis	55a 0		
	b Less: accumulated depreciation (attach schedule)	55b 0	55c 0	0
56 Investments—other (attach schedule)	0	56	0	
57 a Land, buildings, and equipment: basis	57a 32,296			
b Less: accumulated depreciation (attach schedule) Schedule 4	57b 19,456	57c 14,017	12,840	
58 Other assets (describe Schedule 6)	626,327	58	622,776	
59 Total assets (must equal line 74) Add lines 45 through 58	1,066,944	59	1,012,564	
Liabilities	60 Accounts payable and accrued expenses	38,407	60	42,758
	61 Grants payable	0	61	0
	62 Deferred revenue	0	62	0
	63 Loans from officers, directors, trustees, and key employees (attach schedule)	0	63	0
	64 a Tax-exempt bond liabilities (attach schedule)	0	64a	0
	b Mortgages and other notes payable (attach schedule)	0	64b	0
	65 Other liabilities (describe)	0	65	0
66 Total liabilities. Add lines 60 through 65	38,407	66	42,758	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74			
	67 Unrestricted	222,382	67	207,285
	68 Temporarily restricted	806,155	68	762,521
	69 Permanently restricted	0	69	0
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19; column (B) must equal line 21)	1,028,537	73	969,806	
74 Total liabilities and net assets/fund balances. Add lines 66 and 73	1,066,944	74	1,012,564	

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See the instructions.)

a	Total revenue, gains, and other support per audited financial statements		a	741,456
b	Amounts included on line a but not on Part I, line 12			
1	Net unrealized gains on investments	b1		
2	Donated services and use of facilities	b2	9,578	
3	Recoveries of prior year grants	b3		
4	Other (specify) _____	b4	0	
	Add lines b1 through b4		b	9,578
c	Subtract line b from line a		c	731,878
d	Amounts included on Part I, line 12, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify) _____	d2	0	
	Add lines d1 and d2		d	0
e	Total revenue (Part I, line 12). Add lines c and d		e	731,878

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total expenses and losses per audited financial statements		a	902,685
b	Amounts included on line a but not on Part I, line 17			
1	Donated services and use of facilities	b1	9,578	
2	Prior year adjustments reported on Part I, line 20	b2		
3	Losses reported on Part I, line 20	b3		
4	Other (specify) _____	b4	0	
	Add lines b1 through b4		b	9,578
c	Subtract line b from line a		c	893,107
d	Amounts included on Part I, line 17, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify) _____	d2	0	
	Add lines d1 and d2		d	0
e	Total expenses (Part I, line 17). Add lines c and d		e	893,107

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated) (See the instructions)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
Name Merle Weiner Str 5741 Telegraph Ave City Oakland ST CA ZIP 94609	Title Chair Hr/WK 4	0	0	0
Name Rosemary Chengson Str 5741 Telegraph Ave City Oakland ST CA ZIP 94609	Title Treasurer Hr/WK 4	0	0	0
Name Holly Brownscombe Str 5741 Telegraph Ave City Oakland ST CA ZIP 94609	Title Secretary Hr/WK 4	0	0	0
Name Alaina Cantor Str 5741 Telegraph Ave City Oakland ST CA ZIP 94609	Title Member Hr/WK 2	0	0	0
Name Darlene deManincor, Ph.D. Str 5741 Telegraph Ave City Oakland ST CA ZIP 94609	Title Member Hr/WK 2	0	0	0
Name Sally Elkington, Esq. Str 5741 Telegraph Ave City Oakland ST CA ZIP 94609	Title Member Hr/WK 2	0	0	0
Name Linda Epley, Esq. Str 5741 Telegraph Ave City Oakland ST CA ZIP 94609	Title Member Hr/WK 2	0	0	0
Name Annie Gardiner Str 5741 Telegraph Ave City Oakland ST CA ZIP 94609	Title Member Hr/WK 2	0	0	0
Name Irene Marcos Str 5741 Telegraph Ave City Oakland ST CA ZIP 94609	Title Member Hr/WK 2	0	0	0
Name Peggy McGuire Str 5741 Telegraph Ave City Oakland ST CA ZIP 94609	Title Executive Director Hr/WK 35	85,000	2,550	0

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)

	Yes	No
75 a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings 13		
b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)	75b	X
c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to this organization through common supervision or common control? Note. Related organizations include section 509(a)(3) supporting organizations. If "Yes," attach a statement that identifies the individuals, explains the relationship between this organization and the other organization(s), and describes the compensation arrangements, including amounts paid to each individual by each related organization	75c	X
d Does the organization have a written conflict of interest policy?	75d	X

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
Name None Str City ST ZIP				
Name Str City ST ZIP				
Name Str City ST ZIP				
Name Str City ST ZIP				
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Name Str City ST ZIP				

Part VI Other Information (See the instructions.)

	Yes	No
76 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76	X
77 Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes Statement 1	77	X
78 a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	78b	N/A
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80 a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X
b If "Yes," enter the name of the organization N/A and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt	81a	N/A
81 a Enter direct and indirect political expenditures (See line 81 instructions)	81a	N/A
b Did the organization file Form 1120-POL for this year?	81b	X

Part VI Other Information (continued)

		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		
82b	9,578		
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	N/A	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	
85	501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members?	N/A	
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year	N/A	
c	Dues, assessments, and similar amounts from members	N/A	
d	Section 162(e) lobbying and political expenditures	N/A	
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	N/A	
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	N/A	
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	N/A	
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	N/A	
86	501(c)(7) orgs. Enter a Initiation fees and capital contributions included on line 12.		
b	Gross receipts, included on line 12, for public use of club facilities		
87	501(c)(12) orgs Enter a Gross income from members or shareholders		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
89 a	501(c)(3) organizations Enter. Amount of tax imposed on the organization during the year under: section 4911 <input type="text" value="0"/> , section 4912 <input type="text" value="0"/> ; section 4955 <input type="text" value="0"/>		
b	501(c)(3) and 501(c)(4) orgs Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 <input type="text" value="0"/>		
d	Enter Amount of tax on line 89c, above, reimbursed by the organization <input type="text" value="0"/>		
90 a	List the states with which a copy of this return is filed <input type="text" value="California"/>		
b	Number of employees employed in the pay period that includes March 12, 2005 (See instructions.) 90b <input type="text" value="7"/>		
91 a	The books are in care of <input type="text" value="Name Jessica Drummer-Ryan"/> Telephone no. <input type="text" value="(510) 601-4040"/> Located at <input type="text" value="5741 Telegraph Avenue"/> City <input type="text" value="Oakland"/> ST <input type="text" value="CA"/> ZIP + 4 <input type="text" value="94609"/>		
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 <input type="text" value="N/A"/> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		X
c	At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country <input type="text" value="N/A"/>		X
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041— Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year 92 <input type="text" value="N/A"/>		

Part VII Analysis of Income-Producing Activities (See the instructions.)**Note:** Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a Fees for services					116,160
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	4,747	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	5	
101 Net income or (loss) from special events			01	-670	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue			01	5,954	
a Miscellaneous Receipts					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0		10,036	116,160
105 Total (add line 104, columns (B), (D), and (E))					126,196

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93a	WCRC subcontracts with La Clinica de la Raza for research project, which is directly related to the primary exempt purposes of the organizations

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%		0	0
	%		0	0
	%		0	0
	%		0	0

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No**Note:** If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

Please Sign Here	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, this is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature of officer <i>Peggy Mc Guire</i>		Date 4/3/07	
Paid Preparer's Use Only	Type or print name and title <i>Peggy McGuire, Executive Director</i>			
	Preparer's signature <i>Ghaffari Zaragoza LLP</i>	Date 3/27/2007	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See Gen. Inst. W)
	Firm's name (or yours if self-employed), address, and ZIP + 4 Ghaffari Zaragoza LLP 1330 Broadway, Ste 430, Oakland, CA 94612		EIN 57-1155648	Phone no (510) 834-6542

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),
or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information—(See separate instructions.)

OMB No 1545-0047

2005

Department of the Treasury
Internal Revenue Service

► **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

Women's Cancer Resource Center

Employer identification number

94-3131204

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Patricia Schnedar 5741 Telegraph Avenue, Oakland, CA 94609	Finance Director 35 hours/week	54,285	1,629	0
Dolores Moorehead 5741 Telegraph Avenue, Oakland, CA 94609	Program Director 35 hours/week	52,530	1,576	0
	0	0	0	0
	0	0	0	0
	0	0	0	0
Total number of other employees paid over \$50,000 ►		0		

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services ►		0

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of other contractors receiving over \$50,000 for other services ►		0

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

Schedule A (Form 990 or 990-EZ) 2005

(HTA)

Part III Statements About Activities (See page 2 of the instructions)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ <u>0</u> (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B)	1	X
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions)		
a Sale, exchange, or leasing of property?	2a	X
b Lending of money or other extension of credit?	2b	X
c Furnishing of goods, services, or facilities?	2c	X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	2d	X
Part V of Form 990		
e Transfer of any part of its income or assets?	2e	X
3 a Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments)	3a	X
b Do you have a section 403(b) annuity plan for your employees?	3b	X
c During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?	3c	X
4 a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a	X
b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b	X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions)The organization is not a private foundation because it is (Please check only **ONE** applicable box.)

- 5 ☐ A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 ☐ A school Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7 ☐ A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
- 8 ☐ A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 ☐ A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ► _____ City _____ ST _____ Country _____
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)
- 11 a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 11 b ☐ A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 12 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and (2) no more than 33 1/3% 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) (Also complete the **Support Schedule** in Part IV-A)
- 13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) sections 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) Check the box that describes the type of supporting organization ► ☐ Type 1 ☐ Type 2 ☐ Type 3

Provide the following information about the supported organizations (See page 6 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 ☐ An organization organized and operated to test for public safety Section 509(a)(4) (See page 6 of the instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.****Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)	642,322	846,838	586,219	887,297	2,962,676
16 Membership fees received	0	0	0	0	0
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	0	0	979	1,485	2,464
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	2,768	1,074	1,185	4,113	9,140
19 Net income from unrelated business activities not included in line 18					0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					0
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	0	0	0	0	0
23 Total of lines 15 through 22	645,090	847,912	588,383	892,895	2,974,280
24 Line 23 minus line 17	645,090	847,912	587,404	891,410	2,971,816
25 Enter 1% of line 23	6,451	8,479	5,884	8,929	
26 Organizations described on lines 10 or 11:	a Enter 2% of amount in column (e), line 24 26a 59,436 b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts 26b 781,580 c Total support for section 509(a)(1) test. Enter line 24, column (e) 26c 2,971,816 d Add: Amounts from column (e) for lines 18 <u>9,140</u> 19 <u>0</u> 22 <u>0</u> 26b <u>781,580</u> e Public support (line 26c minus line 26d total) 26d 790,720 f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) 26e 2,181,096 26f 73.39%				
27 Organizations described on line 12:	a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year N/A (2004) _____ (2003) _____ (2002) _____ (2001) _____ b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year (2004) _____ (2003) _____ (2002) _____ (2001) _____ c Add: Amounts from column (e) for lines 15 <u>0</u> 16 <u>0</u> 17 <u>0</u> 20 <u>0</u> 21 <u>0</u> d Add: Line 27a total <u>0</u> and line 27b total <u>0</u> e Public support (line 27c total minus line 27d total) 27c 0 f Total support for section 509(a)(2) test. Enter amount from line 23, column (e) 27d 0 27e 0 g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) 27f 0 27g 0 00% h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) 27h 0 00%				
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15	None				

Part V Private School Questionnaire (See page 7 of the instructions.)

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

N/A

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)		
32 Does the organization maintain the following		
a Records indicating the racial composition of the student body, faculty, and administrative staff?		
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)		
33 Does the organization discriminate by race in any way with respect to		
a Students' rights or privileges?		
b Admissions policies?		
c Employment of faculty or administrative staff?		
d Scholarships or other financial assistance?		
e Educational policies?		
f Use of facilities?		
g Athletic programs?		
h Other extracurricular activities? If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)		
34 a Does the organization receive any financial aid or assistance from a governmental agency?		
b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement		
35 Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation		

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)(To be completed **ONLY** by an eligible organization that filed Form 5768)

N/A

Check ☒ **a** ☐ if the organization belongs to an affiliated group Check ☐ **b** ☐ if you checked "a" and "limited control" provisions apply**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred)

		(a) Affiliated group totals	(b) To be completed for ALL electing organizations												
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36													
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37													
38	Total lobbying expenditures (add lines 36 and 37)	38	0												
39	Other exempt purpose expenditures	39													
40	Total exempt purpose expenditures (add lines 38 and 39)	40	0												
41	Lobbying nontaxable amount Enter the amount from the following table—														
	<table border="0"> <tr> <td>If the amount on line 40 is—</td> <td>The lobbying nontaxable amount is—</td> </tr> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 40</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </table>	If the amount on line 40 is—	The lobbying nontaxable amount is—	Not over \$500,000	20% of the amount on line 40	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000	41	0
If the amount on line 40 is—	The lobbying nontaxable amount is—														
Not over \$500,000	20% of the amount on line 40														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
42	Grassroots nontaxable amount (enter 25% of line 41)	42	0												
43	Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	0												
44	Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	0												

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below)

See the instructions for lines 45 through 50 on page 11 of the instructions)

Calendar year (or fiscal year beginning in) ►	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
45	Lobbying nontaxable amount				0
46	Lobbying ceiling amount (150% of line 45(e))				0
47	Total lobbying expenditures				0
48	Grassroots nontaxable amount				0
49	Grassroots ceiling amount (150% of line 48(e))				0
50	Grassroots lobbying expenditures				0

Part VI-B Lobbying Activity by Nonelecting Public Charities

N/A

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of

- a Volunteers
- b Paid staff or management (Include compensation in expenses reported on lines c through h.)
- c Media advertisements
- d Mailings to members, legislators, or the public
- e Publications, or published or broadcast statements
- f Grants to other organizations for lobbying purposes
- g Direct contact with legislators, their staffs, government officials, or a legislative body
- h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i Total lobbying expenditures (Add lines c through h.)

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

Yes	No	Amount
		0

Women's Cancer Resource Center
 EIN: 94-3131204
 Year Ended June 30, 2006
 Schedule Attached to 2005 Form 990

Schedule 1 - Part I, line 8c - Sale of assets other than inventory

Sales of donated publicly traded securities:

Gross sales	5,005
Less: cost	<u>(5,000)</u>
Gain on sale	<u><u>5</u></u>

Schedule 2 - Part I, line 9 - Special events

	Swim-A-Mile	Jonna's Body & Silent	Out & About Raffles	Others	Total
Gross Receipts	273,495	9,268	4,479	1,846	289,088
Less: Contributions	<u>(269,680)</u>	<u>(2,303)</u>	<u>0</u>	<u>(1,846)</u>	<u>(273,829)</u>
Gross revenue	3,815	6,965	4,479	0	15,259
Less: Direct expenses	<u>(14,333)</u>	<u>(1,596)</u>	<u>0</u>	<u>0</u>	<u>(15,929)</u>
Net income	<u><u>(10,518)</u></u>	<u><u>5,369</u></u>	<u><u>4,479</u></u>	<u><u>0</u></u>	<u><u>(670)</u></u>

Schedule 3 - Part I, line 20 - Other changes in net assets

Restatement of net assets at 6/30/05 due to	
Unconditional grant commitment received in prior year	200,000
Incorrect classification of income	<u>(97,502)</u>
	<u><u>102,498</u></u>

Women's Cancer Resource Center
 EIN: 94-3131204
 Year Ended June 30, 2006
 Schedule Attached to 2005 Form 990

Schedule 4 - Part II, line 42 and part IV, line 57 - Fixed assets and depreciation

Description	Method/ life	Cost/basis	Acc. Depr. @ 6/30/05	Current Depr.	Acc. Depr. @ 6/30/06
Furniture & Equipment	SL/5 yrs	32,296	14,963	4,493	19,456
		32,296	14,963	4,493	19,456

Schedule 5 - Part II, line 43 - Other expenses

	(A) Total	(B) Program services	(C) Mgmt & general	(D) Fundraising
Direct client services	41,240	41,240	0	0
Consulting	172,565	67,033	38,921	66,611
Advertising	810	499	311	0
Public relations and networking	3,720	1,220	2,500	0
Board and Staff development	1,702	850	852	0
Merchandise	2,200	8,155	0	(5,955)
Workshops	12,452	11,252	0	1,200
Bank and merchant fees	7,134	0	7,134	0
Table and booth fees	429	429	0	0
Insurance	4,695	0	4,695	0
Volunteer training and recognition	4,908	2,545	2,363	0
Honorariums and stipends	18,640	18,640	0	0
Miscellaneous expenses	1,095	25	1,023	47
Common cost allocation	0	128,690	(139,535)	10,845
Volunteer cost allocation	0	61,359	(64,056)	2,697
	271,590	341,937	(145,792)	75,445

Schedule 6 - Part IV, line 58 - Other assets

Beneficial interest in trust	613,000
Deposits	9,106
Other receivables	670
Total	622,776

Women's Cancer Resource Center
EIN: 94-3131204
Year Ended June 30, 2006
Schedule Attached to 2005 Form 990

Schedule 7 - Part III – The organization's primary purpose

The WCRC's services and programs are tailored to the needs of diverse populations of women and delivered with cultural competence by staff and volunteers who reflect the population they are serving. Each year, the WCRC serves 3,000 women with cancer and their supporters and provides community outreach and education to more than 15,000 people.

Schedule 8 - Part III - Statement of program service accomplishments

Latina Services

Total expenses	\$216,249
Grants and allocations	\$0

The Center provides Spanish speaking women and their supporters with emotional support, navigation services, and educational workshops throughout Alameda and Contra Costa County, including on-site at a highland hospital, and in Contra Costa County on-site at Contra Costa Regional Medical Center and in clients' homes, and conducts an annual "Celebration of Life" to acknowledge survival.

Information and Referral

Total expenses	\$139,004
Grants and allocations	\$0

The Center operates Information and Referral help lines in English and in Spanish, which link women with cancer to medical and supportive services. The center also coordinates a peer referral network that links women with cancer to women with a similar medical diagnosis, ethnic background, and language, sexual orientation, and/or treatment choices; conducts 9 support groups which meet 22 times throughout the month; and provides financial assistance to low-income women with cancer in Alameda and Contra Costa counties. The funds provide up to \$600 per each woman to help with basic living needs. More than 20,000 people visit the Center bilingual website annually which provides cancer news, links to resources, and information about activities at the Center.

Research

Total expenses	\$121,970
Grants and allocations	\$0

The Center conducts research projects in collaboration with researchers and other community organizations. Projects include return to work issues after breast cancer, impact of lymphedema education and exercises.

Women's Cancer Resource Center
EIN: 94-3131204
Year Ended June 30, 2006
Schedule Attached to 2005 Form 990

Community Outreach and Education

Total expenses	\$72,821
Grants and allocations	\$0

The Center conducts workshops in English and Spanish for women diagnosed with cancer and their partners dealing with treatment issues such as side effects, and workshops on early detection and screening for various cancers, produces and distributes an e-bulletin newsletter mailed to more than 2,200 people monthly providing the latest information about events, research, treatment and links to information. The Center also provides in-home support services (BETTS program) where volunteers help clients at home with rides to doctors' offices, grocery shopping, laundry and other practical tasks, as well as emotional support to those who feel isolated. Our local office is home to an art gallery that features original art by local artists, including women with cancer.

Sister to Sister Program

Total expenses	\$59,511
Grants and allocations	\$0

The Center provides African American/Black women a forum for discussion about cancer, a place for support and disseminating resource and support information.

Client Support Services

Total expenses	\$61,833
Grants and allocations	\$0

Total program expenses	\$671,388
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**RESOLUTIONS ADOPTED BY
THE
BOARD OF DIRECTORS
OF
THE WOMEN'S CANCER RESOURCE CENTER,
A California Nonprofit Public Benefit Corporation**

(Adopted by the Board of Directors on May 22, 2006)

1. Amendment and Restatement of Bylaws.

WHEREAS, the Board of Directors (the "Board of Directors") of The Women's Cancer Resource Center, a California Nonprofit Public Benefit Corporation (the "Corporation"), deems it advisable and in the best interest of the Corporation to amend the bylaws of the Corporation (the "Bylaws") to, among other things, set term limits for the Directors, clarify the procedure for filling vacancies on the Board of Directors, clarify the powers and duties of the Officers and committees of the Board of Directors, and to restate the Bylaws, including such amendments, in their entirety to reflect such changes;

WHEREAS, the Board of Directors has been presented with the Amended and Restated Bylaws of the Corporation, substantially in the form attached hereto as Exhibit A (the "Amended and Restated Bylaws"), which include, among other things, the aforesaid amendments; and

WHEREAS, the Board of Directors desires to approve the Amended and Restated Bylaws and to adopt the Amended and Restated Bylaws as the Bylaws of the Corporation, effective as of the above date.

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Bylaws be, and hereby are, adopted and approved as the Bylaws of the Corporation;

RESOLVED FURTHER, that the Secretary of the Corporation be, and hereby is, authorized and directed to execute a certificate of the adoption of the Amended and Restated Bylaws, to enter the Amended and Restated Bylaws as so certified in the minute book of the Corporation and to insure that a copy of such Amended and Restated Bylaws is kept at the principal office of the Corporation.

2. General Authorization and Ratification.

RESOLVED FURTHER, that the corporate seal of the Corporation may be affixed to any instrument or document executed pursuant to the foregoing resolutions by impression or affixing the corporate seal or by imprinting or otherwise reproducing thereon a facsimile thereof;

RESOLVED FURTHER, that the officers of the Corporation and the

Resolutions Adopted by the Board of Directors
of The Women's Cancer Resource Center
May [], 2006

Women's Cancer Resource Center
EIN: 94-3131204
Statement 1
Statement regarding revised Bylaw

other persons appointed to act on the Corporation's behalf in or pursuant to the foregoing resolutions are, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to execute and deliver any other additional applications, certificates, agreements or any other instruments or documents or any amendments or supplements thereto, or to do or cause to be done any and all other acts and things, as they may in their discretion deem necessary or appropriate to carry out the purposes of the foregoing resolutions, the taking of such actions and the execution and delivery of such instruments or documents to be conclusive evidence of the necessity and appropriateness thereof; and

RESOLVED FURTHER, that any actions taken by any officer of the Corporation prior to the date of this meeting that are consistent with the authority granted by the foregoing resolutions are hereby ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

[Remainder of page intentionally left blank]

Resolutions Adopted by the Board of Directors
of The Women's Cancer Resource Center
May [], 2006

Women's Cancer Resource Center
EIN: 94-3131204
Statement 1
Statement regarding revised Bylaw

EXHIBIT A

AMENDED AND RESTATED BYLAWS

Women's Cancer Resource Center
EIN: 94-3131204
Statement 1
Statement regarding revised Bylaw

AMENDED AND RESTATED BYLAWS

OF

THE WOMEN'S CANCER RESOURCE CENTER

A California Nonprofit Public Benefit Corporation

(Amended and Restated as of July 24, 2006)

AMENDED AND RESTATED BYLAWS

for the regulation, except as otherwise provided
by statute or its Articles of Incorporation,

of

THE WOMEN'S CANCER RESOURCE CENTER,

A California Nonprofit Public Benefit Corporation

July 24, 2006

ARTICLE I Name

I.1 Name. The name of this Corporation (the "Corporation") is "The Women's Cancer Resource Center".

ARTICLE II Principal Office

II.1 Principal Office. The principal office of the Corporation shall be in the City of Oakland, County of Alameda, State of California. The Board of Directors may from time to time change the location of the principal office from one location to another in California.

II.2 Additional Offices. The Corporation may have additional offices at such places as the Board of Directors may from time to time determine.

ARTICLE III Members

III.1 Members Prohibited. The Corporation shall have no members.

III.2 Effect of Prohibition. 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 of Directors. All rights which would otherwise vest under the California Nonprofit Corporations Law in the members shall vest in the Board of Directors.

ARTICLE IV Directors

IV.1 General Powers. The business, property and affairs of the Corporation shall be managed and controlled by the Board of Directors. Except as otherwise provided for in the Articles of Incorporation of the Corporation (the "Articles of Incorporation"), these Bylaws, the California Nonprofit Corporations Law and any other laws, all of the powers, activities, business, and affairs of the Corporation shall be vested in and exercised by the Board of Directors.

IV.2 Number. The Board of Directors shall consist of at least seven (7), but no more than fifteen (15) directors (each, a "Director") unless changed by amendment to these Bylaws. The exact number of Directors within these limits may be changed from time to time by

Women's Cancer Resource Center
EIN: 94-3131204
Statement 1
Statement regarding revised Bylaw

a resolution adopted by the Board of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office. Each Director in office shall serve until such Director's resignation, expiration of term, or removal as herein provided. At least twenty-five (25) percent of the Board of Directors shall have or shall have had cancer. It is the Corporation's intent to have a broad representation on the Board of Directors that reflects the diversity of the community we serve.

IV.3 Election and Term of Office.

(a) Election. Directors shall be nominated and elected by the Board of Directors at any meeting of the Board of Directors.

(b) Term. Except in circumstances where a Director resigns, is medically fragile, deceased or is otherwise removed, each Director shall hold office upon the expiration of her term until her successor has been elected.

(c) Term Limits. A Director who serves on the Board of Directors for any three consecutive terms where the first of such terms begins on or after July 1, 2006, may hold successive terms up to a maximum of three (3) consecutive two (2) year terms. Subject to the immediately succeeding sentence, a Director who serves for three (3) consecutive terms where the first of such terms begins on or after July 1, 2006 may serve additional terms only after a one (1) year period during which such person was not a member of the Board of Directors. For the avoidance of doubt, the term limits of this Section 5.3(c) shall not apply to any Director with respect to terms that began prior to July 1, 2006.

IV.4 Resignation.

(a) Subject to the provisions of Section 5226 of the California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws, any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Such written notice of resignation is properly delivered if provided either to the Chair of the Board of Directors or the Secretary of the Board of Directors.

(b) Any written notice of resignation that has been properly delivered shall take effect on the date received or at a later date if specified in the written notice of resignation. If a Director's resignation is effective at a future date, the Board of Directors may elect a successor to take office when the resignation becomes effective.

(c) Unless the Attorney General is first notified, no Director may resign if the Corporation would then be left without a duly elected Director in charge of its affairs.

IV.5 Leave of Absence; Temporary Vacancies. A Director may request a temporary leave of absence from the Board of Directors due to special or extenuating circumstances. Such leave of absence shall not be granted for a period longer than (6) months.

IV.6 Removal.

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(a) Removal for Cause. Any Director may be removed for cause by the vote of at least two-thirds (2/3) of the Directors present at a properly held meeting of the Board of Directors. Prior to such motion for removal, the Executive Committee (as defined herein) shall review matters of discipline or removal of a Director and make a recommendation regarding such motion for removal to the full Board of Directors. The Director who may be removed shall be given a full and fair opportunity to hear and answer the asserted factual basis of the motion for removal at an open meeting of the Executive Committee.

(b) Failure to Attend Meetings. If a Director fails to attend more than (i) three (3) consecutive meetings of the Board of Directors or (ii) one-half (½) of all meetings of the Board of Directors in a calendar year, provided that such meetings were properly called and noticed pursuant to the provisions of these Bylaws, such Director shall be removed from the Board of Directors. A Director may appeal to the Board of Directors for a waiver of this provision if the Director missed such meetings due to extenuating circumstances. The Board of Directors may waive this provision in its sole and absolute discretion.

IV.7 Vacancies.

(a) Declaration of Vacancies. In the event of ill health, resignation, removal, disqualification, term expiration, death or inability to fulfill the duties of a Director, the Board of Directors may declare the office of such Director vacant. The Board of Directors may then follow the procedures of Section 5.7(b) of these Bylaws to fill such vacancy.

(b) Filling of Vacancies. Vacancies on the Board of Directors may be filled by the vote of a majority of the Directors at a meeting of the Board of Directors, at which a quorum is present, or if the number of Directors then in office is less than a quorum, (i) by the unanimous written consent of the Directors then in office, (b) by the vote of a majority of the Directors then in office at a meeting held pursuant to notice in compliance with the provisions of these Bylaws or (c) by action of a sole remaining Director.

IV.8 Term in the Event of Vacancy. A Director elected to fill a vacancy as provided in Section 5.7(b) of these Bylaws shall hold office (i) for a term of (2) years which begins at the time the vacancy is filled or (ii) until her resignation, removal, disqualification or death.

IV.9 Regular Meetings. Regular meetings of the Board of Directors shall be held every other month, on the fourth (4th) Monday of that month, at such time and place as the Directors shall specify, except where the fourth (4th) Monday of a particular month is a holiday, in which case the regular meeting shall be held on the third (3rd) Monday of said month. The date and time of the regular meetings may be changed at any time by the vote of a majority of the Board of Directors.

IV.10 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by a majority of the Executive Committee or by a majority of the Directors.

IV.11 Notice of Meetings.

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(a) Notice of Regular Meetings. Regular meetings of the Board of Directors may be held without notice.

(b) Notice of Special Meetings. Notice of special meetings of the Board of Directors shall be given by first-class mail at least four (4) days prior to the meeting or by personal delivery, e-mail, or facsimile at least forty-eight (48) hours before the meeting. Notice shall be directed to each Director at the Director's address, e-mail, or fax number as it appears in the records of the Corporation, unless the Director shall have filed with the Secretary of the Corporation a written request that notices intended for the Director be delivered, e-mailed, or faxed to some other address, e-mail or fax number, in which case it shall be delivered as so designated. If sent by e-mail or facsimile, then the notice shall be deemed to be delivered in the following circumstances: (i) by e-mail, if an e-mail is sent and not returned as undeliverable and (ii) by facsimile, if the facsimile transmission indicates the facsimile was accepted by either the sending or receiving facsimile machine. If sent by mail or telegraph, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company.

(c) Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to any Director who, either before or after the meeting, signs a waiver of notice, written consent to the holding of the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the minutes of the meetings of the Board of Directors. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting does not protest to the lack of notice to her.

Notwithstanding the notice provisions above, any business may be transacted at any meeting at which every Director is actually present, although no notice has been received and no waiver of notice has been signed.

IV.12 Place of Meetings. Meetings of the Board of Directors may be held at any place within or without the State of California that has been designated in the notice of such meeting. If a place has not been stated in the notice or there is no notice required, meetings shall be held at the principal executive office of the Corporation unless another place has been designated by a resolution duly adopted by the Board of Directors.

IV.13 Participation by Telephone. Directors may participate in a meeting of the Board of Directors through the use of conference telephone or similar communications equipment, so long as all of the Directors participating in such meeting can hear one another. Participation by telephone in a meeting pursuant to this paragraph constitutes "Director's present" at such meeting, for the purposes of Section 5.14 of these Bylaws.

IV.14 Quorum.

(a) At all meetings of the Board of Directors, one-half ($\frac{1}{2}$) plus one (1) of the Directors authorized by these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business. However, a quorum does not exist unless (1) the Chair; (2) the Vice Chair; or (3) any other Officer of the Corporation is present at the applicable meeting of the Board of Directors.

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(b) The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws.

(c) The unanimous vote of all of the Directors is required to (i) amend the Articles of Incorporation or (b) dissolve the Corporation.

IV.15 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

IV.16 Consensus Action. The Corporation is committed to working together with mutual respect, consideration and personal safety, and is committed to acknowledging conflict when it occurs and accepting responsibility for using the resolution of conflict guidelines established by the Board of Directors.

IV.17 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors individually or collectively consent in writing, or via electronic (e-mail, facsimile, or phone) voting, to such action. Such action by written consent shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

IV.18 Compensation. Directors shall serve without compensation except that the Board of Directors, by resolution, may authorize reimbursement of reasonable expenses incurred by Directors in connection with (a) attending any regular or special meeting of the Board of Directors and/or (b) expenses incurred in the performance of their regular duties.

IV.19 Restriction Regarding Interested Director. Notwithstanding any other provision in these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board of Directors may be "interested persons." For the purposes of this Section 5.19, "interested persons" means either:

(a) any person compensated by the Corporation for services rendered to it within the previous twenty-four (24) months, whether as a full-time or part-time Director, employee, independent contractor or otherwise (excluding any reasonable compensation paid to a Director as a Director); and

(b) any immediate family member.

For purposes of this Section 5.19, "immediate family member" shall include 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 such person.

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Any violation of this Section 5.19 shall not affect the validity or enforceability of transactions entered into by the Corporation.

IV.20 Restrictions Regarding Conflicts of Interest A business relationship may exist between a Director and the Corporation, so long as a conflict of interest is not thereby created. Subject to the exceptions set forth in Section 4255 of the California Nonprofit Corporation Law, if a Director has a material financial interest in a transaction to which the Corporation is a party, and if the transaction is a self-dealing transaction, the following special rules and standards as described in this Section 5.20 apply:

- (a) "self-dealing transactions" are those in which (i) a public benefit corporation is a party, (ii) one or more of its directors has a material financial interest in the matter, and (iii) the transaction has not been approved in any of the ways described in Section 5233 of the California Nonprofit Corporation Law;
- (b) approval by the Board of Directors of an otherwise self-dealing transaction must occur before any part of the transaction is consummated. The Corporation must enter into the transaction for the Corporation's benefit, and the transaction must be fair and reasonable to the Corporation at the time it is entered into;
- (c) the Board of Director's authorization of the transaction must be in good faith, by the vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with knowledge of the material facts concerning the transaction and the Director's interest in the transaction; and
- (d) one (1) of the following two (2) circumstances must exist: (i) the Board of Directors, before authorizing or approving the transaction, must have reasonably investigated and considered alternative arrangements and in good faith determined that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; or (ii) as determined by the Board of Directors, in its sole and absolute discretion, the Corporation could not have obtained a more advantageous arrangement with reasonable efforts under the circumstances.

ARTICLE V Committees

V.1 Committees. The Board of Directors may create by a majority vote of the Directors, any committee or committees ("Board Committees"). Each Board Committee shall consist of two (2) or more Directors. The members of any Board Committee shall serve at the pleasure of the Board of Directors. Board Committees shall exercise such powers and authority of the Board of Directors, in the governance of the business and affairs of the Corporation, as shall be delegated by the Board of Directors, except with respect to:

- (a) filling a vacancy on the Board of Directors or in any Board Committee having the authority of the Board of Directors;
- (b) fixing the compensation of any Director for serving on the Board of Directors, or on any Board Committee;

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) (c) amending, repealing, restating or adopting these Bylaws or any provisions hereof;

(d) amending or repealing any resolution of the Board of Directors, which by its express terms is not so amenable or repealable;

(e) expending corporate funds to support a nominee for Director after more people are nominated for Director than can be elected;

(f) except to the extent provided by Section 5226 of the California Nonprofit Corporation Law, approving any self-dealing transaction;

(g) amending or restating the Articles of Incorporation or any provision thereof; and

(h) approving any action that would change the Corporation's tax status.

V.2 Procedures. Each Board Committee may independently prescribe rules and regulations for the call and conduct of such Board Committee's meetings, and other matters relating to its procedure.

) V.3 Special Advisory Committees. The Board of Directors may form special advisory committees for unique or special tasks which support the mission of the Corporation ("Special Advisory Committees"). Any such Special Advisory Committees shall operate under the same rules and regulations of Board Committees, but are not required to have Directors as members.

V.4 Executive Committee. The Board of Directors shall appoint an executive committee (the "Executive Committee"), which shall be composed of no fewer than three (3) persons, all of whom shall be either Officers, Directors, or chairs of standing Board Committees. The Executive Committee shall be empowered to act on matters requiring immediate attention that arise between regularly scheduled meetings of the Board of Directors and as provided by Sections 5.7, 5.9 and 5.10 of these Bylaws.

V.5 Compensation. The members of any Board Committee, Special Advisory Committee or the Executive Committee shall serve without compensation except that the Board of Directors, by resolution, may authorize reimbursement of reasonable expenses incurred by such members in connection with attending any regular or special meeting of the applicable committee and/or expenses incurred in the performance of the duties of the applicable committee. The Board of Directors shall have the power to contract for and to pay special compensation to any member of a Board Committee, Special Advisory Committee or the Executive Committee for rendering unusual or exceptional services to the Corporation, appropriate to the value of such services as determined by the Board of Directors in its sole and absolute discretion.

) **ARTICLE VI Officers**

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VI.1 **Officers.** The officers of the Corporation (the "Officers") shall be the Chair, Vice Chair, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two (2) offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair.

VI.2 **Election.** The Officers shall be chosen by and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of any Officer under any contract of employment.

VI.3 **Term of Office.** Officers shall be elected by the Board of Directors, at any time. Each Officer may hold the same office for two (2) consecutive two (2) year terms; or until she is removed, resigns, is deceased, or is otherwise disqualified or unable to serve.

7.4 **Term Limits.** An Officer who serves for any two consecutive terms where the first of such terms begins on or after July 1, 2006, may hold successive terms up to a maximum of two (2) consecutive two (2) year terms. Subject to the immediately succeeding sentence, an Officer who serves for two (2) consecutive terms where the first of such terms begins on or after July 1, 2006 may serve additional terms only after a one (1) year period during which such person is not an Officer. For the avoidance of doubt, the terms limits of this section shall not apply to any Officer with respect to terms that began prior to July 1, 2006.

7.5 **Vacancies.** In case any office of the Corporation becomes vacant by resignation, retirement, disqualification, death, or any other cause, the majority of the Directors then in office, which may be less than a quorum, may elect an Officer to fill such vacancy.

7.6 **Resignation.** Without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party, any Officer may resign at any time by providing written notice to the Corporation.

7.7 **Removal.** Without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party, any Officer may be removed from office, with or without cause, by the affirmative vote of a majority of all the Directors, at any regular or special meeting of the Board of Directors.

7.8 **Chair.** The Chair shall preside at all meetings of the Board of Directors and serve as the Chief Executive Officer and General Manager of the Corporation. The Chair shall have and exercise general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws, or as may be assigned by the Board of Directors. The Chair may delegate her duties to other agents or representatives of the Corporation.

7.9 **Vice Chair.** In the absence of the Chair, or in the event of her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all of the powers of, and be subject to all of the restrictions on, the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the

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Articles of Incorporation or by these Bylaws, or as may be assigned by the Board of Directors. The Vice Chair may delegate her duties to other agents or representatives of the Corporation.

The office of Vice Chair may remain vacant at the will of the Board of Directors. In the event the office of Vice Chair is vacant and the Chair is either absent, or otherwise incapacitated, a member of the Executive Committee shall be selected by the Executive Committee to Chair any meeting in which the Chair is unavailable. The selected member shall have the powers of, and be subject to all the restrictions on, the Chair. The selected member shall serve only until the Chair becomes available, or until a new Chair is elected, whichever is earlier.

7.10 Secretary. The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. The Secretary shall keep or cause to be kept a book of minutes of all the meetings, proceedings and action of the of the Board of Directors. The Secretary may sign with the Chair, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors. The Secretary shall in general perform all of the duties incident of the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws, or as may be assigned by the Board of Directors. The Secretary may delegate her duties to other agents or representatives of the Corporation.

7.11 Treasurer. The Treasurer is the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall be at all times be open to inspection by any Director. The Treasurer shall have the custody of all funds, property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of the Treasurer's duties in such sum and with such sureties as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the Corporation for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation. The Treasurer shall keep the Corporation's books, and shall enter regularly on such books full and accurate accounts of all monies and obligations received, paid, or incurred by or on behalf of the Corporation. The Treasurer shall exhibit such books at all reasonable times to any Director on application at the offices of the Corporation. Subject to the control of the Board of Directors, the Treasurer shall, in general, perform all the duties incident to the office of Treasurer, as may be prescribed by law, by the Articles of Incorporation or by these Bylaws, or as may be assigned by the Board of Directors; provided, however, that the Treasurer may delegate her duties to other agents or representatives of the Corporation.

7.12 Compensation of Officers. The salaries of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors. No Officer shall be prevented from receiving such salary by reason of the fact that she is also a Director; provided, however, that such compensation is permitted under the provisions of Section 5.18 of these Bylaws.

ARTICLE VII Other Provisions

VII.1 Agents and Representatives. To the extent authorized by the California Nonprofit Corporations Law, the Board of Directors may appoint agents and representatives of the Corporation with the powers to perform acts or duties on behalf of the Corporation as the Board of Directors may delegate.

VII.2 Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the Chair (acting alone), any Vice Chair (acting alone) or the Secretary and the Treasurer (acting together), shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board of Directors, and, unless so authorized by the Board Directors, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

VII.3 Voting Upon Stock of Other Corporations. Unless otherwise ordered by the Board of Directors, the Chair shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this Corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers granted, at its pleasure.

VII.4 Prohibition Against Sharing in Corporate Earnings. No Director, Officer, employee, member of a Board Committee, Special Advisory Committee or the Executive Committee, person connected with the Corporation, or any other private individual shall receive at any time, any of the net earnings or pecuniary profit from the operations of the Corporation, or share in the distribution of any of the corporate assets upon the dissolution of the Corporation. The foregoing shall not prevent the payment to any person of such reasonable compensation for services rendered to, or for, the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors in its sole and absolute discretion.

VII.5 Investments. The Corporation shall have the right to retain all, or any part of, any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make, or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation:

(a) if such action is a prohibited transaction under the California Nonprofit Corporations Law; or

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(b) if such action would result in the denial of the tax exempt status, pursuant to the Internal Revenue Code regulations, or comparable state law regulations, as they now exist; or as they may hereafter be amended.

VII.6 Exempt Activities. Notwithstanding any other provision of these Bylaws, no Director, Officer, member of a Board Committee, Special Advisory Committee or the Executive Committee, employee, or representative of the Corporation shall take any action, or carry on any activity, by or on behalf of the Corporation that is not permitted to be taken or carried on by an organization exempt from taxes under the Internal Revenue Code, or the California Revenue and Taxation Code, as they now exist or as they may hereafter be amended.

VII.7 Fiscal Year. The fiscal year of the Corporation shall end on the thirtieth (30th) day of June of any given calendar year.

VII.8 Annual Audit Report. The Board of Directors shall cause an annual audit report to be prepared for the Corporation within one hundred and twenty (120) days after the last day of the Corporation's fiscal year. Such annual audit report shall comply with the California Nonprofit Corporations Law and shall be distributed in accordance with the provisions thereof.

VII.9 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.

ARTICLE VIII Indemnification

VIII.1 Definitions. For the purposes of this Article VIII, "agent" means any person who is or was a Director, Officer, member of any Board Committee, Special Advisory Committee or the Executive Committee, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 9.2 or 9.3 of these Bylaws.

VIII.2 Indemnification in Actions by Third Parties. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best

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interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

VIII.3 Indemnification in Actions by or in the Right of the Corporation. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 9.3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

VIII.4 Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 9.2 or 9.3 of these Bylaws or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

VIII.5 Required Determinations. Except as provided in Section 9.4 of these Bylaws, any indemnification under this Article IX shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 9.2 or 9.3 of these Bylaws, by:

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(a) a majority vote of a quorum consisting of Directors who are not parties to such proceeding; or

(b) the court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

VIII.6 Meetings of the Board of Directors. On written request to the Board of Directors by any agent of the Corporation seeking indemnification under these Bylaws or Section 5238(b) or (c) of the California Nonprofit Corporation Law, the Board of Directors shall promptly convene a meeting and in good faith decide whether the applicable standard has been met and, subject to any required findings, shall, to the extent it may lawfully do so, promptly authorize such indemnification.

VIII.7 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation, in the Board of Directors sole and absolute discretion, prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article IX.

VIII.8 Other Indemnification. No provision made by the Corporation to indemnify its agents for the defense of any proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of the Board of Directors, an agreement or otherwise, shall be valid unless consistent with this Article IX. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

VIII.9 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article IX, except as provided in Section 9.4 or 9.5(b), in any circumstances where it appears:

(a) that it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

VIII.10 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article IX; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Corporation Law.

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VIII.11 Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article IX does not apply to any proceeding against any Director, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 9.1 of these Bylaws. The Corporation shall have power to indemnify such Director, investment manager or other fiduciary to the extent permitted by subdivision (t) of Section 207 of the California General Corporation Law.

ARTICLE IX Amendment to Bylaws; Effect of Invalid Provision

The Board of Directors shall have the power to make, alter, amend, and repeal the Bylaws of the Corporation by at least a two-thirds (2/3) affirmative vote of the Directors, except as otherwise provided by law.

In the event that any provision contained within these Bylaws is determined to be invalid for any reason, such invalid provision shall be stricken. The invalid provision shall not have the effect of nullifying any other provision contained within these Bylaws. Rather, all other provisions of these Bylaws shall remain in full force and effect, notwithstanding the invalid provision.

Women's Cancer Resource Center
EIN: 94-3131204
Statement 1
Statement regarding revised Bylaw

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Women's Cancer Resource Center, a California nonprofit public benefit corporation; and
2. That the foregoing Bylaws, comprising of ____ pages, constitute the Bylaws of said Corporation as duly adopted by action of the Board of Directors as of July 24, 2006.

IN WITNESS WHEREOF, I have executed this Certificate to be effective as of July 24, 2006.

Secretary

Name: Holly Brov