

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2003

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 2003 calendar year, or tax year beginning 7/1/2003, and ending 6/30/2004

B Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Final return
☐ Amended return
☐ Application pending

Please use IRS label or print or type See Specific Instructions.

C Name of organization

The Leukemia & Lymphoma Society, Inc.

Number and street (or P O box if mail is not delivered to street address)

1311 Mamaroneck Avenue

Room/suite

City or town

White Plains

State or country

NY

ZIP + 4

10605

D Employer identification number

13-5644916

E Telephone number

(914) 821-8840

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

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Website: WWW.LLS.ORG

J Organization type (check only one) ☒ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527K 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 received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

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

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 257,046,955

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 page 18 of the instructions.)

1 Contributions, gifts, grants, and similar amounts received:

a Direct public support

1a 171,128,272

b Indirect public support

1b 3,873,809

c Government contributions (grants)

1c

d Total (add lines 1a through 1c) (cash \$ 175,002,081 noncash \$)

1d 175,002,081

2 Program service revenue including government fees and contracts (from Part VII, line 93)

2 0

3 Membership dues and assessments

3 0

4 Interest on savings and temporary cash investments

4 1,095,497

5 Dividends and interest from securities

5 22,562

6a Gross rents

6a 4,537

b Less: rental expenses

6b

c Net rental income or (loss) (subtract line 6b from line 6a)

6c 4,537

7 Other investment income (describe ▶)

7 0

8a Gross amount from sales of assets other than inventory

(A) Securities 51,477,858

(B) Other 0

b Less: cost or other basis and sales expenses

51,114,981

c Gain or (loss) (attach schedule)

362,877

d Net gain or (loss) (combine line 8c, columns (A) and (B))

8d 362,877

9 Special events and activities (attach schedule) If any amount is from gaming, check here ☒

a Gross revenue (not including \$ 117,827,560 of

contributions reported on line 1a)

9a 28,394,230

b Less: direct expenses other than fundraising expenses

9b 28,394,230

c Net income or (loss) from special events (subtract line 9b from line 9a)

9c 0

10a Gross sales of inventory, less returns and allowances

10a

b Less: cost of goods sold

10b

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 1,050,190

12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)

12 177,537,744

Expenses

13 Program services (from line 44, column (B))

13 127,321,127

14 Management and general (from line 44, column (C))

14 14,070,102

15 Fundraising (from line 44, column (D))

15 30,558,179

16 Payments to affiliates (attach schedule)

16 0

17 Total expenses (add lines 16 and 44, column (A))

17 171,949,408

Net Assets

18 Excess or (deficit) for the year (subtract line 17 from line 12)

18 5,588,336

19 Net assets or fund balances at beginning of year (from line 73, column (A))

19 44,977,912

20 Other changes in net assets or fund balances (attach explanation)

20 2,892,361

21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)

21 53,458,609

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2003)

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 page 22 of 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 \$ 41,084,023 noncash \$ 0)	22	41,084,023	41,084,023	
23	Specific assistance to individuals (attach schedule)	23	4,020,179	4,020,179	
24	Benefits paid to or for members (attach schedule)	24	0	0	
25	Compensation of officers, directors, etc.	25	564,750	415,664	64,085
26	Other salaries and wages	26	43,047,718	31,683,720	4,884,819
27	Pension plan contributions	27	2,861,776	2,027,644	316,281
28	Other employee benefits	28	4,593,694	3,254,754	507,691
29	Payroll taxes	29	3,128,615	2,216,707	345,772
30	Professional fundraising fees	30	0	0	0
31	Accounting fees	31	1,010,585	582,470	110,414
32	Legal fees	32	615,882	354,975	67,290
33	Supplies	33	2,663,548	1,403,824	333,426
34	Telephone	34	3,080,024	1,842,757	212,101
35	Postage and shipping	35	11,993,182	6,012,632	1,124,399
36	Occupancy	36	6,423,027	4,562,618	763,064
37	Equipment rental and maintenance	37	1,840,210	1,297,603	216,604
38	Printing and publications	38	15,340,030	8,084,970	1,920,281
39	Travel	39	2,099,923	1,519,041	251,986
40	Conferences, conventions, and meetings	40	3,490,970	2,783,260	296,008
41	Interest	41	280,517	207,710	22,954
42	Depreciation, depletion, etc. (attach schedule)	42	1,209,980	827,957	121,297
43	Other expenses not covered above (itemize) a Insurance	43a	650,902	440,796	61,841
	b Visual Aids	43b	2,116,670	1,115,592	264,967
	c Professional Fees and Contract Services	43c	18,350,680	10,576,765	2,004,947
	d Dues and Subscriptions	43d	306,148	161,356	38,324
	e Miscellaneous	43e	1,176,375	844,110	141,551
	f	43f	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	171,949,408	127,321,127	14,070,102
					30,558,179

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 \$ 21,345,908; (ii) the amount allocated to Program services \$ 9,121,546;

(iii) the amount allocated to Management and general \$; and (iv) the amount allocated to Fundraising \$ 12,224,362

Part III Statement of Program Service Accomplishments (See page 25 of the instructions.)What is the organization's primary exempt purpose? ☒ Cure leukemia & blood cancers - (see attached)

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 Research	
(Grants and allocations \$ 41,084,023)	42,968,831
b Patient and Community Service	
(Grants and allocations \$)	46,677,923
c Public Health Educations	
(Grants and allocations \$)	28,588,003
d Professional Education	
(Grants and allocations \$)	9,086,370
e Other program services (attach schedule)	(Grants and allocations \$)
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	127,321,127

Part IV Balance Sheets (See page 25 of 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			45		
	46	Savings and temporary cash investments		31,694,114	46	22,703,115	
	47 a	Accounts receivable	47a	554,542			
	b	Less: allowance for doubtful accounts	47b	0	381,768	47c	554,542
	48 a	Pledges receivable	48a	5,346,991			
	b	Less: allowance for doubtful accounts	48b	0	7,073,157	48c	5,346,991
	49	Grants receivable			49		
	50	Receivables from officers, directors, trustees, and key employees (attach schedule)		0	50	0	
	51 a	Other notes and loans receivable (attach schedule)	51a				
	b	Less: allowance for doubtful accounts	51b	0	0	51c	0
	52	Inventories for sale or use			52		
	53	Prepaid expenses and deferred charges		3,436,852	53	4,024,147	
	54	Investments—securities (attach schedule) <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV		60,720,791	54	83,594,502	
	55 a	Investments—land, buildings, and equipment, basis	55a	42,001			
	b	Less: accumulated depreciation (attach schedule)	55b	0	42,001	55c	42,001
56	Investments—other (attach schedule)		16,000	56	16,000		
57 a	Land, buildings, and equipment basis	57a	9,912,499				
b	Less: accumulated depreciation (attach schedule)	57b	6,288,659	3,896,180	57c	3,623,840	
58	Other assets (describe <input type="checkbox"/>)		0	58	0		
59	Total assets (add lines 45 through 58) (must equal line 74)		107,260,863	59	119,905,138		
Liabilities	60	Accounts payable and accrued expenses		13,290,103	60	13,038,573	
	61	Grants payable		43,702,165	61	46,613,437	
	62	Deferred revenue		5,290,683	62	6,794,519	
	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 <input type="checkbox"/>)		0	65	0	
66	Total liabilities (add lines 60 through 65)		62,282,951	66	66,446,529		
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		38,008,975	67	46,674,569	
	68	Temporarily restricted		4,784,391	68	4,463,604	
	69	Permanently restricted		2,184,546	69	2,320,436	
	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)		44,977,912	73	53,458,609	
	74	Total liabilities and net assets / fund balances (add lines 66 and 73)		107,260,863	74	119,905,138	

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.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See page 27 of the instructions.)

a	Total revenue, gains, and other support per audited financial statements	a	180,149,588
b	Amounts included on line a but not on line 12, Form 990:		
(1)	Net unrealized gains on investments \$ 2,892,361		
(2)	Donated services and use of facilities \$		
(3)	Recoveries of prior year grants \$		
(4)	Other (specify): \$		
	Add amounts on lines (1) through (4)	b	2,892,361
c	Line a minus line b	c	177,257,227
d	Amounts included on line 12, Form 990 but not on line a :		
(1)	Investment expenses not included on line 6b, Form 990 \$ 280,517		
(2)	Other (specify): \$		
	Add amounts on lines (1) and (2)	d	280,517
e	Total revenue per line 12, Form 990 (line c plus line d)	e	177,537,744

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

a	Total expenses and losses per audited financial statements	a	171,668,891
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities \$		
(2)	Prior year adjustments reported on line 20, Form 990 \$		
(3)	Losses reported on line 20, Form 990 \$		
(4)	Other (specify): \$		
	Add amounts on lines (1) through (4)	b	0
c	Line a minus line b	c	171,668,891
d	Amounts included on line 17, Form 990 but not on line a :		
(1)	Investment expenses not included on line 6b, Form 990 \$ 280,517		
(2)	Other (specify): \$		
	Add amounts on lines (1) and (2)	d	280,517
e	Total expenses per line 17, Form 990 (line c plus line d)	e	171,949,408

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated; see page 27 of 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	(E) Expense account and other allowances
Name <u>See Attached List</u> Str City ST ZIP	Title Hr/WK	564,750	75,646	N/A
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
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Name Str City ST ZIP	Title Hr/WK			

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? If "Yes," attach schedule—see page 28 of the instructions

Yes ☐ No ☒

Part VI Other Information (See page 28 of 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. "Revised Bylaws"	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 The LLS Research Programs, Inc. The LLS Research Foundation and check whether it is <input checked="" type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
81 a Enter direct and indirect political expenditures. See line 81 instructions 81a 0		
b Did the organization file Form 1120-POL for this year?	81b	X
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?	82a 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 Indeterminable		
83 a Did the organization comply with the public inspection requirements for returns and exemption applications?	83a X	
b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b X	
84 a Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b N/A	
85 501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?	85a 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.	85b N/A	
c Dues, assessments, and similar amounts from members 85c N/A		
d Section 162(e) lobbying and political expenditures 85d N/A		
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e N/A		
f Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f N/A		
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g 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?	85h N/A	
86 501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12 86a N/A		
b Gross receipts, included on line 12, for public use of club facilities 86b N/A		
87 501(c)(12) orgs. Enter: a Gross income from members or shareholders 87a N/A		
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 87b N/A		
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	88	X
89 a 501(c)(3) organizations Enter: Amount of tax imposed on the organization during the year under: section 4911 0 ; section 4912 0 ; section 4955 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	89b	X
c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 0		
d Enter: Amount of tax on line 89c, above, reimbursed by the organization N/A		
90 a List the states with which a copy of this return is filed See Attached List		
b Number of employees employed in the pay period that includes March 12, 2003 (See instructions.) 90b 961		
91 The books are in care of Name Executive Vice President & CFO Telephone no (914) 821-8822 Located at 1311 Mamaroneck Avenue City White Plains ST NY Zip + 4 10605		
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 N/A		

Part VII Analysis of Income-Producing Activities (See page 33 of 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					
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	1,095,497	
96 Dividends and interest from securities			14	22,562	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property			16	4,537	
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	362,877	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue a Grant Refunds					881,216
b Miscellaneous Income			01	168,974	
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0		1,654,447	881,216
105 Total (add line 104, columns (B), (D), and (E))					2,535,663

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 page 34 of 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).
103a	Refunds from grantees for unused portion of grants.

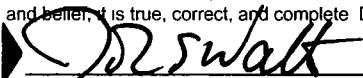
Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions.)

(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 page 34 of 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)

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, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Please Sign

12/14/05
Date

Date

Check if self-

Preparer's SSN or PTIN (See Gen. Inst. W)

SCHEDULE A
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Organization Exempt Under Section 501(c)(3)**(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust**Supplementary Information—(See separate instructions.)**

OMB No 1545-0047

2003

Name of the organization

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

Employer identification number

The Leukemia & Lymphoma Society, Inc.

13-5644916

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
Name See Attached Str City ST Zip Country	Title Avg hr/wk			
Name Str City ST Zip Country	Title Avg hr/wk			
Name Str City ST Zip Country	Title Avg hr/wk			
Name Str City ST Zip Country	Title Avg hr/wk			
Name Str City ST Zip Country	Title Avg hr/wk			
Total number of other employees paid over \$50,000 ▶	198			

Part II 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
Name Infocision Management Corporation Check here if a business <input checked="" type="checkbox"/> Str 325 Springside Drive City Akron ST OH ZIP 44333 Country US	Supporting Services Creative Consulting	2,630,220
Name Paycor Check here if a business <input checked="" type="checkbox"/> Str 644 Linn Street, Suite 200 City Cincinnati ST OH ZIP 45203 Country US	Supporting Services Creative Consulting	1,687,564
Name Interact Connect, Inc. Check here if a business <input checked="" type="checkbox"/> Str 703 West Housatonic Street City Pittsfield ST MA ZIP 01201 Country US	Supporting Services Creative Consulting	1,000,734
Name Epsilon Data Management Check here if a business <input checked="" type="checkbox"/> Str 601 Edgewater Drive City Wakefield ST MA ZIP 01880 Country US	Supporting Services Creative Consulting	893,207
Name Kendrew Group Check here if a business <input checked="" type="checkbox"/> Str 47 Pine Street City New Canaan ST CT ZIP 06840 Country US	Supporting Services Creative Consulting	687,846
Total number of others receiving over \$50,000 for professional services ▶	33	

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

Schedule A (Form 990 or 990-EZ) 2003

(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>75,580</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)? See Part V, Form 990	2d X	
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	
4 Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4	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) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 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) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	158,819,570	151,822,619	149,358,305	130,616,633	590,617,127
16 Membership fees received					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	27,374,482	27,751,567	31,291,806	28,262,315	114,680,170
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	1,894,430	2,154,274	2,999,864	2,325,333	9,373,901
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	2,817,945	1,709,339	1,052,096	793,917	6,373,297
23 Total of lines 15 through 22	190,906,427	183,437,799	184,702,071	161,998,198	721,044,495
24 Line 23 minus line 17	163,531,945	155,686,232	153,410,265	133,735,883	606,364,325
25 Enter 1% of line 23	1,909,064	1,834,378	1,847,021	1,619,982	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 12,127,287
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 1999 through 2002 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 0
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 606,364,325
d Add: Amounts from column (e) for lines:					
18 9,373,901	19	0			
22 6,373,297	26b	0			26d 15,747,198
e Public support (line 26c minus line 26d total)					26e 590,617,127
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 97.40%
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:	(2002)	(2001)	(2000)	(1999)	
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 11, 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:	(2002)	(2001)	(2000)	(1999)	
c Add: Amounts from column (e) for lines:					
15 0	16	0			
17 0	20	0	21	0	27c 0
d Add: Line 27a total	0	and line 27b total	0		27d 0
e Public support (line 27c total minus line 27d total)					27e 0
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e)					27f 0
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					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 1999 through 2002, 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.					

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)

	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?	29	
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?	30	
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.)	31	
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
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?	33a	
b Admissions policies?	33b	
c Employment of faculty or administrative staff?	33c	
d Scholarships or other financial assistance?	33d	
e Educational policies?	33e	
f Use of facilities?	33f	
g Athletic programs?	33g	
h Other extracurricular activities?	33h	
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?	34a	
b Has the organization's right to such aid ever been revoked or suspended?	34b	
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	35	

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.)Check **a** ☐ if the organization belongs to an affiliated groupCheck **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—		
	If the amount on line 40 is—		
	Not over \$500,000		
	Over \$500,000 but not over \$1,000,000		
	Over \$1,000,000 but not over \$1,500,000		
	Over \$1,500,000 but not over \$17,000,000		
	Over \$17,000,000		
	The lobbying nontaxable amount is—		
	20% of the amount on line 40		
	\$100,000 plus 15% of the excess over \$500,000		
	\$175,000 plus 10% of the excess over \$1,000,000		
	\$225,000 plus 5% of the excess over \$1,500,000		
	\$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) 2003	(b) 2002	(c) 2001	(d) 2000	(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**

(For reporting only by organizations that did not complete Part VI-A) (See page 12 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:

	Yes	No	Amount
a Volunteers	X		
b Paid staff or management (Include compensation in expenses reported on lines c through h.)	X		
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications, or published or broadcast statements	X		63,574
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body	X		12,006
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines c through h.)			75,580

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

EIN: 13-5644916

The Leukemia & Lymphoma Society, Inc.

FORM 990, PART I, LINE 8 a - d

Year ended 6/30/04

	<u>Total Gross Sales</u>	<u>Total Cost</u>	<u>Total Gains</u>
Common stock	51,477,858	51,114,981	362,877

The Leukemia & Lymphoma Society, Inc.
Special Fund Raising Events and Activities
FISCAL YEAR 2004 - Year Ended June 30, 2004

Part 1, Line 9

The Leukemia & Lymphoma Society, Inc., participated in, or benefits from numerous special fund raising events and activities. The following is a listing of the combined support and direct expenses of the three largest events held during the fiscal year.

<u>Description of Event</u>	<u>Gross Receipts</u>	<u>Less Contributions</u>	<u>Gross Revenue Line 9(a)</u>	<u>Direct Expenses Line 9(b)</u>	<u>Net Support Line 9(c)</u>
Team in Training: Rock 'n' Roll Marathon	\$11,387,860	\$8,684,668	\$2,703,192	\$2,703,192	\$0
Team in Training: Disney Marathon	\$6,133,260	\$4,948,498	\$1,184,762	\$1,184,762	\$0
Team in Training: Lake Tahoe Cycle Century Ride	\$6,571,376	\$5,008,087	\$1,563,289	\$1,563,289	\$0
Sub-Total	<u>\$24,092,496</u>	<u>\$18,641,253</u>	<u>\$5,451,243</u>	<u>\$5,451,243</u>	<u>\$0</u>

All other events, consisting of the following:

<u>Description</u>	<u># of Events</u>					
Black Tie Event	37					
Celebrity Waiters	32					
Dress Down Days	33					
Golf Events	51					
Hops	18					
Light The Night	265					
Man & Woman of the Year	48					
Pasta for Pennies	63					
Leukemia Cup Regatta	44					
Team in Training- Run/Walk	65					
Team in Training- Cycle	12					
Team in Training- Triathlon	15					
Total all other events	683	\$122,129,294	\$99,186,307	\$22,942,987	\$22,942,987	\$0
TOTAL ALL EVENTS		<u>\$146,221,790</u>	<u>\$117,827,560</u>	<u>\$28,394,230</u>	<u>\$28,394,230</u>	<u>\$0</u>

EIN 13-5644916

The Leukemia & Lymphoma Society
Other Changes in Net Assets of Fund Balance
For the Year Ended June 30, 2004

Part 1, Line 20 - Other Changes:

Net unrealized gains and losses on investments carried at market value	<u>\$ 2,892,361</u>
--	---------------------

EIN : 13-5644916

The Leukemia & Lymphoma Society
Year Ended June 30, 2004

Part II, Line 22 - Grant

SCOR	15,371,268
Translational	10,032,755
Scholars	6,900,000
Special Fellows	4,290,000
Fellows	2,940,000
Clinical Scholars	1,500,000
de Villiers Award	50,000

\$ 41,084,023

For more information regarding detail of our grantees, please refer to our annual report which is located on our website at www.lls.org

The Leukemia & Lymphoma Society
Total Patient Service Reimbursement to Chapters - Group Return
Fiscal Year Ended June 30, 2004

Chapter	<u>Transportation</u>			<u>Drugs</u>			<u>Other</u>			<u>Total</u>		
	# of Pati- ents	Avg Per Patient	Amount Reim- bursed	# of Pati- ents	Avg Per Patient	Amount Reim- bursed	Trans- fusing Blood	Radia- tion Lab Fees	Tissue Typing	# of Pati- ents	Avg Per Patient	Amount Reim- bursed
Alabama	265	\$151	\$40,146	158	\$292	\$46,055	\$1,409	\$1,276		354	\$251	\$88,886
Central California	97	279	31,366	40	355	18,490	20		700	128	395	\$50,575
Central Connecticut	71	195	13,839	70	151	11,209	330	1,227		104	256	\$26,605
Central Florida	95	222	21,097	73	332	23,948	523	2,122		147	324	\$47,690
Central New York	81	188	15,248	61	231	14,373		2,088		113	281	\$31,708
Central Ohio	169	225	38,073	74	243	18,515		663		197	291	\$57,251
Central Pennsylvania	46	177	8,123	43	223	9,597	217	3,178		73	289	\$21,114
Delaware	23	177	4,081	41	305	12,490		3,080		56	351	\$19,651
Desert Mountain	130	185	24,059	101	261	26,304	2,255	18,060	70	209	339	\$70,748
Eastern Pennsylvania	172	219	37,733	183	324	59,319	2,094	6,753	2,000	296	365	\$107,899
Fairfield County	36	263	9,451	27	334	8,494			896	56	336	\$18,841
Gateway Chapter	201	174	35,056	196	338	65,590	1,806	2,114	5,287	331	332	\$109,852
Georgia	329	198	65,187	142	199	28,762		578		387	244	\$94,527
Greater Los Angeles	119	213	25,394	85	315	27,722	218	363		166	323	\$53,697
Greater Sacramento	75	209	15,708	74	322	24,221		6,099	590	128	364	\$46,617
Illinois	124	185	22,948	117	268	30,031	2,581	24,366	9	230	348	\$79,934
Indiana	136	174	23,707	111	278	31,068	545	3,255	150	196	300	\$58,726
Iowa	85	170	14,408	94	336	31,597		11,471	1,443	167	353	\$58,919
Kansas	94	238	22,399	63	233	14,674	651	4,400	110	130	325	\$42,235
Kentucky	121	168	20,344	86	268	24,204	599	1,538		164	285	\$46,685
Long Island	131	264	34,601	54	258	13,806	264	695	2,914	155	337	\$52,280
Louisiana	190	214	40,712	97	337	32,755	1,324			244	307	\$74,791
Maryland	116	221	25,668	81	232	17,088		419		142	304	\$43,175
Massachusetts	205	232	47,629	122	206	23,893	120	4,374	186	247	309	\$76,201
Michigan	225	175	39,295	134	214	28,389	113	27		289	235	\$67,824
Mid America	134	216	28,924	116	270	32,066	801	28,998		242	375	\$90,789
Minnesota	270	202	54,457	303	360	108,095	6,069	10,803	1,000	472	382	\$180,424
Mississippi	155	190	29,466	48	326	15,624		1,340		180	258	\$46,430
Nat. Capital Area	64	244	15,621	88	357	31,373		307		123	385	\$47,300
Nebraska	40	168	6,706	64	400	25,751		1,203		87	387	\$33,660
New Mexico	94	230	21,630	48	191	8,946		10,685		129	320	\$41,262
New York City	248	295	73,124	56	142	6,508	100	286	1,295	267	305	\$81,312
North Carolina	172	198	33,972	161	305	48,125		2,871		262	324	\$84,967
North Texas	198	223	44,237	159	299	49,332	6,264	8,421		313	346	\$108,254
Northern California	204	249	46,033	139	317	39,356	7,583	2,518	14	302	316	\$95,504
Northern Florida	46	179	8,234	33	288	8,927				69	249	\$17,160
Northern New Jersey	148	286	42,348	65	252	16,117	500	2,578	25	178	346	\$61,568
Northern Ohio	370	213	78,721	225	224	50,182		14,846	830	470	308	\$144,579
Oklahoma	112	205	22,943	147	416	62,146		9,412		249	380	\$94,501
Orange	84	167	14,070	53	286	15,658		2,757		120	271	\$32,485
Oregon	120	196	23,479	138	350	48,454	2,040	2,455	1,275	217	358	\$77,703
Palm Beach Area	125	244	30,505	105	282	30,243	750	168	1	172	359	\$61,667
Rhode Island	42	161	6,769	39	294	11,453		1,000	500	66	299	\$19,723
Rocky Mountain	204	240	48,875	169	322	53,805	660	1,971		313	336	\$105,311
San Diego City	116	206	23,915	64	217	13,750		1,320	360	145	271	\$39,345
South Carolina	98	204	20,029	69	283	19,540	962	10,655	1,711	159	333	\$52,896
Southern Florida	70	286	20,046	40	257	10,499	27	516		98	317	\$31,088
Southern Nevada	25	199	4,972	42	346	14,522				50	390	\$19,494
Southern New Jersey	119	251	29,866	78	266	20,720	1,190	609		162	323	\$52,385
Southern Ohio	85	218	18,525	68	325	22,081	395	590	433	131	321	\$42,025
South-West Texas	274	242	66,301	185	303	56,137	1,471	7,095	1,104	391	338	\$132,109
Sun Coast	117	240	28,129	89	312	27,205		935		178	316	\$56,269
Tennessee	166	197	32,784	78	290	23,139	1,378	176		194	296	\$57,477
Texas Gulf Coast	758	279	211,421	144	190	27,109	465	12,203	169	803	313	\$251,367
Upstate New York	97	218	21,141	65	270	17,553	10	1,659		120	336	\$40,364
Virginia	100	188	18,771	90	248	20,574		15,911		181	305	\$55,256
Washington State	140	211	29,586	82	267	22,045		125	90	176	295	\$51,846
Westchester / HV	73	273	19,964	45	284	12,944		2,531	734	95	381	\$36,173
Western New York	111	153	16,928	95	207	19,161	1,274	1,390	1,181	164	243	\$39,932
Western Pennsylvania	207	222	45,888	143	297	43,828		500		279	323	\$90,217
Wisconsin	91	150	13,694	110	298	32,752	344	6,406	63	160	333	\$53,259
Totals	8,813	\$219	\$1,928,346	5,970	\$286	\$1,708,314	\$47,352	\$263,386	\$25,140	12,426	\$320	\$3,972,532

Bone Marrow Drives 47,647

Total Part II Line 23 4,020,179

EIN: 13-5644916

THE LEUKEMIA & LYMPHOMA SOCIETY, INC.
SCHEDULE OF FIXED ASSETS AND DEPRECIATION
YEAR ENDED JUNE 30, 2004

FORM 990, PART II, LINE 42 AND PART IV, LINE 57b

	<u>METHOD/LIFE</u>	<u>COST</u>	<u>CURRENT DEPRECIATION</u>	<u>ACCUMULATED DEPRECIATION</u>	<u>BOOK VALUE</u>
Furniture and fixtures	Straight line over 10 years	2,339,749	234,312	1,055,502	1,284,247
Computer equipment	Straight line over 5 years	3,274,670	481,713	1,954,217	1,320,453
Software	Straight line over 5 years	1,945,856	319,843	1,380,088	565,768
Website	Straight line over 2 years	1,570,318	41,147	1,537,534	32,784
Leasehold improvements	Straight line over life of lease	781,906	132,965	361,318	420,588
		<u>9,912,499</u>	<u>1,209,980</u>	<u>6,288,659</u>	<u>3,623,840</u>

I/tax/2003/Federal/Consolidated 990/fixed assets

**The Leukemia & Lymphoma Society, Inc.
Statement of Program Service Activities
For the Year Ended June 30, 2004**

Part III, items (a), (b), (c), and (d)

(a) Research

The Leukemia & Lymphoma Society's research program is based on the belief that all scientifically sound approaches toward a cure for, or control of leukemia, lymphoma, Hodgkin's and non-Hodgkin's lymphoma and myeloma should be encouraged on a worldwide basis. The Society's grant programs are among the most prestigious in the fields of hematology and oncology.

Research grants are awarded in three program areas: **Career Development**, **Translational Research** and the **Specialized Centers of Research ("SCOR")**. As of June 30, 2004, the Society will have 353 active grantees at 124 institutions in the United States and abroad. This support will advance the understanding, treatment, and prevention of leukemia, lymphoma, Hodgkin's and non-Hodgkin's lymphoma and myeloma.

Career Development

The Leukemia & Lymphoma Society provides career development support for promising young scientists (Scholars, Special Fellows, and Fellows) pursuing careers in basic or clinical research:

- Scholarships are awarded at \$110,000 a year for a total of \$550,000 over five years.
- Special Fellowships are awarded at \$55,000 a year for a total of \$165,000 over three years.
- Fellowships are awarded at \$45,000 a year for a total of \$135,000 over three years.

Translational Research

The Translational Research program provides early-stage support for clinical research on leukemia, lymphoma, Hodgkin's and non-Hodgkin's lymphoma and myeloma, which is applied to meaningful outcomes in treatment, diagnosis, or prevention.

Translational Research Awards are made for an initial three-year period; funding for an additional two years may be provided for grants that have reached the point of an IRB-approved clinical trial, if approved by the Medical and Scientific Committee. Awards up to \$150,000 are granted each year.

**The Leukemia & Lymphoma Society, Inc.
Statement of Program Service Activities
For the Year Ended June 30, 2004**

Specialized Centers of Research (SCOR) in Leukemia, Lymphoma and Myeloma

These Center grants are awarded to a cluster of at least three research groups that interact to foster advances in the diagnosis, treatment or prevention of leukemia, lymphoma or myeloma. The SCOR grants also support scientific core laboratories to provide access to innovative technology if required by the participating research programs. The program is expected to generate new knowledge and breakthrough discoveries, leading to better survival rates and prevention measures for patients. Each Specialized Center of Research is funded up to \$1 million annually over a five-year period, to a total cost of \$5 million over five years.

The SCOR program brings together research teams working in complementary areas, each focused on the discovery of new approaches for the benefit of patients, or those at risk for developing leukemia, lymphoma, or myeloma. Awards go to those groups who best demonstrate the synergy that will occur from their close interaction. The participating scientists may be at different institutions, or from any country.

Preliminary grant applications may be submitted by November 15. Final applicants will be chosen by December 15 and asked to submit full applications by March 15 of the following year. Award decisions will be made by June 10th and recipient funding will begin funding on October 1. Experts in the field of leukemia, lymphoma, and myeloma research carefully evaluate all grant applications.

Guidelines and applications for the Society's three research programs may be obtained by contacting the Research Department at 914-949-5213, faxing to 914-949-6691 or emailing researchprograms@leukemia-lymphoma.org. Detailed instructions for proposal submissions are posted on the Society's web site, www.leukemia-lymphoma.org.

(b) Patient and Community Service

More than 712,145 people across the United States currently battle leukemia, lymphoma and myeloma. The Leukemia & Lymphoma Society offers the most comprehensive array of services to blood cancer patients and their families.

**The Leukemia & Lymphoma Society, Inc.
Statement of Program Service Activities
For the Year Ended June 30, 2004**

Family Support Groups

The Society has developed more than 400 Family Support Groups at 61 chapters throughout the country. The Society also has more than 800 volunteer support group facilitators with backgrounds in oncology nursing or social work. Groups are guided by two volunteer oncology health professionals, and provide information and support, and encourage greater communication among patients, families, friends, and healthcare professionals.

- 8,190 participants in Family support groups

First Connection

First Connection is a program that links newly diagnosed patients to a peer volunteer who has experienced a similar diagnosis. A trained patient-volunteer currently in remission phones (or visits) the new patient to share information and support. This program is available through Society chapters.

- 5,500 "First Connections" in 2004

Cancer : Keys to Survivorship

In cooperation with the National Coalition for Cancer Survivorship, and supported by an educational grant from Ortho Biotech Products, L.P., the Society has developed a special program that addresses four major areas of cancer education. Cancer survivors can learn about: self-empowerment for living with and beyond cancer; communication with healthcare providers and loved ones; understanding employment rights as a cancer survivor; and understanding health insurance issues. All of the Cancer: Keys to Survivorship modules are now accessible as Web cast programs.

- More than 38,000 participants since 1997

Patient Financial Aid Program

For more 31 years, the Society has helped patients demonstrating significant need to obtain financial assistance to cover a portion of their treatment costs. Through the **Patient Financial Aid Program**, reimbursement of up to \$500 per year helps cover the costs of transportation, drugs, and various treatments not covered by insurance. Patient Financial Aid funds are subject to availability.

- 12,400 Patient Aid recipients in 2004

**The Leukemia & Lymphoma Society, Inc.
Statement of Program Service Activities
For the Year Ended June 30, 2004**

The Trish Greene Back to School Program for Children with Cancer

This program is designed to increase communication among healthcare professionals, parents, patients and school personnel to assure youngsters a smooth transition from active treatment back to school. Printed literature, videos, and other materials to aid the process are available through all local chapters.

Cancer Clinical Trials Education Series

The Cancer Clinical Trials Education Series was designed by the National Cancer Institute to improve access to current and accurate information about cancer clinical trials for patients, families and healthcare professionals. Utilizing this resource, the Society provides patients and their families with the latest information on important clinical trials.

Meet the Expert on Non-Hodgkin Lymphoma

This program provides patients and their families with basic information on terminology, risk factors, diagnosis, staging and classification of non-Hodgkin lymphoma (NHL). New insights, treatments and future directions for NHL are also part of the discussion.

Educational Materials

An extensive collection of education materials is offered free-of-charge to patients and health professionals. Each year, the Society distributes booklets, brochures, videos and posters through the Information Resource Center and local Society chapters. Many materials are also available to view and download on the Society's Web site at www.LLS.org. Downloadable materials are available in English, Spanish, French, and Portuguese.

- Approximately 1,000,000 booklets, brochures, videos and posters distributed each year

Teleconference & Webcasts

The Society sponsors teleconferences and Web casts for patients and caregivers and health care professionals on leukemia, lymphoma and myeloma and survivorship issues. A calendar of these free events, and archives of past events, are available in the "Learn from the Experts" section of Society's Web site, www.LLS.org

- 44,784 Web cast and teleconference program participants in 2004

**The Leukemia & Lymphoma Society, Inc.
Statement of Program Service Activities
For the Year Ended June 30, 2004**

(c) Public Health Education

The Leukemia & Lymphoma Society continues to meet the needs of the public through its **Information Resource Center** and **The Society's Website**.

Information Resource Center

The Information Resource Center (IRC) provides information and resources useful to patients, their families, and healthcare professionals, and is staffed by master's level oncology social workers, nurses and health educators. Fact sheets for frequently asked questions and a referral database to other helping organizations are available. Patients, families and professionals may call the Information Resource Center, toll free number at 1-800-955-4572, Monday through Friday, 9 a.m. to 6 p.m., ET or email to infocenter@lls.org

- 55,000 calls and e-mails in 2004
- Translations available in more than 140 languages

Internet

The Society's Web site, www.LLS.org, serves a wide variety of education and information needs. Users can personalize their LLS Web pages to keep current with disease specific updates and local chapter education, support and event activities. The site features a comprehensive overview of the Society's programs and services, Family Support Group locations, information about our peer-to-peer program, First Connection and other programs.

- 661,337 unique visits to patient services/disease information pages in 2004
- Web pages available in English, Spanish, French and Portuguese

(d) Professional Education

The Society also serves the educational needs of the medical and research community through a number of **professional education** symposia offered throughout the year. The educational program offers varying formats to facilitate the exchange of information and ideas on the newest developments in cancer research and treatment.

EIN: 13-5644916

LEUKEMIA & LYMPHOMA SOCIETY, INC.
SCHEDULE OF INVESTMENTS
(AT FAIR VALUE)
JUNE 30, 2004

PART IV, LINE 54 - SECURITIES

Money market funds	\$	24,873,680
Corporate notes and bonds		13,027,171
Common stock and mutual funds		28,308,770
U S Government obligations		<u>17,384,881</u>
	\$	<u>83,594,502</u>

PART IV, LINE 55a - BUILDINGS

<u>Share of Investment in Rental Property</u>	\$	<u>42,001</u>
---	----	---------------

Line 56 (990) - Other Investments

Check one box to indicate how investments are listed.

☒ Cost

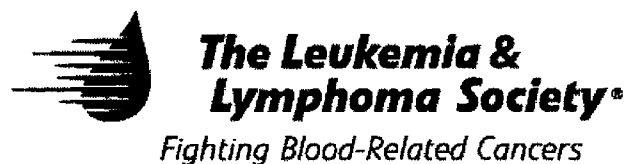
☐ End of year market value (FMV)

		Book value	Beginning	End
		Cost	Cost	Cost
1	Interest In Perpetual Trust	1	16,000	16,000
2		2		0
3		3		0
4		4		0
5		5		0
6		6		0
7		7		0
8		8		0
9		9		0
10		10		0
11	Total other investments	11	0	16,000

**The Leukemia & Lymphoma Society, Inc.
Additional Officer/Key Employees
For the Year Ended June 30, 2004**

Part V - 990

Name and Address	Time Devoted to Position	Compensation	Contributions to Employee Benefit Plan	Expense Account And Other Allowances
Dwayne Howell 1311 Mamaroneck Ave White Plains, NY 10605 President & CEO	Full Time	361,250	42,225	N/A
John Walter 1311 Mamaroneck Ave White Plains, NY 10605 Executive Vice President & CFO	Full Time	203,500	33,421	N/A
	Total	<u>564,750</u>	<u>75,646</u>	



Part V – 990

THE LEUKEMIA & LYMPHOMA SOCIETY

2004 NATIONAL BOARD OF TRUSTEES

JANUARY 2004

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Vice Chairman for Medical
and Scientific Affairs

Beverly S. Mitchell, MD

Vice Chairman

David Frantze

Secretary/Treasurer

Thomas L. Fitzpartick

(Complete list of members follows)

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Part VI (Form 990)
Line 77

NATIONAL BYLAWS
OF
The Leukemia & Lymphoma Society, Inc.
a New York Not-for-Profit Corporation

Amended and Restated as of January 1, 2001,
Amended June 30, 2001,
and
Amended and Restated as of November 6, 2003

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I NAME/PURPOSES.....	1
Section 1. Name.....	1
Section 2. Purposes	1
Section 3. Basis of Operation	1
ARTICLE II OFFICES.....	1
Section 1. Principal Office.....	1
Section 2. Other Offices.....	2
ARTICLE III MEMBERSHIP.....	2
Section 1. Members.....	2
Section 2. Deprivation or Suspension of Membership.....	2
Section 3. Voting	2
Section 4. Transfer of Membership.....	2
Section 5. Annual Meeting of Members	2
Section 6. Special Meetings of Members.....	2
Section 7. Adjourned Meetings.....	3
Section 8. Waiver of Notice	3
Section 9. Quorum.....	3
Section 10. Action by Members	3
Section 11. Action Without a Meeting	3
Section 12. Presiding Officer and Secretary	3
Section 13. Proxies.....	3
ARTICLE IV NATIONAL BOARD OF TRUSTEES.....	3
Section 1. Powers.....	3
Section 2. Composition of Board	4
A. Class A Trustees.....	4
B. Class B Trustees.....	4
C. Class C Trustees.....	4
D. Life Members	4
E. Trustees Emeritus	4
Section 3. Term of Office	4
A. Class A Trustees.....	4
B. Class B Trustees.....	5
C. Trustees at Large	5
Section 4. Nomination and Election	5
A. Class A Trustees.....	5
B. Class B Trustees.....	5
C. Trustees at Large	5
Section 5. Voting	6
Section 6. Resignations.....	6
Section 7. Removal	6
Section 8. Meetings of the Board.....	6
Section 9. Waiver of Notice	6
Section 10. Quorum.....	6
Section 11. Action by Board	6
Section 12. Meetings by Telephone, etc.	6
Section 13. Action Without a Meeting	6

	<u>Page</u>
Section 14. Vacancies	7
Section 15. Committees.....	7
A. Standing Committees	7
(1) Administration Committee.....	7
(2) Audit Committee	7
(3) Chapter Development Committee	9
(4) Finance Committee.....	9
(5) Fund Raising Committee	9
(6) Medical and Scientific Committee	9
(7) Nominating Committee.	10
(8) Patient Services Committee.....	11
B. Special Committees	11
C. Executive Committee	12
D. Ad Hoc and Standing Committees.....	12
E. Quorum.....	12
Section 16. President; Other Employed Officers	12
Section 17. Rights of Inspection	12
 ARTICLE V OFFICERS.....	 12
Section 1. Election of Officers.....	12
Section 2. Removal and Resignation	13
Section 3. Vacancies	13
Section 4. Chairperson	13
Section 5. Vice Chairperson	13
Section 6. Vice Chairperson for Medical and Scientific Affairs	13
Section 7. Secretary/Treasurer	13
 ARTICLE VI CHAPTERS	 14
Section 1. Establishment	14
Section 2. Rules and Regulations.....	14
Section 3. Suspension and Revocation	14
Section 4. Funds, Monies and Contributions.....	14
A. Remittances	14
B. Bank Resolutions	14
C. Loans	14
D. Signatures.....	14
E. Contracts.....	15
Section 5. Employees	15
Section 6. Divisions and Regions	15
 ARTICLE VII OTHER PROVISIONS	 15
Section 1. Endorsement of Documents; Contracts.....	15
Section 2. Representation of Shares of Other Corporations	15
Section 3. Fiscal Year, Books and Records	15
Section 4. Notice	15
Section 5. Corporate Seal.....	16
Section 6. Procedure at Meetings.....	16
Section 7. Annual Report.....	16
Section 8. Amendment	16
Section 9. Severability	16
Section 10. Effective Date	16

	<u>Page</u>
ARTICLE VIII INDEMNIFICATION	16
Section 1. Indemnification of Trustees and Officers	16
Section 2. Indemnification of Others	17
Section 3. Advances or Reimbursement of Expenses	17
Section 4. Interpretation.....	17
Section 5. Indemnification Right	17
Section 6. Limitation	17
ARTICLE IX TRANSITIONAL PROVISIONS.....	18
Section 1. Appendix to these Bylaws, Transition.....	18
Section 2. Trustees Elected at the 2003 Annual Meeting of Members	18
Section 3. Trustees Elected at the 2003 Annual Meeting of the Board.....	18
Section 4. Officers Elected at the 2003 Annual Meeting of the Board	18
Section 5. Elimination of Certain Elections in 2004	18
Section 6. Life Member.....	18
Section 7. Nomination and Election of 32 Elected Directors	18
Section 8. Qualification Criteria for Initial Directors	18
Section 9. Nominations of Initial Directors; Notice.....	19
Section 10. Additional Nominations of Initial Directors; Notice	19
Section 11. Election of Initial Directors.....	20
A. In General	20
B. Ballots and Tabulation.....	20
Section 12. Initial Elected Board Development Committee Members	21
Section 13. Election of Initial Representatives	22
A. Action by Members.....	22
B. Certification by Nominating Committee	22
Section 14. Initial Elected BOR Officers.....	22
Section 15. Initial BOD Officers Until June 30, 2005	23
APPENDIX	

**NATIONAL BYLAWS
OF
THE LEUKEMIA & LYMPHOMA SOCIETY, INC.
a New York Not-for-Profit Corporation
Amended and Restated as of January 1, 2001**

**ARTICLE I
NAME/PURPOSES**

Section 1. Name. This Corporation shall be known as The Leukemia & Lymphoma Society, Inc. ("**Corporation**").

Section 2. Purposes. The Corporation shall have the following purposes:

A. To support research into the causes, treatments, and cure of blood-related cancers, including leukemia, lymphoma, Hodgkin's disease and myeloma;

B. to organize and conduct educational programs and disseminate information to and for the medical and scientific community and the public at large as to the continuing developments in the prevention, diagnosis and treatment of blood-related cancers, including leukemia, lymphoma, Hodgkin's disease and myeloma;

C. to provide financial assistance to patients suffering from blood-related cancers, including leukemia, lymphoma, Hodgkin's disease and myeloma;

D. to support community service programs for patients suffering from blood-related cancers, including leukemia, lymphoma, Hodgkin's disease and myeloma, and their families; and

E. to solicit contributions and to advocate for government funding to carry out the Corporation's stated purposes.

Section 3. Basis of Operation. The Corporation is formed under the New York Not-for-Profit Corporation Law and is operated on a not-for-profit basis. No part of its earnings, dividends or other profits shall inure to the benefit of any Member (as defined in Article III, Section 1) or individual and no substantial part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation.

**ARTICLE II
OFFICES**

Section 1. Principal Office. The Corporation's principal office ("**Home Office**") shall be fixed and located at such place as the National Board of Trustees of the Corporation ("**Board**") shall determine from time to time. The Board is granted full power and authority to change the principal office from one location to another.

Section 2. Other Offices. Other offices may be established at any time by the Board at any place or places.

ARTICLE III

MEMBERSHIP

Section 1. Members. The "**Members**" of the Corporation shall consist of each chapter (other than a provisional chapter) of the Corporation. Each such Member shall be represented by one delegate, who shall be elected by the chapter at its annual meeting and who shall be a member of the chapter's board of trustees. Written notice of such election shall be delivered to the Home Office of the Corporation prior to each annual meeting of the Members. The delegate's term of office shall commence on the date of election, and shall terminate upon the later to occur of the election of such delegate's successor and the end of the Corporation's fiscal year for which such delegate shall have been elected.

Section 2. Deprivation or Suspension of Membership. Any Member may be deprived of membership in the Corporation or may be suspended or reinstated as a Member by the Board with or without cause. All rights, powers and privileges of any Member shall cease upon the revocation or suspension of the Member's membership.

Section 3. Voting. Each Member shall be entitled to one vote at all meetings of Members. Such vote may be cast by the Member's delegate in person or by written proxy duly executed by the president or other duly authorized officer of the Member.

Section 4. Transfer of Membership. Membership in the Corporation shall not be transferable.

Section 5. Annual Meeting of Members. The annual meeting of the Members of the Corporation shall be held each year. Notice of the time, place and purposes of such meeting shall be given to each Member. All references in these Bylaws to an annual meeting shall include any special meeting held in lieu of an annual meeting.

Section 6. Special Meetings of Members. A special meeting of the Members may be called at any time by the Board or by the Chairperson, and a special meeting of the Members shall be called by the Secretary/Treasurer upon the written request of at least twenty percent of the Trustees. A special meeting of the Members also shall be called upon written request of Members entitled to cast at least ten percent of the total number of votes entitled to be cast at such meeting, specifying the date of such meeting, which shall be not less than two months nor more than three months after the date of such written request. Upon receiving the written request of such Members, the Secretary/Treasurer shall give notice of such meeting, or if the Secretary/Treasurer fails to do so within five Business Days after such receipt, any Member signing such request may give the notice. (A "**Business Day**" is any day other than a Saturday, Sunday or federal holiday.) Such notice shall state the purposes of the proposed meeting. Any special meeting shall be held at the principal office of the Corporation, and at such time as may be designated in the notice of the meeting. Only such business as is related to the purposes set forth in the notice may be transacted at any special meeting, but any special meeting may be called and held in conjunction with, and at the same place as, an annual meeting of the Members.

Section 7. Adjourned Meetings. If a quorum of the Members is present when a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken; otherwise notice shall be given. At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

Section 8. Waiver of Notice. Notice of any meeting of Members need not be given to any Member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, by delegate or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such Member. A waiver of notice need not specify the purposes of any meeting of the Members.

Section 9. Quorum. The presence in person or by proxy of a majority of the Members shall constitute a quorum. A majority of the Members present in person or by proxy may adjourn any meeting to another time or place, whether or not a quorum is present.

Section 10. Action by Members. The act of a majority of the Members present at a meeting in person or by proxy, at which a quorum is present, shall be sufficient to take any action, except as otherwise expressly required by law, by the Certificate of Incorporation of the Corporation ("**Articles**"), or by these Bylaws.

Section 11. Action Without a Meeting. Whenever the Members are required or permitted to take any action by vote at a meeting, such action may be taken without a meeting on unanimous written consent, setting forth the action so taken, signed by all of the Members entitled to vote thereon.

Section 12. Presiding Officer and Secretary. At any meeting of the Members, if neither the Chairperson nor a Vice Chairperson, nor a person designated by the Board to preside at the meeting shall be present, the Members present shall appoint a presiding officer for the meeting. If the Secretary/Treasurer shall not be present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

Section 13. Proxies. Every Member entitled to vote at a meeting of Members may authorize another to act for such Member by proxy, but no person other than a chapter trustee (other than a provisional chapter trustee) or a national Trustee shall be so authorized. Every proxy shall be signed by the president or other duly authorized officer of the Member. No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable by the Member executing it, except as otherwise provided by law. Proxies shall be delivered to the Secretary/Treasurer.

ARTICLE IV

NATIONAL BOARD OF TRUSTEES

Section 1. Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of

the activities of the Corporation to any person or persons, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The Board shall have all powers as are necessary, appropriate or incidental to conduct and manage the affairs of the Corporation, including all powers granted to the Corporation by any law applicable to it.

Section 2. Composition of Board. The Board shall be composed of the following categories of members of the Board ("*Trustees*"):

A. *Class A Trustees* - Not to exceed one individual from each chapter (other than a provisional chapter), each of whom must reside within, be employed within or be physically present for a significant period of time within the geographical boundaries of such chapter at the time of his or her election. If a Class A Trustee permanently resides outside the geographical boundaries of such chapter subsequent to his or her election and prior to the expiration of his or her term, such Class A Trustee shall be deemed to have resigned as a Class A Trustee upon the commencement of permanent residence outside the geographical boundaries of such chapter unless the trustees of such chapter determine to retain him or her as a Class A Trustee for the balance of the term.

B. *Class B Trustees* - Not to exceed nine individuals representing the Medical and Scientific community, one of whom shall be the chairperson of any advisory subcommittee which reviews grant applications and recommends to the Medical and Scientific Committee individuals eligible for grant awards.

C. *Class C Trustees (also called Trustees at Large)* - Not to exceed 36 individuals, each of whom must contribute resources or expertise to the Corporation.

(1) Up to six Trustees at Large shall have had no recent involvement within the Corporation as a national Trustee or a chapter trustee.

(2) Up to 30 Trustees at Large may have prior involvement within the Corporation in any capacity.

D. *Life Members* - Those Trustees who have served as President of the Corporation prior to January 1, 1988, or as Chairperson of the Board after January 1, 1988.

E. *Trustees Emeritus* - Any former member of the Board shall be eligible to be elected as a Trustee Emeritus of the Corporation. Such individuals shall be nominated by the Nominating Committee and voted upon by the Executive Committee or by the Board. A Trustee Emeritus may attend and participate in meetings of the Board but shall not have the right to vote at any such meetings.

Section 3. Term of Office.

A. *Class A Trustees.* Class A Trustees shall serve for a term of two years, with a maximum of three consecutive two-year terms. A Class A Trustee who has served three consecutive terms or portions of a term may not be nominated as a Class A

Trustee until two years have elapsed from the end of his or her last term. There shall be only one Class A Trustee from a chapter serving on the Board at any given time.

B. Class B Trustees. Class B Trustees shall serve for a term of two years, with a maximum of three consecutive two-year terms. A Class B Trustee who has served three consecutive terms or portions of a term may not be nominated as a Class B Trustee until two years have elapsed from the end of his or her last term.

C. Trustees at Large. Trustees at Large shall serve for a term of two years, with a maximum of three consecutive two-year terms. A Trustee at Large who has served three consecutive terms or portions of a term may not be nominated as a Trustee at Large until two years have elapsed from the end of his or her last term.

Section 4. Nomination and Election. From those individuals nominated by the Nominating Committee and those individuals nominated from the floor at a meeting of the Members or at a meeting of the Board, as the case may be, the Board shall be elected as follows:

A. Class A Trustees. Class A Trustees shall be elected for two-year terms. Election of a Class A Trustee to complete an unexpired two-year term as a result of a vacancy shall occur in the year in which the vacancy occurs if such vacancy occurs prior to May 31 of the first year of a two-year term; otherwise the election of a Class A Trustee to complete an unexpired term may occur at any time prior to the expiration of the two-year term as determined by the Chairperson. All recommendations for the nomination of Class A Trustees to be elected at the annual meeting of the Members shall be made by the Members with a limit of one recommendation from each Member. All such recommendations shall be accompanied by biographical data, and submitted to the Nominating Committee before July 31 of each year in which an election of Class A Trustees shall occur. By September 1 following, the Nominating Committee shall cause to be submitted to all Members a listing of those persons and their biographical data who are nominated by the Nominating Committee. Class A Trustees shall be elected by the Members at the annual meeting of the Members, to take office January 1 of the following year.

B. Class B Trustees. Class B Trustees shall be elected for two-year terms. Election of a Class B Trustee to complete an unexpired two-year term as a result of a vacancy shall occur in the year in which the vacancy occurs if such vacancy occurs prior to May 31 of the first year of a two-year term; otherwise the election of a Class B Trustee to complete an unexpired term may occur at any time prior to the expiration of the two-year term as determined by the Chairperson. Class B Trustees shall be nominated by the Nominating Committee and elected by the Board each year in which an election of Class B Trustees shall occur at the annual meeting of the Board, to take office January 1 of the following year.

C. Trustees at Large. Trustees at Large shall be elected for two-year terms. Election of a Trustee at Large to complete an unexpired two-year term as a result of a vacancy shall occur in the year in which the vacancy occurs if such vacancy occurs prior to May 31 of the first year of a two-year term; otherwise the election of a Trustee at Large to complete an unexpired term may occur at any time prior to the expiration of the two-year term as determined by the Chairperson. Trustees at

Large shall be nominated by the Nominating Committee and elected by the Board each year in which an election of Trustees at Large shall occur at the annual meeting of the Board, to take office January 1 of the following year.

Section 5. Voting. Except as provided by law, by the Articles or by these Bylaws, each Trustee shall be entitled to one vote at all meetings of the Board.

Section 6. Resignations. Any Trustee may resign at any time by delivering a written resignation to the Board or to the Chairperson or to the Secretary/Treasurer. Any resignation shall take effect at the time specified in such resignation or at any later time specified therein, and the acceptance of the resignation shall not be necessary to make the resignation effective.

Section 7. Removal. Any Trustee may be removed for cause by the Board after giving notice of the reasons for removal to each Trustee, and after a hearing and a vote of two-thirds of the Trustees present at a meeting, provided there is a quorum of not less than a majority of all Trustees (excluding Trustees Emeritus) present at the Board meeting at which such action is taken.

Section 8. Meetings of the Board. The annual meeting of the Board shall be held at the same place and in the same week as the annual meeting of the Members. Regular or special meetings of the Board shall be held at such times and in such places as may be determined by the Board. Special meetings of the Board shall also be held at the principal office of the Corporation upon the request of the Chairperson or at the written request of at least twenty percent of the Trustees. Not less than three meetings of the Board shall be held every year. Notice of any meeting of the Board shall be given to all Trustees.

Section 9. Waiver of Notice. Notice of any meeting of the Board need not be given to any Trustee who submits a signed waiver of notice whether before or after the meeting, nor to any Trustee who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. A waiver of notice need not specify the purpose of any special meeting of the Board.

Section 10. Quorum. The presence of one-third or more of the Trustees then in office shall constitute a quorum. A majority of the Trustees present may adjourn any meeting to another time and place, whether or not a quorum is present.

Section 11. Action by Board. Except as otherwise expressly required by law, by the Articles or by these Bylaws, a majority of the Trustees present at a meeting at which a quorum is present shall be sufficient to take any action.

Section 12. Meetings by Telephone, Etc. Any one or more Trustees or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 13. Action Without a Meeting. Whenever the Trustees are required or permitted to take any action by vote at a meeting, such action may be taken without a meeting

on unanimous written consent, setting forth the action so taken, signed by all of the Trustees entitled to vote thereon.

Section 14. Vacancies. Vacancies occurring in the membership of the Board, from whatever cause arising, may be filled by the Board, and the Trustees so elected shall serve for the unexpired terms of the Trustees replaced. Recommendations to fill vacancies in any category of Trustees must be submitted to the Nominating Committee for its review and approval prior to action by the Board.

A vacancy in the Board shall be deemed to exist in case of the death, resignation or removal of any Trustee, if the authorized number of Trustees is increased, or if positions for the authorized number of Trustees are not entirely filled. Notwithstanding the provisions of Section 7 of this Article IV, the Board may declare vacant the office of a Trustee for whom a guardian or conservator has been appointed or who has been convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under these Bylaws.

No reduction of the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration of the Trustee's current term of office.

Section 15. Committees. The Corporation shall have the following committees. Except as specifically provided to the contrary in this Section 15, their members and chairpersons shall be appointed by the Chairperson with the approval of the Board.

A. *Standing Committees*

(1) *Administration Committee.* The Administration Committee recommends strategic policy and direction and provides oversight, evaluation and support for the Corporation's administrative, human resources, and risk management practices and procedures; its information systems and technologies; its legal affairs; and as directed by the Board, its legal corporate structure. The Administration Committee or a subcommittee of the Administration Committee shall review and recommend to the Board the compensation of those full-time employees of the Corporation who have employment contracts.

(2) *Audit Committee.* The Audit Committee shall be composed of independent Trustees and shall:

(a) recommend the firm to be employed as the Corporation's independent auditor, and review and approve the discharge of any such firm; and review and approve the independent auditor's compensation, the terms of its engagement by the Corporation, and the independence of such auditor;

(b) review, in consultation with the independent auditor, the result of each independent audit of the Corporation, the report of the auditor, any related management letter, and management's responses to the recommendations made by the independent auditor in connection with the audit;

(c) review, in consultation with the independent auditor and management, the Corporation's annual financial statements, any report or

opinion rendered by the independent auditor in connection with those financial statements, and any dispute between management and the independent auditor that arose in connection with the preparation of those financial statements; and review and report to the Board with respect to the financial portions of the Corporation's annual report;

(d) review, before or after publication, the Corporation's periodic interim unaudited financial statements;

(e) consider, in consultation with the independent auditor, the scope and plan of forthcoming external audits;

(f) consider, in consultation with the independent auditor and the chief internal auditor, if any, the adequacy of the Corporation's internal accounting controls;

(g) consider, when presented by the independent auditor or otherwise, material questions of choice with respect to the choice of appropriate accounting principles and practices to be used in the preparation of the Corporation's financial statements;

(h) review the expense accounts and perquisites of officers and senior staff and the Corporation's compliance with its conflict of interest policy and code of ethical conduct;

(i) have power to inquire into any financial matters in addition to those set forth in clauses (a) through (h) above; and

(j) perform such other functions as may be assigned to it by law, these Bylaws or the Board.

In order to be considered to be independent for purposes of this subsection A(2), a member of the Audit Committee may not be employed by the Corporation and may not, other than in his or her capacity as a member of the Audit Committee, the Board or any other committee, accept any consulting, advisory or other compensatory fee from the Corporation or any entity affiliated with the Corporation.

At least one member of the Audit Committee (who may be its chairperson) shall qualify as an audit committee financial expert (defined as a person who has the following attributes: (i) an understanding of generally accepted accounting principles and financial statements; (ii) the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising one or more persons engaged in such activities; (iv) an understanding of internal controls and procedures for financial reporting; and (v) an understanding of audit committee functions).

(3) **Chapter Development Committee.** The Chapter Development Committee recommends strategic policy and direction, and provides oversight, evaluation, and support for chapter performance and development as the volunteer liaison body of the Board to volunteer and staff leadership of chapters.

(4) **Finance Committee.** The Finance Committee recommends strategic policy and direction, provides oversight, evaluation, and support for all significant financial matters affecting the Corporation; recommends and monitors the Corporation's annual budget and financial procedures, records, and internal reports; recommends funding parameters for program and non-program expenditures; and provides guidance and support to professional staff and chapters on financial management.

(5) **Fund Raising Committee.** The Fund Raising Committee recommends strategic policy and direction, provides oversight and evaluation, and supports the development of fund raising campaigns directed to individuals, corporations and foundations.

(6) **Medical and Scientific Committee.**

(a) The Medical and Scientific Committee reviews periodically and makes recommendations to the Board as to the Corporation's medical and scientific affairs including, but not limited to, its research policies. The Vice Chairperson for Medical and Scientific Affairs shall be the chairperson of the Medical and Scientific Committee and shall serve as an ex-officio member of all subcommittees of the Medical and Scientific Committee. The members of the Medical and Scientific Committee may, but need not, be members of the Board.

(b) The Medical and Scientific Committee recommends to the Board for its approval all funding for research grant awards made by the Corporation, specifying a dollar amount for each category of awards within the guidelines established by the Board from time to time.

(c) No person shall serve on the Medical and Scientific Committee for more than two consecutive three-year terms, but such person shall again be eligible to be appointed as a Medical and Scientific Committee member for a term commencing at least three years after the end of his or her last Medical and Scientific Committee term.

(d) The Medical and Scientific Committee, with the aid of the Chairperson and with the consent of the Board, shall appoint one or more advisory subcommittees, which subcommittees shall consist of experts in the field of medical and scientific research who may, but need not, be members of the Board. These subcommittees shall review the grant applications and recommend to the Medical and Scientific Committee individuals eligible for grant awards. No person shall serve on a subcommittee for more than two consecutive three-year terms, but such person shall again be eligible to be appointed as a subcommittee member for a term commencing at least three years after the end of his or her last such term.

(e) The chairperson of each subcommittee shall be nominated by the Medical and Scientific Committee, subject to the approval and appointment by the Chairperson of the Board.

(f) The Medical and Scientific Committee makes recommendations to the Nominating Committee as set forth in these Bylaws.

(7) *Nominating Committee.*

(a) The Nominating Committee shall consist of nine individuals all of whom must be Trustees, and each of whom shall serve for a term of one year, with a maximum of three consecutive one-year terms. A member of the Nominating Committee who has served three consecutive terms or portions of a term may not be nominated as a member of the Nominating Committee until one year has elapsed from the end of his or her last term. Four members of the Nominating Committee shall be appointed by the Chairperson, and five members of the Nominating Committee shall be elected by the Board at the annual meeting of the Board, following the election of Officers (as defined in Article V, Section 1) and Trustees. Prior to such meeting, the then existing Nominating Committee shall prepare nominations for election of the five members to the next year's Nominating Committee.

(b) The Nominating Committee in any given year may not nominate any of its members for election as an Officer or Executive Committee member in that year's election, but may nominate any of its members for election as a Trustee or as a member of the next year's Nominating Committee. However, any Nominating Committee member who resigns from the Nominating Committee by May 1 before that year's election shall be eligible to be the Nominating Committee's nominee as an Officer or Executive Committee member in that election. Nominating Committee members shall be eligible to be appointed by the Chairperson to the Executive Committee or any other appointed position, except that the Chairperson may not appoint a Nominating Committee member to the Executive Committee if that would result in a majority of the Nominating Committee members concurrently serving on the Executive Committee.

(c) A vacancy in an elected position on the Nominating Committee may be filled by the remaining members of the Nominating Committee, acting by majority vote of the members of the Nominating Committee who are present at a meeting at which a quorum is present. A vacancy shall be deemed to exist if such elected member is removed as a Trustee for cause by the Board pursuant to Section 7 of this Article IV, or if he or she is no longer acting as a Trustee as provided in Section 14 of this Article IV. The member elected to fill the vacancy shall serve for the unexpired term of the member replaced.

(d) The Nominating Committee recommends strategic policy and direction, provides oversight and evaluation, and recommends candidates to the Board for election as members and Officers of the Board,

based on the candidates' potential for "value added" in time, talent and treasury to the advancement of the Corporation's mission and the achievement of its goals.

(e) The Nominating Committee shall nominate for any election for the following offices or positions: (i) Chairperson, one nominee; (ii) Vice Chairperson, one nominee; (iii) Vice Chairperson for Medical and Scientific Affairs, one nominee; (iv) Secretary/Treasurer, one nominee; (v) Executive Committee, seven nominees; and (vi) Nominating Committee, five nominees.

(f) The Nominating Committee shall complete all of its nominations for Chairperson (if applicable), Vice Chairperson, Vice Chairperson for Medical and Scientific Affairs, Secretary/Treasurer, Executive Committee and Nominating Committee (collectively, "***Elected Positions***") not later than the month of August preceding each annual election and shall give written notice of all such nominees to all Trustees within 15 days thereafter ("***Nominations Notice***").

(g) It is recommended that any Trustee who intends to be nominated from the floor for any Elected Position at any annual election should notify the chairperson of the Nominating Committee in writing of such intention after the Nominations Notice and not later than a date ("***Due Date***") which is the earlier of (i) the next October 1 or (ii) 30 days before the election date, accompanied by such Trustee's biographical data and two letters of support from other Trustees of any category (excluding Nominating Committee members). The chairperson of the Nominating Committee shall cause copies of any materials so received to be submitted to all Trustees within 10 days after the Due Date. Nothing in this paragraph (g) shall impair the right of Trustees to make nominations from the floor.

(8) ***Patient Services Committee.*** The Patient Services Committee leads the Corporation's efforts to provide support programs for patients and their families and assistance to help them meet the costs of treatment. The Patient Services Committee formulates strategic policy and direction, provides oversight, evaluation, and recommendations to the Board, and supports professional staff and chapters in the development and implementation of the Corporation's services for patients and their families, with emphasis on family support groups, patient aid, marrow donor drives and information services. The members of the Patient Services Committee may, but need not, be members of the Board.

B. *Special Committees.* The Board shall have the power to appoint committees of one or more Trustees and such other individuals as the Board shall determine for the furtherance of the objectives and purposes of the Corporation and to delegate to such committees those powers which, in its discretion, it feels are necessary and desirable. Such committees will appoint their own chairpersons. A quorum shall be two members (except for committees of one). Such committees shall report to the Board as requested by the Board.

C. Executive Committee.

(1) There shall be an Executive Committee consisting of the Chairperson, the two Vice Chairpersons, the Secretary/Treasurer, no more than nine individuals appointed by the Chairperson, and no more than seven individuals elected by the Board at each annual meeting of the Board.

(2) The Executive Committee shall be a continuing committee to conduct the business of the Corporation between regular meetings of the Board, and shall meet whenever necessary upon not less than 10 days' notice.

(3) A vacancy in an elected position on the Executive Committee may be filled by the remaining members of the Executive Committee, acting by majority vote of the members of the Executive Committee who are present at a meeting at which a quorum is present. An elected member of the Executive Committee may be removed for cause by the Board as provided in Section 7 of this Article IV, and a vacancy shall be deemed to exist if such elected member is removed for cause. A vacancy also shall be deemed to exist upon the occurrence of any of the events set forth in Section 14 of this Article IV with respect to such member. The member elected to fill the vacancy shall serve for the unexpired term of the member replaced.

D. Ad Hoc and Standing Committees. The Board or the Chairperson may designate one or more other ad hoc committees. The Board may designate one or more other standing committees.

E. Quorum. Except as otherwise specifically provided in these Bylaws, the presence of one-third or more of the members of any committee shall constitute a quorum of that committee. A majority of the committee members present may adjourn any meeting to another time and place, whether or not a quorum is present.

Section 16. President; Other Employed Officers. The Board shall engage a President of the Corporation whose duties and powers shall be determined by the Board. The President shall not be a delegate of a Member, a chapter trustee or a national Trustee, but shall be an employee of the Corporation. The President may designate one or more executive vice presidents, senior vice presidents, vice presidents or other titled officers, who shall not be a Trustee or a trustee of a Division or chapter, but who shall be an employee of the Corporation; provided, that no one so designated by the President shall have any authority to sign any document described in Article VII, Section 1 without the consent of the Board.

Section 17. Rights of Inspection. Every member of the Board shall have the right at any reasonable time, and for any proper purpose, to inspect and copy (at the member's expense) all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

ARTICLE V
OFFICERS

Section 1. Election of Officers. At each annual meeting of the Board, the Trustees shall elect from among the members of the Board a Chairperson ("**Chairperson**" or "**Chairperson of the Board**"). At the annual meeting of the Board every second year, the

Trustees shall elect from the members of the Board a Vice Chairperson, a Vice Chairperson for Medical and Scientific Affairs and a Secretary/Treasurer (collectively with the Chairperson, "**Officers**" or "**Officers of the Board**"). The individual selected for each office shall serve a term of two years, to take office January 1 of the following year, except that the Chairperson shall serve a term of one year, to take effect January 1 of the year following the election. No more than one office may be held by the same person, and no Officer may serve more than two consecutive terms in the same office. An Officer who has served two consecutive terms in the same office may not be elected to that office until two years have elapsed from the end of his or her last term.

Section 2. Removal and Resignation. Any Officer may be removed for cause by the Board after giving notice of the reasons for removal to the Officer and to each Trustee, and after a hearing and a vote of two-thirds of the Trustees present at a meeting.

Any Officer may resign at any time by delivering a written resignation to the Corporation's Chairperson, President or Secretary/Treasurer (but not to himself or herself if resigning from any of those offices). Any resignation shall take effect at the date of the receipt of such resignation or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 4. Chairperson. This individual shall preside at all meetings of the Board. Except as specifically provided to the contrary in these Bylaws, the Chairperson shall have the power to call special meetings, to appoint all chairpersons and members of all committees as set forth in these Bylaws and to make such other appointments as he or she may deem necessary, subject to approval of the Board. The Chairperson shall be an ex-officio member of every committee with the exception of the Nominating Committee.

Section 5. Vice Chairperson. The Vice Chairperson, in the absence or incapacity of the Chairperson, may perform the duties of the Chairperson. The Vice Chairperson shall perform such other duties as may be authorized from time to time by the Board.

Section 6. Vice Chairperson for Medical and Scientific Affairs. This individual will advise and assist in the development of the Corporation's research support, professional education and all other medical activities. In addition he or she will assist in preparation of information materials to assure accuracy and conformity to medical ethics.

Section 7. Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of the meetings of the Board and the Members, and shall have control of the seal of the Corporation and shall affix same to documents when authorized to do so. The Secretary/Treasurer shall have the care and custody of the funds and securities of the Corporation and the general supervision of the books of account. The Secretary/Treasurer shall also be a member of the Finance Committee. The Secretary/Treasurer shall perform all of the other duties usual to the office of a Secretary and a Treasurer.

ARTICLE VI

CHAPTERS

Section 1. Establishment. The Board may establish chapters of the Corporation by the issuance of a charter, and shall promulgate such rules and regulations thereof as may be determined from time to time. Unless otherwise provided to the contrary in these Bylaws, the term "*chapter*" shall include provisional chapters. No chapter shall incorporate.

Section 2. Rules and Regulations. All chapters by the acceptance of a charter from the Corporation agree to abide by these Bylaws and chapter Policies and Procedures promulgated by the Board, as the same may be amended from time to time. The Chairperson shall be an ex-officio member of the Board and the Executive Committee of each chapter.

Section 3. Suspension and Revocation. The Board may suspend or revoke the charter issued to a chapter, with or without cause, and vest all its powers and functions in the Chairperson.

Section 4. Funds, Monies and Contributions.

A. *Remittances.* All funds, monies, contributions and other property received, held, given to or in the custody or control of any chapter are the funds and property of the Corporation. The net receipts of such funds and property of each chapter must be remitted to the Corporation at the Home Office monthly commencing July 31 of each year. Each chapter shall make monthly detailed reports to the Home Office at monthly intervals commencing July 31 of each year as to all income and expenditures. Failure of any chapter to remit funds as aforesaid shall subject such chapter to sanctions which may be invoked by the Board, including, but not limited to, revocation of the charter, notification of local authorities, institution of suit, and such other measures as deemed necessary by the Board. The purpose of this section is to insure the maximum use of and general benefit from donated public and private funds for the objectives and purposes of the Corporation, and the general public.

B. *Bank Resolutions, Etc.* For or with respect to each chapter, bank resolutions for the opening and closing of accounts, investment accounts, state registrations and filings, and other documents that encumber the Corporation or its property are required to contain the signatures of any two of the following persons: the President, the chief financial officer and the vice president for finance of the Corporation. However, it is not necessary that these signatures be required on checks in order for a chapter to carry on its normal business.

C. *Loans.* No chapter shall have the power to borrow money in the name of the Corporation.

D. *Signatures.* All checks, drafts or orders for the payment of money of each chapter shall be signed by such chapter officers, trustees or other agents as the Board or each chapter may from time to time designate, but no less than two signatures shall be required at all times.

E. **Contracts.** Except as provided by the Board from time to time by resolution of the Board, no chapter shall bind the Corporation in any contractual relationship without prior written approval of the Corporation.

Section 5. Employees. Employees receiving financial compensation on the chapter level, or from the Corporation's Home Office, are subject to and controlled by the Corporation's personnel policies, rules and regulations. Among other things, these pertain to hiring, promotion and transfers, performance standards and reviews, salary increases and termination of employment.

Section 6. Divisions and Regions. The Corporation has grouped various chapters into Divisions or Regions for administrative and operational purposes and may add or eliminate Divisions or Regions, or change their geographic boundaries, from time to time. As distinguished from chapters, neither Divisions nor Regions have any independent legal significance under these Bylaws.

ARTICLE VII

OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, instrument or other document in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the Chairperson, the President, a Vice Chairperson or the Secretary/Treasurer, 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 documents may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The Chairperson or any other officer or officers authorized by the Board or by the Chairperson each are authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Fiscal Year, Books and Records. The fiscal year of the Corporation shall end on June 30. The books and records of the Corporation shall be kept on the basis of such fiscal year and shall reflect all the transactions of the Corporation and be appropriate and adequate for the Corporation's business.

Section 4. Notice. Whenever any notice is authorized or required by these Bylaws to be given it shall be in writing, and shall be delivered personally, by fax or e-mail or by mail, express mail or similar private service at least 15 days prior to the event requiring such notice, unless a different period for notice is provided in these Bylaws. Means other than e-mail will be used for anyone who so requests in writing mailed to the Home Office (addressed to the attention of the Chairperson). If notice is given by mail, it shall be deemed to be sufficient if mailed by first class mail addressed to the person or entity entitled to notice at the last known

post office address on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Any notice may be waived in writing by the person or entity entitled to notice. Any notice authorized or required by these Bylaws to be given to a Member shall be given to its president and executive director. Any notice of a BOR meeting shall be given personally or by mail to each Representative: (i) at least ten but not more than 50 days before the meeting if given personally or by first class mail, and (ii) if mailed by any other class of mail, at least 30 but not more than 60 days before the meeting.

Section 5. Corporate Seal. The Corporate Seal shall be in such form as shall be adopted from time to time by the Board.

Section 6. Procedure at Meetings. Procedure and debate shall be in accordance with these Bylaws and rules of parliamentary law known as Robert's Rules of Order as most recently revised.

Section 7. Annual Report. The Trustees shall present at the annual meeting of the Members a report, certified by a certified public accountant, showing all matters customarily reported in an annual report; which report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

Section 8. Amendment. These Bylaws may be amended or repealed, in whole or in part, by the Members or by the Board at any meeting, provided that 30 days' prior written notice of the proposed amendment or repeal has been given to each Member and Trustee. In the event of any conflict between the Bylaws as amended or repealed by the Board and the Bylaws as amended or repealed by the Members, the Bylaws amended or repealed by the Members shall prevail.

Section 9. Severability. If any provision, section, subdivision, rule or regulation contained in these Bylaws shall be deemed to be invalid, such invalidity shall not affect the validity of the remaining portions of these Bylaws.

Section 10. Effective Date. The effective date of these Bylaws and any amendment to them shall be the date of adoption.

ARTICLE VIII

INDEMNIFICATION

Section 1. Indemnification of Trustees and Officers. The Corporation shall, to the fullest extent permitted by applicable law, indemnify any person who is or was a Trustee and/or officer of the Corporation and any person who is or was serving at the request of the Corporation in any capacity in any other entity or corporation from any liability by reason of serving or having served in such capacity.

This indemnification shall apply when such person was or is made, or threatened to be made, a party to any proceeding, whether civil, criminal, administrative or investigative, whether involving any actual or alleged breach of duty, neglect or error, any accountability, or any actual or alleged misstatement, misleading statement or other act or omission and whether brought or threatened in any court or administrative or legislative body or agency.

Indemnification shall cover the amount of the judgment(s), fine(s), amount(s) paid in settlement, costs, charges, reasonable expenses (including without limitation attorneys' fees) incurred in connection with any proceeding or any threatened proceeding mentioned in this Section 1 and/or any appeals.

Section 2. Indemnification of Others. The Corporation shall indemnify other persons and reimburse the reasonable expenses thereof, to the extent required by applicable law, and may indemnify any other person to whom the Corporation is permitted to provide indemnification or the advancement of reasonable expenses as permitted by applicable law.

Section 3. Advances or Reimbursement of Expenses. The Corporation may from time to time reimburse or advance to any person referred to in Section 1 of this Article VIII the funds necessary for payment of reasonable expenses, including attorneys' fees, incurred in connection with any proceeding or any threatened proceeding referred to in such Section 1, upon receipt of a written undertaking by or on behalf of such person to repay such amount(s) if a judgment or other final adjudication adverse to the Trustee or officer establishes that (i) such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, (ii) such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled, or (iii) such person's conduct was otherwise of a character such that the applicable law would require that such amount(s) be repaid.

Section 4. Interpretation. Any person entitled to be indemnified as a matter of right pursuant to this Article VIII may elect to have the right to indemnification (or advancement of reasonable expenses) interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the proceeding or threatened proceeding, to the extent permitted by applicable law, or on the basis of the applicable law in effect at the time indemnification is sought. The term "Corporation" as used in this Article VIII shall include but not be limited to The Leukemia & Lymphoma Society, Inc. or any Division or chapter thereof, or any affiliate organization(s). All references to person(s) in this Article VIII shall include the heirs, executors and administrators of such person(s).

Section 5. Indemnification Right. The right to be indemnified pursuant to this Article VIII: (i) is a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Corporation and such person, (ii) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and (iii) shall continue to exist after any rescission or restrictive modification hereof, with respect to events occurring prior thereto.

Section 6. Limitation. It is expressly provided that no indemnification shall be made to or on behalf of any person if a judgment or other final adjudication adverse to such person establishes that (i) such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, (ii) such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled, or (iii) such person's conduct was otherwise of a character such that the applicable law would not permit indemnification.

ARTICLE IX
TRANSITIONAL PROVISIONS

Section 1. Appendix to these Bylaws; Transition. Commencing January 1, 2005, the form of Amended and Restated Bylaws set forth in the Appendix to these Bylaws ("**Appendix**") shall become effective, entirely superseding the Corporation's Bylaws existing prior to that date. To provide for an orderly transition in the interim, these Bylaws are amended as follows on November 6, 2003, with immediate effect. Any capitalized terms used in this Article IX which are defined in the Appendix have the meanings given there. Such definitions and all provisions in the Appendix which are expressly referred to in this Article IX are incorporated by reference the same as if set forth in full in this Article IX.

Section 2. Trustees Elected at the 2003 Annual Meeting of Members. Notwithstanding anything to the contrary in these Bylaws, the term of Class A Trustees elected at the 2003 annual meeting of the Members will be one year ending December 31, 2004.

Section 3. Trustees Elected at the 2003 Annual Meeting of the Board. Notwithstanding anything to the contrary in these Bylaws, the term of Class B Trustees and Class C Trustees elected at the 2003 annual meeting of the Board will be one year ending December 31, 2004.

Section 4. Officers Elected at the 2003 Annual Meeting of the Board. Notwithstanding anything to the contrary in these Bylaws, the term of the Chairperson, the Vice Chairperson, the Vice Chairperson for Medical and Scientific Affairs and the Secretary/Treasurer elected at the 2003 annual meeting of the Board ("**Initial BOD Officers**") will be 18 months ending June 30, 2005.

Section 5. Elimination of Certain Elections in 2004. Notwithstanding anything to the contrary in these Bylaws: (i) there shall be no election of Class A Trustees at the 2004 annual meeting of the Members; (ii) there shall be no election of Class B Trustees, Class C Trustees, any Officers of the Board or any elected members of the Executive Committee or of the Nominating Committee at the 2004 annual meeting of the Board; and (iii) consequently, there shall be no nominations for any of such eliminated elections.

Section 6. Life Member. Notwithstanding anything to the contrary in these Bylaws, the Trustees who serve as Chairperson of the Board anytime during 2002 through 2004 shall not become a Life Member upon the end of their term of office, but shall become a Director Emeritus and additionally be eligible to be an Elected Director as provided in the Appendix.

Section 7. Nomination and Election of 32 Elected Directors. Pursuant to nominations as provided in Sections 8 through 10 of this Article IX, the Board shall elect 32 Elected Directors of the initial BOD ("**Initial Directors**") at the 2004 annual meeting of the Board, for terms beginning January 1, 2005 and ending as provided in Article V, Section 3A of the Appendix.

Section 8. Qualification Criteria for Initial Directors. The following criteria shall be used by the Nominating Committee in nominating individuals for election as Initial Directors ("**BOD Criteria**"), taking into account that the Initial BOD Officers will also be Elected Directors on the initial BOD:

A. In general, the Nominating Committee shall place great emphasis on taking into account such factors as skills, expertise, background, diversity and other needs of the initial BOD and the Corporation, and shall strive to meet those needs through its Initial Director nominations. The foregoing attributes include, but are not limited to: (i) strong qualifications for governance in such respects as policy and strategy formulation, financial and legal oversight, mission and image oversight, CEO selection and evaluation, board development, resource generation and volunteer communications; (ii) special knowledge, expertise and experience in the areas described in clause (i) above and such areas as executive and nonprofit organizational leadership, field relations, patient services, public policy advocacy, biomedical research and grant reviews, marketing and strategic planning; (iii) financial support and access to resources, such as accessing expertise, influence, power, corporate sponsorships and major gifts; and (iv) business and management skills.

B. At least 22 of the Elected Directors shall have substantial prior involvement with the Corporation as a Chapter or local leader, including volunteer experience in revenue generation, patient services, public policy advocacy and/or other programs and activities of the Corporation at the local level (collectively, the "*Field*").

C. The Elected Directors having Field leadership experience shall be diversely drawn from Chapters of various types and sizes (e.g., small, mid-market, large, and major market) and from Divisions, and shall have additional skills and expertise needed on the BOD.

D. At least four Elected Directors (specifically including the Vice Chairperson for Medical and Scientific Affairs) shall be representatives of the medical and scientific community.

E. At least one Elected Director shall have professional patient services experience.

F. At least one Elected Director shall have professional public policy advocacy experience.

Section 9. Nominations of Initial Directors; Notice. All nominations of Initial Directors shall be in accordance with Sections 9 and 10 of this Article IX. There shall be no nominations of Initial Directors from the floor at a Board meeting.

Applying the BOD Criteria, the Nominating Committee in 2004 shall nominate for the election of Initial Directors at the 2004 annual meeting of the Board one nominee for each Initial Director position to be filled. The Nominating Committee shall complete its nominations for Initial Director positions and give written notice of all such nominees to all Trustees at least 60 days before such annual meeting. Such notice shall (i) specify the major BOD Criteria each nominee represents, (ii) be accompanied by the nominees' biographical data and (iii) certify that the nominees, collectively with the Initial BOD Officers (who will also be members of the initial BOD), satisfy the requirements of Section 8 of this Article IX.

Section 10. Additional Nominations of Initial Directors; Notice. Applying the BOD Criteria, additional Initial Director nominations may be made by written petition signed by at least 15% of all Trustees (except Trustees Emeritus), which petition must be received at the

Home Office (addressed to the attention of the Chairperson) at least 20 days before the 2004 annual meeting of the Board and which must bear the signature of the nominee consenting to such nomination by petition. Each petition shall (i) carry the name of only one nominee, (ii) be accompanied by the nominee's biographical data, (iii) specify the major BOD Criteria the nominee represents and (iv) certify that the petition has specifically taken into account the requirements of Section 8 of this Article IX. The Chairperson shall cause written notice of the receipt of such petition, accompanied by such biographical data, to be given within two Business Days to all Trustees. Such notice shall specify (based solely and expressly on information in the petition, unless manifestly incorrect) the major BOD Criteria such nominee represents.

Section 11. Election of Initial Directors.

A. *In General.* Provided that a quorum is present at the time of the election, the vote of a majority of the Trustees (excluding Trustees Emeritus) present at such time shall be necessary to elect each Initial Director.

B. *Ballots and Tabulation.* This subsection B applies solely if the election of Initial Directors involves anyone who was nominated by petition. In that event, voting ballots shall be prepared for use at the meeting. Such ballots shall designate the names of all nominees and specify who was nominated by the Nominating Committee.

Such ballots also shall specify, only if applicable, that a nominee meets one particular criterion from subsections B, D, E and F of Section 8 of this Article IX (*i.e.*, the nominee either (i) has substantial prior Field involvement, (ii) is a representative of the medical and scientific community, (iii) has professional patient services experience or (iv) has professional public policy advocacy experience). If a nominee meets more than one of such four criteria, the single criterion to be specified for the nominee in the ballots shall be determined by the Nominating Committee sufficiently prior to the 2004 annual meeting of the Board to permit the preparation of ballots (and any nonspecified criteria the nominee also meets are irrelevant in tabulating votes in the election); provided, that if the nominating petition for anyone clearly states a single criterion to be specified for that nominee in the ballots, that is binding on the Nominating Committee (unless manifestly incorrect).

Prior to the 2004 annual meeting of the Board, the Nominating Committee shall similarly determine for each Initial BOD Officer, only if applicable, a single criterion from among such four criteria which he or she meets. The chairperson of the Nominating Committee shall announce such determination at such meeting before the commencement of the election.

In tabulating votes in the election, each nominee's specified criterion (if any) shall be relevant as follows (always subject to subsection A of this Section 11):

(a) If more than three nominees are specified as representing the medical and scientific community, the three who receive the highest number of votes shall be elected Initial Directors; provided, however, that if two or more Initial BOD Officers are specified as representing the medical and scientific community, then the word "three" is changed twice in this clause (a) to "two" (if two Initial BOD Officers are so specified) or to "one" (if three Initial BOD Officers are so specified).

(b) If two or more nominees are specified as having professional patient services experience, the one who receives the highest number of votes shall be elected an Initial Director; provided, however, that if at least one Initial BOD Officer is specified as having professional patient services experience, this clause (b) shall be wholly disregarded.

(c) If two or more nominees are specified as having professional public policy advocacy experience, the one who receives the highest number of votes shall be elected an Initial Director; provided, however, that if at least one Initial BOD Officer is specified as having professional public policy advocacy experience, this clause (c) shall be wholly disregarded.

(d) If a number of nominees greater than X (where X equals 22 minus the number of Initial BOD Officers specified as having substantial prior Field involvement) are specified as having substantial prior Field involvement, the X who receive(s) the highest number of votes shall be elected Initial Directors.

(e) After the election of certain Initial Directors in accordance with clauses (a) through (d) above, the remaining Initial Director positions shall be filled from among all of the remaining nominees by those who receive the highest number of votes.

Section 12. Initial Elected Board Development Committee Members. Pursuant to nominations as provided in subsections A and B of this Section 12, the Board shall elect five members of the initial Board Development Committee at the 2004 annual meeting of the Board (after the election of Initial Directors), for a term beginning January 1, 2005 and ending June 30, 2006, by the affirmative vote of a majority of all Trustees (excluding Trustees Emeritus).

A. All nominations for elected positions on the initial Board Development Committee shall be in accordance with subsections A and B of this Section 12. There shall be no nominations of Board Development Committee members from the floor at a Board meeting. From among its Initial Director nominees, the Nominating Committee in 2004 shall nominate for election at the 2004 annual meeting of the Board five nominees for the Board Development Committee and shall complete such nominations and give written notice of all such nominees to all Trustees at least 60 days before such annual meeting, accompanied by the nominees' biographical data.

B. From among the Nominating Committee's Initial Director nominees or additional Initial Director nominees by petition, additional nominations for elected positions on the initial Board Development Committee may be made by written petition signed by at least 15% of all Trustees (except Trustees Emeritus), which petition must be received at the Home Office (addressed to the attention of the Chairperson) at least 20 days before the 2004 annual meeting of the Board and which must bear the signature of the nominee consenting to such nomination by petition. Each petition shall carry the name of only one nominee and be accompanied by the nominee's biographical data. The Chairperson shall cause written notice of the receipt of such petition, accompanied by such biographical data, to be given within two Business Days to all Trustees.

If the election of initial Board Development Committee members involves anyone who was nominated by petition, voting ballots shall be prepared for use at the meeting, designating

the names of all nominees and specifying who was nominated by the Nominating Committee. Since such election will follow the election of Initial Directors and since only Elected Directors may be Board Development Committee members, any nominees listed on such ballots who were not elected as Initial Directors shall be ineligible to be initial Board Development Committee members. In that event, prior to the election of initial Board Development Committee members, the Chairperson of the Board shall inform the Trustees which ineligible names should be stricken from such ballots. Any ballot containing a vote for an ineligible nominee shall be totally invalid and completely disregarded in the tally of votes cast.

Section 13. Election of Initial Representatives. In accordance with subsections A and B of this Section 13, the initial Representatives shall be elected by their respective Members, subject to certification by the Nominating Committee, for terms beginning January 1, 2005 and ending as provided in Article IV, Section 3 of the Appendix.

A. *Action by Members.* Not later than May 1, 2004, each Member shall elect one person as its initial Voting Representative and one person as its initial Nonvoting Representative, who each must be an experienced leader of such Chapter and must reside within, be employed within or be physically present for a significant period of time within the geographical boundaries of such Chapter at the time of his or her election. The Member's executive director or president shall cause notice of its election of such Voting Representative and Nonvoting Representative to be given to the Nominating Committee before May 10, 2004, accompanied by each elected Representative's biographical data and his or her written commitment to fulfill the responsibilities of such office set forth Article IV, Sections 1 and 2 of the Appendix.

B. *Certification by Nominating Committee.* The Nominating Committee shall determine whether each initial Representative elected by a Member meets the criteria set forth in subsection A above and, if so, shall certify that fact in writing to the Secretary/Treasurer of the Corporation, with a copy to the Member. If the Nominating Committee notifies a Member that its elected Voting Representative or Nonvoting Representative does not meet such criteria, that nullifies such election and the Member must elect a different person to the same office and fulfill the notice requirements of subsection A above (but disregarding its May 10, 2004 due date) as to that new election. The Nominating Committee and Members shall cooperate to fulfill their duties under this subsection B expeditiously so that all initial Representatives are so certified by the Nominating Committee not later than August 31, 2004.

Section 14. Initial Elected BOR Officers. Pursuant to nominations as provided in subsections A and B of this Section 14, the Members shall elect the initial chairperson and secretary of the BOR at the 2004 annual meeting of the Members, for a term beginning January 1, 2005 and ending June 30, 2006.

A. All nominations for the initial chairperson and secretary of the BOR shall be in accordance with subsections A and B of this Section 14. There shall be no nominations of the initial chairperson and secretary of the BOR from the floor at a Members meeting. From among the initial Voting Representatives, the Nominating Committee shall nominate for election at the 2004 annual meeting of the Members one nominee each for the offices of chairperson and secretary of the BOR and shall complete such nominations and give written notice of such nominees to all Members, with a copy to all Trustees, at least 60 days before such annual meeting, accompanied

by (i) the nominees' biographical data, (ii) a statement that the chairperson of the BOR will be a vice chairperson of the Field Relations Committee, and (iii) a list of all other initial Voting Representatives and their respective Chapters.

B. Additional nominations for the initial chairperson and secretary of the BOR may be made by written petition signed by at least 15% of all Trustees (except Trustees Emeritus), which petition must be received at the Home Office (addressed to the attention of the Chairperson) at least 20 days before the 2004 annual meeting of the Members and which must bear the signature of the nominee consenting to such nomination by petition. Each petition shall carry the name of only one nominee for one office and be accompanied by the nominee's biographical data. The Chairperson shall cause written notice of the receipt of such petition, accompanied by such biographical data and a statement that the chairperson of the BOR will be a vice chairperson of the Field Relations Committee, to be given within two Business Days to all Members, with a copy to all Trustees.

If the election of the initial chairperson or the initial secretary of the BOR involves anyone who was nominated by petition, voting ballots shall be prepared for use at the meeting, designating the names of all nominees and specifying who was nominated by the Nominating Committee.

Section 15. Initial BOD Officers Until June 30, 2005. Commencing January 1, 2005, the incumbent Chairperson, Vice Chairperson for Medical and Scientific Affairs, Vice Chairperson and Secretary/Treasurer whom the Board shall have elected for a transitional 18-month term beginning January 1, 2004, shall continue in those offices for a term ending June 30, 2005; provided, however, that the Nominating Committee is authorized and directed, in the period beginning after the election of Initial Directors at the 2004 annual meeting of the Board and ending December 31, 2004:

A. to recommend to the initial BOD changing such Vice Chairperson's title and office to one of the following: Vice Chairperson for Field Relations, Vice Chairperson for Patient Services or Vice Chairperson for Resource Development (the remaining two such offices being the "***Remaining Vice Chair Offices***"), effective as of January 1, 2005; and

B. to nominate two of the Initial Directors for election by the initial BOD to the Remaining Vice Chair Offices for a term commencing effective as of January 1, 2005 and ending June 30, 2005.

* * * * *

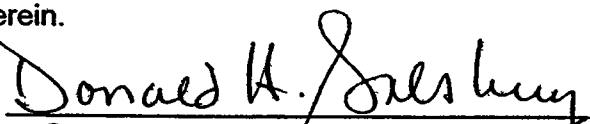
THE FOLLOWING ATTACHED APPENDIX
IS A PART OF THESE NATIONAL BYLAWS

* * * * *

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary/Treasurer of The Leukemia & Lymphoma Society, Inc. ("**Corporation**"); and that the foregoing amended and restated Bylaws (including the attached Appendix) were adopted by the National Board of Trustees and ratified by the Members of the Corporation on November 6, 2003 as the Bylaws of the Corporation, effective immediately except as otherwise stated therein.

Dated: November 6, 2003


Secretary/Treasurer of the Corporation

DET_BV384263.3

APPENDIX

Effective commencing January 1, 2005

BYLAWS
OF
The Leukemia & Lymphoma Society, Inc.

a New York Not-for-Profit Corporation

Amended and Restated as of November 6, 2003
and
Effective Commencing January 1, 2005

APPENDIX*Effective commencing January 1, 2005***TABLE OF CONTENTS**

	<u>Page</u>
ARTICLE I NAME, PURPOSES; BASIS OF OPERATION; DEFINED TERMS	1
Section 1. Name	1
Section 2. Purposes	1
Section 3. Basis of Operation	1
Section 4. Defined Terms	2
ARTICLE II OFFICES	2
Section 1. Principal Office	2
Section 2. Other Offices	3
ARTICLE III MEMBERSHIP	3
Section 1. Members	3
Section 2. Deprivation or Suspension of Membership	3
Section 3. Voting	3
Section 4. Transfer of Membership	3
ARTICLE IV BOARD OF REPRESENTATIVES	3
Section 1. Purposes	3
Section 2. Composition of the BOR	3
A. Voting Representative	3
B. Nonvoting Representative	4
C. Nonvoting Ex-Officio Member	4
Section 3. Term of Office	4
A. Voting Representatives	4
B. Nonvoting Representatives	5
Section 4. Election of Representatives	5
A. Action by Members	5
B. Certification by Field Relations Committee	5
Section 5. Voting	5
Section 6. Resignations	5
Section 7. Removal	5
Section 8. Annual Meeting of the BOR	6
Section 9. Special Meetings of the BOR	6
Section 10. Adjourned Meetings	6
Section 11. Waiver of Notice	6
Section 12. Quorum	7
Section 13. Action by Voting Representatives	7
Section 14. Action Without a Meeting	7
Section 15. Meetings by Telephone, Etc.	7
Section 16. BOR Officers	7
A. Election and Term of Office	7
B. Removal and Resignation	8
C. Vacancies	8
D. Presiding Officer	8
Section 17. Proxies	8
Section 18. Vacancies	9
Section 19. Annual Forum with BOD	9

APPENDIX***Effective commencing January 1, 2005***

ARTICLE V	BOARD OF DIRECTORS	9
Section 1.	Powers	9
Section 2.	Composition of BOD.....	10
	A. Elected Director	10
	B. Life Member Director	10
	C. Director Emeritus	10
Section 3.	Number of Term of Elected Directors	10
	A. Number, Classes; Terms	10
	B. BOD Officers as Elected Directors	11
	C. Definition of Term for Term Limitation Purposes	11
	D. Term Limitations	11
Section 4.	Qualification Criteria for Elected Directors	11
Section 5.	Nominations of Elected Directors; Notice	12
Section 6.	Additional Nominations; Notice	12
Section 7.	Contingent Nominations; Notices	13
Section 8.	Ballots and Tabulation	14
Section 9.	Voting.....	15
Section 10.	Resignations	15
Section 11.	Removal.....	15
Section 12.	Meetings of the BOD	15
Section 13.	Waiver of Notice	16
Section 14.	Quorum	16
Section 15.	Action by BOD.....	16
Section 16.	Meetings by Telephone, Etc.	16
Section 17.	Action Without a Meeting	16
Section 18.	Vacancies	16
Section 19.	President; Other Employed Officers	17
Section 20.	Rights of Inspection.....	17
ARTICLE VI	COMMITTEES	18
Section 1.	Standing Committees of the BOD.....	18
	A. Audit Committee	18
	B. Finance Committee	19
	C. Board Development Committee	19
	D. Executive Committee	21
Section 2.	National Committees of the Corporation	21
	A. Field Relations Committee	21
	B. Medical and Scientific Committee	22
	C. Patient Services Committee	23
	D. Public Policy Committee	23
Section 3.	Additional Committees and Task Forces	23
	A. Other Standing Committees of the BOD	23
	B. Special Committees of the BOD	23
	C. Other Committees and Task Forces of the Corporation	24
Section 4.	Quorum	24
ARTICLE VII	OFFICERS	24
Section 1.	Election of Officers	24

APPENDIX*Effective commencing January 1, 2005*

	A. Number and Qualifications	24
	B. Election and Term of Office	24
	C. Nominations for Terms Beginning July 1, 2005	25
	D. Nominations for Subsequent Terms	26
Section 2.	Removal and Resignation	26
Section 3.	Vacancies	27
Section 4.	Chairperson	27
Section 5.	Vice Chairperson for Field Relations	27
Section 6.	Vice Chairperson for Medical and Scientific Affairs	27
Section 7.	Vice Chairperson for Patient Services	27
Section 8.	Vice Chairperson for Resource Development	27
Section 9.	Secretary/Treasurer	27
ARTICLE VIII CHAPTERS		28
Section 1.	Establishment	28
Section 2.	Rules and Regulations	28
Section 3.	Suspension and Revocation	28
Section 4.	Funds, Moneys and Contributions	28
	A. Remittances	28
	B. Bank Resolutions	28
	C. Loans	29
	D. Signatures	29
	E. Contracts	29
Section 5.	Employees	29
Section 6.	Divisions and Regions	29
ARTICLE IX OTHER PROVISIONS		29
Section 1.	Endorsement of Documents; Contracts	29
Section 2.	Representation of Shares of Other Corporations	29
Section 3.	Fiscal Year, Books and Records	30
Section 4.	Notice	30
Section 5.	Corporate Seal	30
Section 6.	Procedure at Meetings	30
Section 7.	Annual Report	30
Section 8.	Amendment	30
Section 9.	Severability	31
Section 10.	Effective Date	31
ARTICLE X INDEMNIFICATION		31
Section 1.	Indemnification of Directors, Representatives, Officers and Others	31
Section 2.	Indemnification of Others	31
Section 3.	Advances or Reimbursement of Expenses	31
Section 4.	Interpretation	32
Section 5.	Indemnification Right	32
Section 6.	Limitation	32

Schedule A

APPENDIX

Effective commencing January 1, 2005

BYLAWS
OF
THE LEUKEMIA & LYMPHOMA SOCIETY, INC.
a New York Not-for-Profit Corporation

Amended and Restated as of November 6, 2003
and
Effective Commencing January 1, 2005

ARTICLE I

NAME; PURPOSES; BASIS OF OPERATION; DEFINED TERMS

Section 1. Name. This Corporation shall be known as The Leukemia & Lymphoma Society, Inc. ("**Corporation**").

Section 2. Purposes. The Corporation shall have the following purposes:

A. To support research into the causes, treatments, and cure of blood-related cancers, including leukemia, lymphoma, Hodgkin's disease and myeloma;

B. to organize and conduct educational programs and disseminate information to and for the medical and scientific community and the public at large as to the continuing developments in the prevention, diagnosis and treatment of blood-related cancers, including leukemia, lymphoma, Hodgkin's disease and myeloma;

C. to provide financial assistance to patients suffering from blood-related cancers, including leukemia, lymphoma, Hodgkin's disease and myeloma;

D. to support community service programs for patients suffering from blood-related cancers, including leukemia, lymphoma, Hodgkin's disease and myeloma, and their families; and

E. to solicit contributions and to advocate for government funding to carry out the Corporation's stated purposes.

Section 3. Basis of Operation. The Corporation is formed under the New York Not-for-Profit Corporation Law and is operated on a not-for-profit basis. No part of its earnings, dividends or other profits shall inure to the benefit of any Member (as defined in Article III, Section 1) or individual and no substantial part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation.

APPENDIX*Effective commencing January 1, 2005*

Section 4. Defined Terms. As used in these Bylaws, unless the context or use clearly indicates a different meaning or intent, the following capitalized terms have the meanings given in the below-cited provisions:

<u>Defined Term</u>	<u>Citation in these Bylaws</u>
Articles	Article IV, Section 1B
Board Development Committee	Article VI, Section 1C
BOD	Article V, Section 1
BOD Criteria	Article V, Section 4
Board Officers	Article VII, Section 1A
BOR	Article III, Section 3
Business Day	Article V, Section 3
Carryover Elected Director	Article V, Section 3B
Chairperson	Article VI, Section 1A
Chapter	Article III, Section 1
Class	Article V, Section 7A
Contingent Nominee	Article V, Section 7A
Carryover Director	Article V, Section 3B
Corporation	Article I, Section 1
Directors	Article V, Section 1
Director Emeritus	Article V, Section 2C
Elected Director	Article V, Section 2A
Field	Article V, Section 4B
Field Regions Committee	Article VI, Section 2A
Home Office	Article II, Section 1
Immediate Pastors	Article V, Section 1
June 2005 Meeting	Article VII, Section 1B(b)
Life Member Division	Article V, Section 2B
Members	Article III, Section 1
Non-Voting Representative	Article IV, Section 2B(a)
Office	Article V, Section 7
President	Article V, Section 1A
Previous Bylaws	Article VII, Section 1B
Prospective Carryover Director	Article V, Section 7
Representatives	Article V, Section 2
Resigned Life Member	Article V, Section 2B
Term	Article V, Section 3C
Voting Representative	Article IV, Section 2A

ARTICLE II**OFFICES**

Section 1. Principal Office. The Corporation's principal office ("*Home Office*") shall be fixed and located at such place as the BOD shall determine from time to time. The BOD is granted full power and authority to change the principal office from one location to another.

APPENDIX

Effective commencing January 1, 2005

Section 2. Other Offices. Other offices may be established at any time by the BOD at any place or places.

ARTICLE III
MEMBERSHIP

Section 1. Members. The "***Members***" of the Corporation shall consist of each "***Chapter***" (which term excludes a provisional chapter) of the Corporation, established as provided in Article VIII, Section 1 and subject to Section 2 of this Article III. Each such Member shall be represented by one Voting Representative and one Nonvoting Representative. The terms "Member" and "Chapter" are used interchangeably in these Bylaws.

Section 2. Deprivation or Suspension of Membership. Any Member may be deprived of membership in the Corporation or may be suspended or reinstated as a Member by the BOD with or without cause. All rights, powers and privileges of any Member shall cease upon the revocation or suspension of the Member's membership.

Section 3. Voting. Each Member is entitled to one vote at all meetings of the Board of Representatives of the Corporation ("***BOR***"). Such vote may be cast by the Member's Voting Representative in person or by written proxy duly executed by the Voting Representative or in his or her absence the president or other duly authorized officer of the Member.

Section 4. Transfer of Membership. Membership in the Corporation shall not be transferable.

ARTICLE IV
BOARD OF REPRESENTATIVES

Section 1. Purposes. In recognition that the Corporation's roots are in its volunteer network, organized through its Chapters, and that its success has been and will be the result of united efforts of its local and national volunteers and staff in furtherance of its mission, and to ensure a constantly strong commitment to significantly involving, utilizing and integrating its local volunteer leaders into the Corporation's plans, programs and leadership at the national level, the BOR shall be the representative body of the Corporation's Chapters to the BOD. The BOR shall represent the perspective and concerns of the Field to the BOD and shall, through the Representatives, be a liaison from the BOD to the Field.

Section 2. Composition of the BOR. The BOR is composed of the following categories of members of the BOR ("***Representatives***"):

A. Voting Representative. There shall be one Voting Representative from each Chapter, who must be an experienced leader of such Chapter and must reside within, be employed within or be physically present for a significant period of time within the geographical boundaries of such Chapter at the time of his or her election. If a Voting Representative permanently resides outside

APPENDIX

Effective commencing January 1, 2005

the geographical boundaries of such Chapter subsequent to his or her election and prior to the expiration of his or her term, such Voting Representative shall be deemed to have resigned as a Voting Representative upon the commencement of permanent residence outside the geographical boundaries of such Chapter unless the trustees of such Chapter determine to retain him or her as a Voting Representative for the balance of the term.

B. *Nonvoting Representative.* There shall be one Nonvoting Representative from each Chapter, who must be an experienced leader of such Chapter and must reside within, be employed within or be physically present for a significant period of time within the geographical boundaries of such Chapter at the time of his or her election. If a Nonvoting Representative permanently resides outside the geographical boundaries of such Chapter subsequent to his or her election and prior to the expiration of his or her term, such Nonvoting Representative shall be deemed to have resigned as a Nonvoting Representative upon the commencement of permanent residence outside the geographical boundaries of such Chapter unless the trustees of such Chapter determine to retain him or her as a Nonvoting Representative for the balance of the term.

C. *Nonvoting Ex Officio Member.* Every BOD Officer is an *ex officio* member of the BOR and may attend and participate in BOR meetings; but shall not have the right to vote at any BOR meetings.

Except as provided in subsection C of this Section 2, no person may be a Representative and a Director simultaneously. Every Representative is an *ex officio* voting member of the board of trustees and executive committee of his or her Chapter and shall attend and participate in Chapter board meetings as part of his or her responsibilities as a Representative.

Section 3. Term of Office.

A. *Voting Representatives.* The term of office for Voting Representatives is three years beginning July 1, *except* as expressly provided otherwise in these Bylaws. No person shall hold the office of Voting Representative for more than two consecutive three-year terms, but such person shall again be eligible to be elected as a Voting Representative for a term commencing at least three years after the end of his or her last Voting Representative term. There shall be only one Voting Representative from a Chapter serving on the BOR at any given time.

The initial Voting Representatives whose terms begin January 1, 2005 shall be divided into three classes as nearly equal as possible, called Class 1, Class 2 and Class 3. The assignment of the initial Voting Representatives to Class 1, Class 2 or Class 3 shall be determined by lot. Initially, the Voting Representatives of Class 1 shall serve for a term of 18 months, ending June 30, 2006; the Voting Representatives of Class 2 shall serve for a term of 30 months, ending June 30, 2007; and the Voting Representatives of Class 3 shall serve for a term of 42 months, ending June 30, 2008.

APPENDIX

Effective commencing January 1, 2005

B. Nonvoting Representatives. The term of office for Nonvoting Representatives is one year beginning July 1, *except* as expressly provided otherwise in these Bylaws. No person shall hold the office of Nonvoting Representative for more than six consecutive one-year terms, but such person shall again be eligible to be elected as a Nonvoting Representative for a term commencing at least one year after the end of his or her last Nonvoting Representative term. There shall be only one Nonvoting Representative from a Chapter serving on the BOR at any given time.

Section 4. Election of Representatives. Representatives shall be elected by their respective Members, subject to certification by the Field Relations Committee, as follows:

A. Action by Members. In each fiscal year when the term of a Member's Voting Representative or Nonvoting Representative will expire, such Member shall elect one person as such Representative to serve a three-year term beginning the following July 1. The Member's executive director or president shall cause notice of its election of such Voting Representative or Nonvoting Representative to be given to the Field Relations Committee before April 15 of that fiscal year, accompanied by such elected Representative's biographical data and his or her written commitment to fulfill the responsibilities of such office set forth in Sections 1 and 2 of this Article IV.

B. Certification by Field Relations Committee. The Field Relations Committee shall determine whether each such Representative elected by a Member meets the criteria set forth in subsection A above and, if so, shall certify that fact in writing to the Secretary/Treasurer of the Corporation, with a copy to the Member. If the Field Relations Committee notifies a Member that its elected Voting Representative or Nonvoting Representative does not meet such criteria, that nullifies such election and the Member must elect a different person to the same office and fulfill the notice requirements of subsection A above (but disregarding its April 15 due date) as to that new election. The Field Relations Committee and Members shall cooperate to fulfill their duties under this subsection B expeditiously so that all Representatives required to be elected in a fiscal year are so certified by the Field Relations Committee soon enough to take office the following July 1.

Section 5. Voting. Each Voting Representative is entitled to one vote at all BOR meetings. Each Nonvoting Representative may attend and participate in BOR meetings, but shall not have the right to vote at any such meetings.

Section 6. Resignations. Any Representative may resign at any time by delivering a written resignation to the BOR or to its chairperson or secretary. Any resignation shall take effect at the time specified in such resignation or at any later time specified therein, and the acceptance of the resignation shall not be necessary to make the resignation effective.

Section 7. Removal. Any Representative may be removed for cause by the BOR after giving notice of the reasons for removal to the Member that he or she represents

APPENDIX

Effective commencing January 1, 2005

and to each Representative, and after a hearing and a vote for removal by two-thirds of the Voting Representatives present at a meeting.

Section 8. Annual Meeting of the BOR. The first annual meeting of the BOR (being also the 2005 annual meeting of the Members), to transact such business as may properly come before the meeting, shall be held in March 2005. The annual meeting of the BOR (being also the annual meeting of the Members) to elect Elected Directors, to elect the BOR chairperson and secretary and to transact such other business as may properly come before the meeting shall be held in March 2006 and in each subsequent March at the date, time and place fixed by the Chairperson after consultation with the Field Relations Committee, or at such other date, time and place as may be fixed by the Chairperson, after consultation with the Field Relations Committee. The Chairperson shall cause advance notice of the BOR annual meeting date to be provided to all Members and BOD Officers, with a copy to all other BOD members, not less than 75 days prior to the date of the meeting, and shall cause formal written notice of such meeting, stating the place, date and time of the meeting, to be mailed at least 30 but not more than 50 days before such meeting to all Members and BOD Officers, with a copy to all other BOD members. The election of Directors at a BOR annual meeting must occur after the election of BOD Officers at the BOD annual meeting in the same week.

Section 9. Special Meetings of the BOR. A special meeting of the BOR (being also a special meeting of the Members) may be called at any time by the BOR or by the BOR chairperson, and a special meeting of the BOR shall be called by the BOR secretary upon the written request of at least 10% of all Voting Representatives, specifying the date of such meeting, which shall be not less than two months nor more than three months after the date of such written request. Upon receiving the written request of such Voting Representatives, the BOR secretary shall give notice of such meeting, or if the BOR secretary fails to do so within five Business Days after such receipt, any Voting Representative signing such request may give the notice. (A "**Business Day**" is any day other than a Saturday, Sunday or federal holiday.) Any notice of a special meeting of the BOR shall state the time, place and purposes of such meeting and shall be given to each Member and each BOD Officer. Except as provided otherwise below, any special meeting shall be held at the Home Office or such other place as may be fixed by the Chairperson, after consultation with the Field Relations Committee, and at the date and time designated in the notice of the meeting. Only such business as is related to the purposes set forth in the notice may be transacted at any special meeting, but any special meeting may be called and held in conjunction with, and at the same place as, a BOR annual meeting.

Section 10. Adjourned Meetings. If a quorum of the Voting Representatives is present when a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the date, time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken; otherwise notice shall be given. At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

Section 11. Waiver of Notice. Notice of any BOR meeting need not be given to any Voting Representative who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Voting Representative at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the

APPENDIX*Effective commencing January 1, 2005*

lack of notice of such meeting, shall constitute a waiver of notice by such Voting Representative. A waiver of notice need not specify the purposes of any BOR meeting.

Section 12. Quorum. The presence in person or by proxy of a majority of the Voting Representatives shall constitute a quorum. A majority of the Voting Representatives present in person or by proxy may adjourn any meeting to another time or place, whether or not a quorum is present.

Section 13. Action by Voting Representatives. The act of a majority of the Voting Representatives present at a meeting in person or by proxy, at which a quorum is present, is sufficient to take any action, *except* as otherwise expressly required by law, by the Certificate of Incorporation of the Corporation, as amended ("**Articles**"), or by these Bylaws.

Section 14. Action Without a Meeting. Whenever the Voting Representatives are required or permitted to take any action by vote at a meeting, such action may be taken without a meeting on unanimous written consent, setting forth the action so taken, signed by all of the Voting Representatives entitled to vote thereon.

Section 15. Meetings by Telephone, Etc. Any one or more Voting Representatives or any committee thereof may participate in a meeting of the BOR or any BOR committee by means of conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 16. BOR Officers.

A. Election and Term of Office.

(a) The officers of the BOR shall consist of a chairperson and a secretary, who shall be Voting Representatives. No person may hold both such offices simultaneously. The initial chairperson and secretary of the BOR shall be those persons whom the Members elected to such offices for a transitional 18-month term ending June 30, 2006.

(b) Pursuant to nominations as provided in subsections (d) and (e) below, at the 2006 BOR annual meeting and each subsequent BOR annual meeting, the BOR shall elect from among the Voting Representatives whose current term will continue in the next fiscal year a chairperson and a secretary, each for a one-year term beginning July 1 of that year.

(c) A person who has served two consecutive terms in the same BOR office may not be elected to that office until two years have elapsed from the end of his or her last term. For this purpose, the BOR's initial officers' transitional 18-month term ending June 30, 2006, shall be their first of potentially two consecutive terms in the same BOR office.

(d) All nominations for chairperson or secretary of the BOR shall be in accordance with subsections (d) and (e) of this subsection A.

APPENDIX

Effective commencing January 1, 2005

There shall be no nominations of BOR officers from the floor at a BOR meeting. There shall be a BOR nominating committee comprised of all members of the Field Relations Committee *except* its two members who are BOD members. The BOR nominating committee shall nominate for election at each BOR annual meeting in and after 2006 one nominee each for the offices of chairperson and secretary of the BOR. The BOR nominating committee shall complete such nominations and give written notice of such nominees to all Representatives at least 60 days before the BOR annual meeting, accompanied by the nominees' biographical data and a statement that the chairperson of the BOR will be a vice chairperson of the Field Relations Committee.

(e) Additional nominations for chairperson or secretary of the BOR may be made by written petition signed by at least 15% of all Voting Representatives, which petition must be received at the Home Office (addressed to the attention of the Chairperson) at least 20 days before the BOR annual meeting and which must bear the signature of the nominee consenting to such nomination by petition. Each petition shall carry the name of only one nominee for one office and be accompanied by the nominee's biographical data. The Chairperson shall cause written notice of the receipt of such petition, accompanied by such biographical data and a statement that the chairperson of the BOR will be a vice chairperson of the Field Relations Committee, to be given within two Business Days to all Representatives.

B. *Removal and Resignation.* The chairperson or secretary of the BOR may be removed for cause by the BOR after giving notice of the reasons for removal to the BOR officer and to each Representative, and after a hearing and a vote of two-thirds of the Voting Representatives present at a meeting.

The chairperson or secretary of the BOR may resign at any time by delivering a written resignation to the other BOR officer or to the Corporation's President. Any resignation shall take effect at the date of the receipt of such resignation or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

C. *Vacancies.* A vacancy in a BOR office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election to such office, *provided* that such vacancies shall be filled as they occur and not on an annual basis.

D. *Presiding Officer.* At any BOR meeting, if neither its chairperson nor a person designated by the BOR to preside at the meeting shall be present, the Voting Representatives present shall appoint a presiding officer for the meeting. If the secretary of the BOR shall not be present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

Section 17. *Proxies.* Every Voting Representative entitled to vote, on behalf of the Member he or she represents, at a BOR meeting may authorize another to act for such Voting Representative by proxy, but no person other than the Nonvoting Representative or a Chapter trustee of such Member may be so authorized. Every proxy is signed by the

APPENDIX

Effective commencing January 1, 2005

Voting Representative or in his or her absence the president or other duly authorized officer of such Member. No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable by the Member executing it, *except* as otherwise provided by law. Proxies shall be delivered to the BOR secretary.

Section 18. Vacancies. Vacancies occurring in any Member's Voting Representative or Nonvoting Representative office, from whatever cause arising, shall be filled by election by that Member, subject to certification by the Field Relations Committee in the manner set forth in Section 4B of this Article IV, and the Representatives so elected shall serve for the unexpired terms of the Representatives replaced.

A vacancy in the BOR shall be deemed to exist in case of the death, resignation or removal of any Representative, if the authorized number of Voting Representatives or Nonvoting Representatives is increased, or if a position for a Member's Voting Representative or Nonvoting Representative is not filled. *Notwithstanding* the provisions of Section 7 of this Article IV, the BOR may declare vacant the office of a Representative for whom a guardian or conservator has been appointed or who has been convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under these Bylaws.

No reduction of the authorized number of Voting Representatives or Nonvoting Representatives shall have the effect of removing any Representative prior to the expiration of the Representative's current term of office.

Section 19. Annual Forum with BOD. Commencing in March 2005, the BOR shall meet with the BOD in an annual forum, which shall be held at the same place as and in conjunction with the BOD and BOR annual meetings. In such forum, the BOR may ask questions, express viewpoints, concerns and recommendations, introduce proposals, advocate changes, and engage the BOD in discussions, with respect to any aspects of the Corporation's operations, affairs, initiatives, strategic policies, plans and direction.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Powers. Commencing January 1, 2005, the business and affairs of the Corporation shall be conducted under the direction of, and the control and disposal of the Corporation's properties and funds shall be vested in, its Board of Directors ("**BOD**"), as successor to the Corporation's immediately preceding governing body, its National Board of Trustees ("**Prior Board**"), *except* as otherwise provided by the New York Not-for-Profit Corporation Law, the Articles or these Bylaws. The BOD may delegate the management of the activities of the Corporation to any person or persons, or committees however composed, *provided* that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the BOD. The BOD shall have all powers as are necessary, appropriate or incidental to conduct and manage the affairs of the Corporation, including all powers granted to the Corporation by any law applicable to it.

APPENDIX

Effective commencing January 1, 2005

Section 2. Composition of BOD. The BOD is composed of the following categories of members of the BOD:

A. *Elected Director.* There shall be 36 Elected Directors as provided in Sections 3A and 3B of this Article V, with the right to vote at any BOD meetings.

B. *Life Member Director.* Effective January 1, 2005, the title of every Life Member of the Prior Board is changed to "Life Member Director," with the right to vote at any BOD meetings. Any Life Member Director who resigns that office (a "*Resigned Life Member*") immediately ceases to be a Life Member Director for all purposes. Every Resigned Life Member is eligible to be an Elected Director.

C. *Director Emeritus.* Every Resigned Life Member is a Director Emeritus automatically. Each person who has served as Chairperson of the Prior Board after January 1, 2002, or as Chairperson after January 1, 2005, also is a Director Emeritus. No other person shall be eligible to be a Director Emeritus. A Director Emeritus is a fiduciary of the Corporation and shall be invited to attend and participate in BOD annual meetings, but shall not have the right to vote at any BOD meetings unless he or she concurrently is an Elected Director.

The term "***Directors***" as used in these Bylaws includes Elected Directors and Life Member Directors and excludes Directors Emeritus.

Section 3. Number and Term of Elected Directors.

A. *Number; Classes; Terms.* There shall be 36 Elected Directors, divided into three classes (each a "*Class*") of 12 Elected Directors each, called Class I, Class II and Class III. The initial 36 Elected Directors shall comprise (i) the four officers whom the Prior Board elected for a transitional 18-month term ending June 30, 2005, including the period of January through June 2005 as both BOD Officers and Elected Directors, and (ii) the additional 32 Elected Directors whom the Prior Board elected for terms beginning January 1, 2005. The assignment of the initial 36 Elected Directors to Class I, Class II or Class III shall be determined by lot. Initially, the Elected Directors of Class I shall serve for a term of 18 months, ending June 30, 2006; the Elected Directors of Class II shall serve for a term of 30 months, ending June 30, 2007; and the Elected Directors of Class III shall serve for a term of 42 months, ending June 30, 2008; *provided, however,* that the officer's term of anyone referred to in clause (i) above nonetheless ends June 30, 2005 and if any such person is replaced by a successor officer beginning July 1, 2005, the successor shall be designated in the records of the Corporation as being in the same Class his or her predecessor officer was in. At the BOR annual meeting in March 2006 and each subsequent BOR annual meeting, the successors of those Elected Directors whose term expires in that year shall be elected to serve a three-year term beginning July 1 of that year, *except* as expressly provided otherwise in these Bylaws. The Elected Directors with terms ending June 30, 2009 and each subsequent third anniversary of that date shall be designated in the records of the Corporation as being in Class I. The Elected Directors with terms ending June 30, 2010 and each subsequent third anniversary of that date shall be designated in the records of the Corporation as being in Class II. The Elected

APPENDIX*Effective commencing January 1, 2005*

Directors with terms ending June 30, 2011 and each subsequent third anniversary of that date shall be designated in the records of the Corporation as being in Class III. Anyone elected to fill a vacancy in any Class of the Elected Directors, from whatever cause arising, shall be designated in the records of the Corporation as being in that Class.

B. BOD Officers as Elected Directors. A BOD Officer is an Elected Director by virtue of being a BOD Officer. The term of office of a BOD Officer may (i) fall entirely or partially within his or her concurrent Term (as defined in subsection C below) or (ii) be after his or her most recent Term as long as he or she maintains uninterrupted Elected Director status by continuously being a BOD Officer (in any BOD office or offices) following that Term. A BOD Officer to whom the foregoing clause (ii) applies (a "*Carryover Elected Director*") shall be designated in the records of the Corporation as continuing in the same Class of Elected Directors he or she was in during such most recent Term, until he or she ceases to be a BOD Officer, and until then there shall be no occasion for electing a new Elected Director of that Class as his or her successor.

C. Definition of "Term" for Term Limitation Purposes. For purposes of the following term limitations for Elected Directors, the word "*Term*" means and includes: (i) the normal three-year term of an Elected Director; (ii) the 18-month, 30-month and 42-month terms described in clauses (i) and (ii) of subsection A above; and (iii) with respect to anyone elected at a BOR annual meeting to fill a vacancy in any Class of the Elected Directors, from whatever cause arising, the period from such election until the end of the current normal term for that Class, and excludes the entire period when one is a Carryover Elected Director.

D. Term Limitations. No person shall hold the office of Elected Director for more than two consecutive Terms, but such person shall again be eligible to be elected as an Elected Director for a Term commencing at least three years after the end of his or her last Term. *Notwithstanding* anything to the contrary in the preceding sentence, a BOD Officer who is a Carryover Elected Director (i) may continue as an Elected Director immediately following two consecutive Terms for as long he or she is continuously a BOD Officer (in any BOD office or offices), (ii) shall no longer hold the office of Elected Director upon and after ceasing to be a Carryover Elected Director, and (iii) shall next be eligible to be elected as an Elected Director for a term commencing at least three years after the end of his or her last term as a BOD Officer.

Section 4. Qualification Criteria for Elected Directors. The following criteria shall be used by the Board Development Committee in nominating persons for election as Elected Directors ("*BOD Criteria*"):

A. In general, the Board Development Committee shall review the composition of the BOD with respect to such factors as skills, expertise, background, diversity and other needs of the BOD and the Corporation, and shall strive to meet those needs through its Elected Director nominations. The foregoing attributes include, but are not limited to: (i) strong qualifications for governance in such respects as policy and strategy formulation, financial and legal oversight, mission and image oversight, CEO selection and evaluation, board development, resource generation and volunteer communications; (ii) special knowledge,

APPENDIX

Effective commencing January 1, 2005

expertise and experience in the areas described in clause (i) above and such areas as executive and nonprofit organizational leadership, field relations, patient services, public policy advocacy, biomedical research and grant reviews, marketing and strategic planning; (iii) financial support and access to resources, such as accessing expertise, influence, power, corporate sponsorships and major gifts; and (iv) business and management skills.

B. At least 22 of the Elected Directors shall have substantial prior involvement with the Corporation as a Chapter or local leader, including volunteer experience in revenue generation, patient services, public policy advocacy and/or other programs and activities of the Corporation at the local level (collectively, the "*Field*").

C. The Elected Directors having Field leadership experience shall be diversely drawn from Chapters of various types and sizes (e.g., small, mid-market, large, and major market) and from Divisions, and shall have additional skills and expertise needed on the BOD.

D. At least four Elected Directors (specifically including the Vice Chairperson for Medical and Scientific Affairs) shall be representatives of the medical and scientific community.

E. At least one Elected Director (specifically including the Vice Chairperson for Patient Services) shall have professional patient services experience.

F. At least one Elected Director shall have professional public policy advocacy experience.

Section 5. Nominations of Elected Directors; Notice. All nominations of Elected Directors shall be in accordance with Sections 5, 6 and 7 of this Article V. There shall be no nominations of Elected Directors from the floor at a BOR meeting.

Applying the BOD Criteria, the Board Development Committee shall nominate for the election of Elected Directors at the next BOR annual meeting one nominee for each Elected Director position to be filled. The Board Development Committee shall complete such nominations and give written notice of all such nominees to all Members, with a copy to all BOD members, at least 60 days before the BOR annual meeting. Such notice shall (i) specify the major BOD Criteria each nominee represents, (ii) be accompanied by the nominees' biographical data and (iii) certify that the nominees, collectively with all incumbent Elected Directors whose terms continue in the next fiscal year, satisfy the requirements of Section 4 of this Article V.

Section 6. Additional Nominations; Notice. Applying the BOD Criteria, additional nominations for any Elected Director position may be made by written petition signed by at least 15% of all Voting Representatives, which petition must be received at the Home Office (addressed to the attention of the Chairperson) at least 20 days before the BOR annual meeting and which must bear the signature of the nominee consenting to such nomination by petition. Each petition shall (i) carry the name of only one nominee, (ii) be

APPENDIX***Effective commencing January 1, 2005***

accompanied by the nominee's biographical data, (iii) specify the major BOD Criteria the nominee represents and (iv) certify that the petition has specifically taken into account the requirements of Section 4 of this Article V. The Chairperson shall cause written notice of the receipt of such petition, accompanied by such biographical data, to be given within two Business Days to all Members, with a copy to all BOD members. Such notice shall specify (based solely and expressly on information in the petition, unless manifestly incorrect) the major BOD Criteria such nominee represents.

Section 7. Contingent Nominations; Notices. If the Board Development Committee's nominee, for election to any BOD Officer position ("**Office**") at a BOD annual meeting would, if so elected, be a Carryover Elected Director of a Class which has a new Term beginning July 1 of that year, the Board Development Committee will have no occasion to nominate anyone to fill his or her Elected Director position unless there is at least one competing nominee by petition for the same Office in that election. In that case, upon a competing nominee for the same Office being validly nominated by petition (in accordance with Article VII, Section 1C(b)), the Chairperson shall cause written notice thereof to be given within two Business Days to the Board Development Committee, specifying its BOD Officer nominee ("**Prospective Carryover Director**") who now faces opposition, with a copy to all Members and BOD members. Upon receipt of such notice with respect to each Prospective Carryover Director:

A. The Board Development Committee, applying the BOD Criteria, shall nominate for the election of Elected Directors at the next BOR annual meeting one additional nominee ("**Contingent Nominee**"), who shall be an actual nominee in that election if and only if, at the BOD annual meeting preceding such BOR annual meeting, the related Prospective Carryover Director shall have lost the contested BOD Officer election and consequently will not be a Carryover Elected Director. If such circumstances apply to more than one Prospective Carryover Director, then applying the BOD Criteria, the Board Development Committee shall similarly nominate a separate Contingent Nominee in relation to each Prospective Carryover Director. The Board Development Committee shall give written notice of its Contingent Nominee(s) to all Members, with a copy to all BOD members, at least ten days before the BOR annual meeting. Such notice shall (i) specify the Prospective Carryover Director on whose election or nonelection to an Office each Contingent Nominee's actual candidacy depends, (ii) specify the major BOD Criteria each Contingent Nominee represents, (iii) be accompanied by each Contingent Nominee's biographical data and (iv) certify that in making such contingent nomination(s) the Board Development Committee has specifically taken into account the requirements of Section 4 of this Article V with respect to both the Contingent Nominee and his or her related Prospective Carryover Director.

B. Applying the BOD Criteria, additional Contingent Nominee nominations may be made by written petition signed by at least 15% of all Voting Representatives, which petition must be received at the Home Office (addressed to the attention of the Chairperson) at least three Business Days before the BOR annual meeting and which must bear the signature of the nominee consenting to such nomination by petition. Each petition shall (i) carry the name of only one Contingent Nominee, (ii) be accompanied by the Contingent Nominee's biographical data, (iii) specify the Prospective Carryover Director on whose election or

APPENDIX

Effective commencing January 1, 2005

nonelection to an Office the Contingent Nominee's actual candidacy depends, (iv) specify the major BOD Criteria the Contingent Nominee represents and (v) certify that the petition has specifically taken into account the requirements of Section 4 of this Article V with respect to both the Contingent Nominee and his or her related Prospective Carryover Director. The Chairperson shall cause written notice of the receipt of such petition, accompanied by such biographical data, to be given within two Business Days to all Members, with a copy to all BOD members. Such notice shall specify (based solely and expressly on information in the petition, unless manifestly incorrect) (i) the Prospective Carryover Director on whose election or nonelection to an Office such Contingent Nominee's actual candidacy depends and (ii) the major BOD Criteria such Contingent Nominee represents.

Additional copies of the written notices described in subsections A and B above shall be made available at the BOR annual meeting.

Any Contingent Nominee who becomes an actual nominee to fill the Elected Director position of his or her related Prospective Carryover Director shall, if elected at the BOR annual meeting, be an Elected Director of the same Class as such Prospective Carryover Director and serve for a term beginning July 1 of that year and expiring June 30 three years later or, if earlier, at the end of the current normal term for that Class.

Section 8. *Ballots and Tabulation.* This Section 8 applies solely if an election of Elected Directors at a BOR annual meeting involves anyone who was nominated by petition (disregarding opponents of Prospective Carryover Directors). In that event, voting ballots shall be prepared for use at the meeting. Such ballots shall designate the names of all nominees and specify who was nominated by the Board Development Committee.

Such ballots also shall specify, only if applicable, that a nominee meets one particular criterion from subsections B, D, E and F of Section 4 of this Article V (*i.e.*, the nominee either (i) has substantial prior Field involvement, (ii) is a representative of the medical and scientific community, (iii) has professional patient services experience or (iv) has professional public policy advocacy experience). If a nominee meets more than one of such four criteria, the single criterion to be specified for the nominee in the ballots shall be determined by the Board Development Committee sufficiently prior to the BOR annual meeting to permit the preparation of ballots (and any nonspecified criteria the nominee also meets are irrelevant in tabulating votes in the election); *provided*, that if the nominating petition for anyone clearly states a single criterion to be specified for that nominee in the ballots, that is binding on the Board Development Committee (unless manifestly incorrect).

Prior to the BOR annual meeting, the Board Development Committee shall similarly determine for each Elected Director whose current term will continue in the next fiscal year ("*Continuing Director*"), only if applicable, a single criterion from among such four criteria which he or she meets. The chairperson of the Board Development Committee shall announce such determination at such meeting before the commencement of the election.

In tabulating votes in the election, each nominee's specified criterion (if any) shall be relevant as follows:

APPENDIX

Effective commencing January 1, 2005

(a) If a number of nominees greater than X (where X equals four minus the number of Continuing Directors specified as representing the medical and scientific community) are specified as representing the medical and scientific community, the X who receive(s) the highest number of votes shall be elected Elected Directors; *provided, however*, that if X equals less than one, this clause (a) shall be wholly disregarded.

(b) If two or more nominees are specified as having professional patient services experience, the one who receives the highest number of votes shall be elected an Elected Director; *provided, however*, that if at least one Continuing Director is specified as having professional patient services experience, this clause (b) shall be wholly disregarded.

(c) If two or more nominees are specified as having professional public policy advocacy experience, the one who receives the highest number of votes shall be elected an Elected Director; *provided, however*, that if at least one Continuing Director is specified as having professional public policy advocacy experience, this clause (c) shall be wholly disregarded.

(d) If a number of nominees greater than Y (where Y equals (i) the number of Elected Director positions to be filled in the election minus (ii) the number of Continuing Directors specified as having substantial prior Field involvement) are specified as having substantial prior Field involvement, the Y who receive(s) the highest number of votes shall be elected Elected Directors; *provided, however*, that if Y equals less than one, this clause (d) shall be wholly disregarded.

(e) After the election of certain Elected Directors in accordance with clauses (a) through (d) above, the remaining Elected Director positions shall be filled from among all of the remaining nominees by those who receive the highest number of votes.

Section 9. Voting. *Except as provided by law, by the Articles or by these Bylaws, each Director is entitled to one vote at all BOD meetings.*

Section 10. Resignations. Any Director may resign at any time by delivering a written resignation to the BOD or to the Chairperson or the Secretary/Treasurer. Any resignation shall take effect at the time specified in such resignation or at any later time specified therein, and the acceptance of the resignation shall not be necessary to make the resignation effective.

Section 11. Removal. Any BOD member may be removed for cause by the BOD after giving notice of the reasons for removal to each Director, and after a hearing and a vote for removal by two-thirds of the Directors present at a meeting, *provided* there is a quorum of not less than a majority of all Directors present at the BOD meeting at which such action is taken.

Section 12. Meetings of the BOD. The annual meeting of the BOD to elect BOD Officers and to transact such other business as may properly come before the meeting shall be held at the same place and in the same week as the BOR annual meeting, at the date

APPENDIX

Effective commencing January 1, 2005

and time fixed by the Chairperson; *provided*, that the election of BOD Officers at the BOD annual meeting must precede the election of Directors at a BOR annual meeting in the same week. The Chairperson shall cause written notice of the BOD annual meeting to be provided to all BOD members, with a copy to all Representatives, not less than 75 days prior to the date of the meeting.

Regular or special meetings of the BOD shall be held at such times and in such places as may be determined by the BOD. Special meetings of the BOD shall also be held at the Home Office upon the request of the Chairperson or at the written request of at least 20% of the Directors. Not less than three meetings of the BOD shall be held every year. Notice of any BOD meeting shall be given to all BOD members.

Section 13. Waiver of Notice. Notice of any BOD meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, nor to any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. A waiver of notice need not specify the purpose of any BOD special meeting.

Section 14. Quorum. The presence of one-third or more of the Directors then in office shall constitute a quorum. A majority of the Directors present may adjourn any meeting to another time and place, whether or not a quorum is present.

Section 15. Action by BOD. Except as otherwise expressly required by law, by the Articles or by these Bylaws, a majority of the Directors present at a meeting at which a quorum is present shall be sufficient to take any action.

Section 16. Meetings by Telephone, Etc. Any one or more Directors or any committee thereof may participate in a meeting of the BOD or a committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 17. Action Without a Meeting. Whenever the Directors are required or permitted to take any action by vote at a meeting, such action may be taken without a meeting on unanimous written consent, setting forth the action so taken, signed by all of the Directors entitled to vote thereon.

Section 18. Vacancies. Any vacancy occurring in an Elected Director position, from whatever cause arising, shall be filled by the BOR, and (A) each Elected Director so elected at a BOR annual meeting shall serve for the unexpired term of the Elected Director replaced; *provided*, that an Elected Director so elected to succeed a Carryover Elected Director shall serve for the balance of the then current Term of the Class of such Carryover Elected Director, and (B) each Elected Director so elected at other than a BOR annual meeting shall serve for a term ending on the June 30th following the next BOR annual meeting at which his or her successor shall be and is elected. Prior to such action by the BOR, (i) the Board Development Committee shall nominate exactly as many replacement nominees as there are vacancies to be filled, following the same procedures, including applying the BOD Criteria, as set forth in Article V, Section 5, and (ii) additional nominations may be made by petition following the same procedures, including applying the BOD

APPENDIX***Effective commencing January 1, 2005***

Criteria, as set forth in Article V, Section 6; *provided, however*, that references in those Sections to "the next BOR annual meeting" and "the BOR annual meeting" shall be deemed to refer to the next BOR meeting (whether annual, regular or special) at which the election to fill such vacancy or vacancies shall be held. With respect to any such vacancy, the date, time and place for such election shall be fixed by the Chairperson, after consultation with the Field Relations Committee. The Chairperson shall cause advance notice of the BOR meeting for such election to be provided by e-mail, fax or mail to all Members and BOD Officers, with a copy to all other BOD members, not less than 75 days prior to the date of the meeting, and shall cause formal written notice of such meeting, stating the date, time and place of the meeting, to be mailed at least 30 but not more than 50 days before such meeting to all Members and BOD Officers, with a copy to all other BOD members.

A vacancy in the BOD shall be deemed to exist upon the death, resignation or removal of any Elected Director, upon a Carryover Elected Director's ceasing to be a BOD Officer, if the authorized number of Elected Directors is increased, or if positions for the authorized number of Elected Directors are not entirely filled. *Notwithstanding* the provisions of Section 11 of this Article V, the BOD may declare vacant the office of a Director for whom a guardian or conservator has been appointed or who has been convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under these Bylaws.

No reduction of the authorized number of Elected Directors shall have the effect of removing any Elected Director prior to the expiration of the Elected Director's current term of office.

Section 19. President; Other Employed Officers. The BOD shall engage a President and Chief Executive Officer of the Corporation ("***President***"), whose duties and powers shall be determined by the BOD. The President shall not be a Director, a Representative or a trustee of a Division, Chapter or provisional chapter, but shall be an employee of the Corporation. The President may designate one or more executive vice presidents, senior vice presidents, vice presidents or other titled officers, who shall not be a Director, a Representative or a trustee of a Division, Chapter or provisional chapter, but who shall be an employee of the Corporation; *provided*, that no one so designated by the President shall have any authority to sign any document described in Article IX, Section 1 without the consent of the BOD.

Section 20. Rights of Inspection. Every Director shall have the right at any reasonable time, and for any proper purpose, to inspect and copy (at the Director's expense) all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

ARTICLE VI
COMMITTEES

Section 1. Standing Committees of the BOD. The Corporation shall have the following standing committees of the BOD, which each must have at least three members. Only Directors can be members of these standing committees. *Except* as specifically provided to the contrary in this Section 1, their members and chairpersons shall be appointed by the Chairperson with the consent of the BOD by resolution adopted by a majority of all Directors.

A. Audit Committee The Audit Committee shall be composed of independent Directors and shall:

(a) recommend the firm to be employed as the Corporation's independent auditor, and review and approve the discharge of any such firm; and review and approve the independent auditor's compensation, the terms of its engagement by the Corporation, and the independence of such auditor;

(b) review, in consultation with the independent auditor, the result of each independent audit of the Corporation, the report of the auditor, any related management letter, and management's responses to the recommendations made by the independent auditor in connection with the audit;

(c) review, in consultation with the independent auditor and management, the Corporation's annual financial statements, any report or opinion rendered by the independent auditor in connection with those financial statements, and any dispute between management and the independent auditor that arose in connection with the preparation of those financial statements; and review and report to the BOD with respect to the financial portions of the Corporation's annual report;

(d) review, before or after publication, the Corporation's periodic interim unaudited financial statements;

(e) consider, in consultation with the independent auditor, the scope and plan of forthcoming external audits;

(f) consider, in consultation with the independent auditor and the chief internal auditor, if any, the adequacy of the Corporation's internal accounting controls;

(g) consider, when presented by the independent auditor or otherwise, material questions of choice with respect to the choice of appropriate accounting principles and practices to be used in the preparation of the Corporation's financial statements;

APPENDIX

Effective commencing January 1, 2005

(h) review the expense accounts and perquisites of officers and senior staff and the Corporation's compliance with its conflict of interest policy and code of ethical conduct;

(i) have power to inquire into any financial matters in addition to those set forth in clauses (a) through (h) above; and

(j) perform such other functions as may be assigned to it by law, these Bylaws or the BOD.

In order to be considered to be independent for purposes of this subsection A, a member of the Audit Committee may not be employed by the Corporation and may not, other than in his or her capacity as a member of the Audit Committee, the BOD or any other committee, accept any consulting, advisory or other compensatory fee from the Corporation or any entity affiliated with the Corporation.

At least one member of the Audit Committee (who may be its chairperson) shall qualify as an audit committee financial expert (defined as a person who has the following attributes: (i) an understanding of generally accepted accounting principles and financial statements; (ii) the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising one or more persons engaged in such activities; (iv) an understanding of internal controls and procedures for financial reporting; and (v) an understanding of audit committee functions).

B. Finance Committee. The Finance Committee recommends strategic policy and direction; provides oversight, evaluation and support for all significant financial matters affecting the Corporation; recommends and monitors the Corporation's annual budget and financial procedures, records, and internal reports; recommends funding parameters for program and nonprogram expenditures; and provides guidance and support to professional staff and Chapters and provisional chapters on financial management.

C. Board Development Committee.

(a) The Board Development Committee recommends strategic policy and direction, provides oversight and evaluation, and recommends candidates to the BOR for election as Elected Directors and to the BOD for election as BOD Officers and Board Development Committee members, based on the BOD Criteria and the candidates' potential for "value added" in time, talent and treasury to the advancement of the Corporation's mission and the achievement of its goals. The Board Development Committee shall appoint its own chairperson.

APPENDIX***Effective commencing January 1, 2005***

(b) The Board Development Committee in any given fiscal year may not nominate any of its members for election as a BOD Officer in that fiscal year's election, but may nominate any of its members for election as an Elected Director or a member of the next fiscal year's Board Development Committee. Board Development Committee members shall be eligible to be appointed by the Chairperson to any appointed position.

(c) The Board Development Committee shall consist of nine members. The initial Board Development Committee shall comprise (i) the five members whom the Prior Board elected for a transitional 18-month term ending June 30, 2006, and (ii) four members appointed for an identical term by the Chairperson with the consent of the BOD by resolution adopted by a majority of all Directors. Pursuant to nominations as provided in subsections (d) and (e) of this subsection C, at the 2006 BOD annual meeting and each subsequent BOD annual meeting, the successors of the elected Board Development Committee members whose term expires in that year shall be elected to serve a one-year term beginning July 1 of that year by the affirmative vote of a majority of all Directors. The successors of the appointed Board Development Committee members whose terms expire June 30, 2006 and each subsequent June 30 shall be appointed by the Chairperson with the consent of the BOD by resolution adopted by a majority of all Directors. No person shall hold the office of Board Development Committee member for more than three consecutive one-year terms, but such person shall again be eligible to be elected or appointed as a Board Development Committee member for a term commencing at least one year after the end of his or her last Board Development Committee term.

(d) All nominations for elected positions on the Board Development Committee shall be in accordance with subsections (d) and (e) of this subsection C. There shall be no nominations of Board Development Committee members from the floor at a BOD meeting. The Board Development Committee shall nominate for election at the 2006 BOD annual meeting and each subsequent BOD annual meeting five nominees for the Board Development Committee and shall complete such nominations and give written notice of all such nominees to all BOD members at least 60 days before the BOD annual meeting, accompanied by the nominees' biographical data.

(e) Additional nominations for elected positions on the Board Development Committee may be made by written petition signed by at least 15% of all Directors, which petition must be received at the Home Office (addressed to the attention of the Chairperson) at least 20 days before the BOD annual meeting and which must bear the signature of the nominee consenting to such nomination by petition. Each petition shall carry the name of only one nominee and be accompanied by the nominee's biographical data. The Chairperson shall cause written notice of the receipt of such petition, accompanied by such biographical data, to be given within two Business Days to all BOD members.

APPENDIX

Effective commencing January 1, 2005

(f) A vacancy on the Board Development Committee may be filled by appointment by the Chairperson after consultation with the remaining members of the Board Development Committee. A vacancy shall be deemed to exist if a Board Development Committee member is removed as a Director for cause by the BOD pursuant to Article V, Section 11, or if he or she is no longer acting as a Director as provided in Article V, Section 18. The member appointed to fill the vacancy shall serve for the unexpired term of the member replaced.

D. Executive Committee. There shall be an Executive Committee consisting solely of the BOD Officers. It is a continuing committee to conduct the business of the Corporation between regular meetings of the BOD, but only when deemed necessary in the good faith judgment of the Executive Committee.

Section 2. National Committees of the Corporation. The Corporation shall have the following additional committees. *Except* as specifically provided to the contrary in this Section 2, their members may, but need not, be Directors and their members and chairpersons shall be appointed by the Chairperson with the consent of the BOD.

A. Field Relations Committee.

(a) The Field Relations Committee recommends strategic policy and direction, provides oversight, evaluation and support for Division, Chapter and provisional chapter performance and development, and is the volunteer liaison body between and among the BOD, the BOR and the volunteer and staff leadership of the Corporation's Regions, Divisions, Chapters and provisional chapters.

(b) The Field Relations Committee is composed of the following categories of members:

(i) the Vice Chairperson for Field Relations, who shall be the chairperson of the Field Relations Committee and preside at its meetings and shall serve as an *ex officio* member of all subcommittees of the Field Relations Committee;

(ii) a vice chairperson of the Field Relations Committee, appointed from among the next fiscal year's Directors not later than June 30 each year by the Chairperson with the aid of the Vice Chairperson for Field Relations and the consent of the BOD, to serve for a one-year term beginning July 1 of that year, who in the absence or incapacity of the Vice Chairperson for Field Relations may perform the duties of the chairperson of the Field Relations Committee and preside at its meetings;

(iii) the BOR chairperson, who shall be another vice chairperson of the Field Relations Committee and who in the absence or incapacity of the persons described in clauses (i) and (ii)

APPENDIX

Effective commencing January 1, 2005

above may perform the duties of the chairperson of the Field Relations Committee and preside at its meetings; and

(iv) one Voting Representative from each Region and from each Division, appointed not later than June 30 each year by the Chairperson with the aid of the Vice Chairperson for Field Relations and the two vice chairpersons of the Field Relations Committee, to serve for a one-year term beginning July 1 of that year.

(c) At least three meetings of the Field Relations Committee (including its annual meeting) shall be held every year. The Field Relations Committee annual meeting shall be held at the same place as and in conjunction with the BOD annual meeting, and at least one other Field Relations Committee meeting each year shall be held at the same place as and in conjunction with another BOD meeting.

B. *Medical and Scientific Committee.*

(a) The Medical and Scientific Committee reviews periodically and makes recommendations to the BOD as to the Corporation's medical and scientific affairs including, but not limited to, its research policies. The Vice Chairperson for Medical and Scientific Affairs shall be the chairperson of the Medical and Scientific Committee and shall serve as an *ex officio* member of all subcommittees of the Medical and Scientific Committee. The members of the Medical and Scientific Committee may, but need not, be members of the BOD.

(b) The Medical and Scientific Committee recommends to the BOD for its approval all funding for research grant awards made by the Corporation, specifying a dollar amount for each category of awards within the guidelines established by the BOD from time to time.

(c) No person shall serve on the Medical and Scientific Committee for more than two consecutive three-year terms, but such person shall again be eligible to be appointed as a Medical and Scientific Committee member for a term commencing at least three years after the end of his or her last Medical and Scientific Committee term. *Notwithstanding* anything to the contrary in the preceding sentence, each Elected Director who is a representative of the medical and scientific community shall be a voting member of the Medical and Scientific Committee concurrently with his or her term of office as an Elected Director.

(d) The Medical and Scientific Committee, with the aid of the Chairperson and with the consent of the BOD, shall appoint one or more advisory subcommittees, which subcommittees shall consist of experts in the field of medical and scientific research who may, but need not, be members of the BOD. These subcommittees shall review the grant applications and recommend to the Medical and Scientific Committee individuals eligible for

APPENDIX

Effective commencing January 1, 2005

grant awards. No person shall serve on a subcommittee for more than two consecutive three-year terms, but such person shall again be eligible to be appointed as a subcommittee member for a term commencing at least three years after the end of his or her last such term.

(e) The chairperson of each subcommittee shall be nominated by the Medical and Scientific Committee, subject to the approval of and appointment by the BOD.

(f) The Medical and Scientific Committee makes recommendations to the Board Development Committee as set forth in these Bylaws.

C. Patient Services Committee. The Patient Services Committee leads the Corporation's efforts to provide support programs for patients and their families and assistance to help them meet the costs of treatment. The Patient Services Committee formulates strategic policy and direction, provides oversight, evaluation, and recommendations to the BOD, and supports professional staff and chapters in the development and implementation of the Corporation's services for patients and their families. The Vice Chairperson for Patient Services shall be the chairperson of the Patient Services Committee and shall serve as an *ex officio* member of all subcommittees of the Patient Services Committee.

D. Public Policy Committee. The Public Policy Committee leads the Corporation's efforts in public policy formulation, strategies and activities in furtherance of its mission, including developing and utilizing a nationwide grassroots capability to support the Corporation's legislative and policy initiatives. The Public Policy Committee formulates strategic policy and direction, provides oversight, evaluation and recommendations to the BOD, and supports professional staff and chapters in the development and implementation of the Corporation's public policy advocacy programs. The Chairperson shall appoint a Director with professional public policy advocacy experience and/or prior involvement with the Corporation's public policy advocacy programs to act as chairperson of the Public Policy Committee.

Section 3. Additional Committees and Task Forces.

A. Other Standing Committees of the BOD. The BOD, by resolution adopted by a majority of all Directors, may designate one or more other standing committees of the BOD, which each must have: (i) at least three members, (ii) only Directors as members and (iii) its members and chairperson appointed by the Chairperson with the consent of the BOD by resolution adopted by a majority of all Directors. Such other standing committees of the BOD shall have only the specific powers delegated to them by the BOD.

B. Special Committees of the BOD. The BOD may create special committees of the BOD, which each must have: (i) only Directors as members and (ii) its members and chairpersons appointed by the Chairperson with the consent of the

APPENDIX

Effective commencing January 1, 2005

BOD. Such other special committees of the BOD shall have only the specific powers delegated to them by the BOD.

C. Other Committees and Task Forces of the Corporation.

The BOD or the Chairperson with the consent of the BOD may (i) appoint advisory or other committees and task forces of the Corporation, comprised of one or more Directors and other persons, if any, as the BOD or the Chairperson determines for the furtherance of the objectives and purposes of the Corporation and (ii) delegate to such committees and task forces those powers which, in the BOD's or the Chairperson's judgment, are necessary and desirable. Such committees and task forces shall (a) appoint their own chairpersons, (b) have only the specific powers delegated to them by the BOD or the Chairperson and (c) report to the BOD as requested by the BOD.

Section 4. Quorum. *Except as otherwise specifically provided in these Bylaws, the presence of one-third or more of the members (but in no event fewer than two members, except for committees of one) of any committee or task force shall constitute a quorum of that committee or task force. A majority of the committee or task force members present may adjourn any meeting to another time and place, whether or not a quorum is present.*

ARTICLE VII.

OFFICERS

Section 1. Election of Officers.

A. Number and Qualifications. The officers of the Corporation shall consist of a Chairperson ("**Chairperson**"), a Vice Chairperson for Field Relations, a Vice Chairperson for Medical and Scientific Affairs, a Vice Chairperson for Patient Services, a Vice Chairperson for Resource Development and a Secretary/Treasurer (collectively, "**BOD Officers**"), all of whom shall be voting members of the BOD. The officers of the Corporation also shall include a President and Chief Executive Officer and others, all of whom shall be employees of the Corporation and shall not be members of the BOD, as provided in Article V, Section 19. No more than one Office may be held simultaneously by the same person.

B. Election and Term of Office.

(a) Commencing January 1, 2005, the Chairperson, Vice Chairperson for Medical and Scientific Affairs, and Secretary/Treasurer shall be those persons who were duly elected to those Offices in accordance with Corporation's Amended and Restated Bylaws adopted by the Prior Board and ratified by the Members of the Corporation on November 6, 2003 ("**Previous Bylaws**").

(b) Not later than January 15, 2005, the BOD shall hold an initial meeting, at which the BOD shall (i) consider the recommendation and nominations by the Nominating Committee under Article IX, Sections 15A and 15B of the Prior Bylaws, (ii) entertain any alternative recommendations and additional nominations for the same offices from the floor, (iii) change the title and office of the

APPENDIX
Effective commencing January 1, 2005

Vice Chairperson whom the Prior Board elected for a transitional 18-month term ending June 30, 2005, to one of the following effective as of January 1, 2005: Vice Chairperson for Field Relations, Vice Chairperson for Patient Services or Vice Chairperson for Resource Development, and (iii) elect two Elected Directors to the other such vice chairperson Offices for a term commencing effective as of January 1, 2005 and ending June 30, 2005.

(c) Pursuant to nominations as provided in subsection C below, at the BOD annual meeting in June 2005 ("**June 2005 Meeting**"), the BOD shall elect from among the Elected Directors a Chairperson, a Vice Chairperson for Field Relations, a Vice Chairperson for Medical and Scientific Affairs, a Vice Chairperson for Patient Services, a Vice Chairperson for Resource Development and a Secretary/Treasurer, each for a term beginning July 1, 2005, which shall be a one-year term for the Chairperson and a two-year term for each other Office.

(d) Pursuant to nominations as provided in subsection D below, at the 2006 BOD annual meeting and each subsequent BOD annual meeting, the BOD shall elect from among the Elected Directors a Chairperson for a one-year term beginning July 1 of that year. At the 2007 BOD annual meeting and the BOD annual meeting every odd-numbered year thereafter, the BOD shall elect from among the Elected Directors a Vice Chairperson for Field Relations, a Vice Chairperson for Medical and Scientific Affairs, a Vice Chairperson for Patient Services, a Vice Chairperson for Resource Development and a Secretary/Treasurer, each for a two-year term beginning July 1 of that year.

(e) A BOD Officer who has served two consecutive terms in the same BOD office may not be elected to that office until two years have elapsed from the end of his or her last term. In applying the above phrase "two consecutive terms in the same BOD office" with respect to the BOD's first officers: (i) for the four officers whom the Prior Board elected for a transitional 18-month term ending June 30, 2005, including January through June 2005 as BOD Officers, such term shall be their first of potentially two consecutive terms in the same BOD office, but (ii) for the two other officers whom the BOD elected for a term ending June 30, 2005, such term shall be wholly disregarded.

C. Nominations for Terms Beginning July 1, 2005. All nominations of BOD Officers to be elected at the June 2005 Meeting shall be in accordance with this subsection C. There shall be no nominations of BOD Officers from the floor at such meeting.

(a) The Board Development Committee shall nominate for election at the June 2005 Meeting: (i) one nominee for Chairperson, for a one year term beginning July 1, 2005; and (ii) one nominee each of these Offices: Vice Chairperson for Field Relations, Vice Chairperson for Medical and Scientific Affairs, Vice Chairperson for Patient Services, Vice Chairperson for Resource Development and Secretary/Treasurer, each for a two-year term beginning July 1, 2005. The Board Development Committee shall complete such nominations and give written notice of all such nominees to all BOD members at least 60 days before the June 2005 Meeting, accompanied by the nominees' biographical data.

APPENDIX

Effective commencing January 1, 2005

(b) Additional nominations for any BOD Officer position may be made by written petition signed by at least 15% of all Directors, which petition must be received at the Home Office (addressed to the attention of the Chairperson) at least 20 days before the June 2005 Meeting and which must bear the signature of the nominee consenting to such nomination by petition. Each petition shall carry the name of only one nominee for one office and be accompanied by the nominee's biographical data. The Chairperson shall cause written notice of the receipt of such petition, accompanied by such biographical data, to be given within two Business Days to all BOD members.

D. Nominations for Subsequent Terms.

(a) All nominations of BOD Officers to be elected at the 2006 BOD annual meeting and any subsequent BOD annual meeting shall be in accordance with this subsection D. There shall be no nominations of BOD Officers from the floor at a BOD meeting. The Board Development Committee shall nominate for election at each or every other BOD annual meeting, as applicable: (i) in 2006 and each subsequent year, one nominee for Chairperson and four nominees for the Board Development Committee; and (ii) in 2007 and each subsequent odd-numbered year, one nominee each of these Offices: Vice Chairperson for Field Relations, Vice Chairperson for Medical and Scientific Affairs, Vice Chairperson for Patient Services, Vice Chairperson for Resource Development and Secretary/Treasurer. The Board Development Committee shall complete such nominations and give written notice of all such nominees to all BOD members at least 60 days before the BOD annual meeting, accompanied by the nominees' biographical data.

(b) Additional nominations for any Office for which the Board Development Committee has presented a nominee may be made by written petition signed by at least 15% of all Directors, which petition must be received at the Home Office (addressed to the attention of the Chairperson) at least 20 days before the BOD annual meeting and which must bear the signature of the nominee consenting to such nomination by petition. Each petition shall carry the name of only one nominee and be accompanied by the nominee's biographical data. The Chairperson shall cause written notice of the receipt of such petition, accompanied by such biographical data, to be given within two Business Days to all BOD members.

Section 2. Removal and Resignation. Any BOD Officer may be removed for cause by the BOD after giving notice of the reasons for removal to the BOD Officer and to each Director, and after a hearing and a vote of two-thirds of the Directors present at a meeting.

Any BOD Officer may resign at any time by delivering a written resignation to the Chairperson or Secretary/Treasurer (but not to himself or herself if resigning from that office) or to the Corporation's President. Any resignation shall take effect at the date of the receipt of such resignation or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

APPENDIX*Effective commencing January 1, 2005*

Section 3. Vacancies. A vacancy in any Office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such Office, *provided* that such vacancies shall be filled as they occur and not on an annual basis.

Section 4. Chairperson. This person shall preside at all BOD meetings. *Except* as specifically provided to the contrary in these Bylaws, the Chairperson shall have the power to call special meetings, to appoint all chairpersons and members of all committees as set forth in these Bylaws and to make such other appointments as he or she may deem necessary. The Chairperson is a nonvoting *ex officio* member of every committee with the exception of the Board Development Committee.

During the absence or disability of the Chairperson, he or she (or if necessary, the Executive Committee) shall designate one of the Vice Chairpersons of the Corporation to possess the powers and perform the duties of the Chairperson.

Section 5. Vice Chairperson for Field Relations. The Vice Chairperson for Field Relations must have substantial Field leadership experience in the Corporation, shall advise and assist in regard to policies and matters involving or impacting the Field and all matters within the purview of the Field Relations Committee, and shall perform such other duties as may be authorized from time to time by the BOD.

Section 6. Vice Chairperson for Medical and Scientific Affairs. This person shall advise and assist in the development of the Corporation's research support, professional education and all other medical activities, including all matters within the purview of the Medical and Scientific Committee. The Vice Chairperson for Medical and Scientific Affairs also shall assist in preparation of information materials to assure accuracy and conformity to medical ethics, and perform such other duties as may be authorized from time to time by the BOD.

Section 7. Vice Chairperson for Patient Services. This person shall advise and assist in regard to policies and matters involving or impacting the Corporation's patient services programs and all matters within the purview of the Patient Services Committee, and shall perform such other duties as may be authorized from time to time by the BOD.

Section 8. Vice Chairperson for Resource Development. The Vice Chairperson for Resource Development must have substantial leadership experience in revenue development and/or substantial prior involvement with the Corporation's revenue development campaigns and initiatives, shall advise and assist in regard to policies and matters involving or impacting the Corporation's revenue development activities and affairs, and shall perform such other duties as may be authorized from time to time by the BOD.

Section 9. Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of the BOD meetings, and shall have control of the seal of the Corporation and shall affix same to documents when authorized to do so. The Secretary/Treasurer shall have the care and custody of the funds and securities of the Corporation and the general supervision of the books of account. The Secretary/Treasurer shall also be a member of

APPENDIX

Effective commencing January 1, 2005

the Finance Committee. The Secretary/Treasurer shall perform all of the other duties usual to the office of a secretary and a treasurer of a corporation.

ARTICLE VIII

CHAPTERS

Section 1. Establishment. The Chapters of the Corporation previously established by the issuance of a charter by the Prior Board (or by an earlier governing body of the Corporation) and which are existing on November 6, 2003 (the date of adoption and ratification of this amended and restated Section 1) are listed on **Schedule A** hereto. The BOD may establish (and under the Previous Bylaws, until December 31, 2004 the Prior Board may have established) additional Chapters or provisional chapters of the Corporation by the issuance of a charter, and shall promulgate such rules and regulations thereof as may be determined from time to time. No Chapter or provisional chapter shall incorporate.

Section 2. Rules and Regulations. All Chapters and provisional chapters by the acceptance of a charter from the Corporation agree to abide by these Bylaws and applicable policies and procedures promulgated by the Prior Board or the BOD, as the same may be amended from time to time; *provided*, that in the event of any conflict between policies and procedures promulgated by the Prior Board and policies and procedures promulgated by the BOD, the policies and procedures promulgated by the BOD shall prevail. The Chairperson is a nonvoting *ex officio* member of the board and the executive committee of each Chapter and provisional chapter.

Section 3. Suspension and Revocation. The BOD may suspend or revoke the charter issued to a Chapter or provisional chapter, with or without cause, and vest all its powers and functions in the Chairperson.

Section 4. Funds, Moneys and Contributions.

A. Remittances. All funds, moneys, contributions and other property received, held, given to or in the custody or control of any Chapter or provisional chapter are the funds and property of the Corporation. The net receipts of such funds and property of each Chapter and provisional chapter must be remitted to the Corporation at the Home Office monthly commencing January 31, 2005. Each Chapter and provisional chapter shall make monthly detailed reports to the Home Office at monthly intervals commencing January 31, 2005, as to all income and expenditures. Failure of any Chapter or provisional chapter to remit funds as aforesaid shall subject such Chapter or provisional chapter to sanctions which may be invoked by the BOD, including, but not limited to, revocation of the charter, notification of local authorities, institution of suit, and such other measures as deemed necessary by the BOD. The purpose of this subsection A is to insure the maximum use of and general benefit from donated public and private funds for the objectives and purposes of the Corporation, and the general public.

B. Bank Resolutions, Etc. For or with respect to each Chapter and provisional chapter, bank resolutions for the opening and closing of accounts, investment accounts, state registrations and filings, and other documents that encumber the Corporation or its property are required to contain the signatures of any two of the following persons: the President, the chief financial officer and the vice president for

APPENDIX

Effective commencing January 1, 2005

finance of the Corporation. However, it is not necessary that these signatures be required on checks in order for a Chapter or provisional chapter to carry on its normal business.

C. Loans. No Chapter and provisional chapter shall have the power to borrow money in the name of the Corporation.

D. Signatures. All checks, drafts or orders for the payment of money of each Chapter and provisional chapter shall be signed by such Chapter or provisional chapter officers, Directors or other agents as the BOD or each Chapter and provisional chapter may from time to time designate, but no less than two signatures shall be required at all times.

E. Contracts. Except as provided by the BOD from time to time by resolution of the BOD, no Chapter or provisional chapter shall bind the Corporation in any contractual relationship without prior written approval of the Corporation.

Section 5. Employees. Employees receiving financial compensation on the Chapter or provisional chapter level, or from the Corporation's Home Office, are subject to and controlled by the Corporation's personnel policies, rules and regulations. Among other things, these pertain to hiring, promotion and transfers, performance standards and reviews, salary increases and termination of employment.

Section 6. Divisions and Regions. The Corporation has grouped various Chapters into Divisions or Regions for administrative and operational purposes and may add or eliminate Divisions or Regions, or change their geographic boundaries, from time to time. As distinguished from Chapters, neither Divisions nor Regions have any independent legal significance under these Bylaws.

ARTICLE IX

OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, instrument or other document in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the Chairperson, the President, any Vice Chairperson or the Secretary/Treasurer, 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 documents may be signed by any other person or persons and in such manner as from time to time shall be determined by the BOD, and unless so authorized by the BOD, 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.

Section 2. Representation of Shares of Other Corporations. The Chairperson or any other officer or officers authorized by the BOD or by the Chairperson each are authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such

APPENDIX

Effective commencing January 1, 2005

officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by such officer.

Section 3. Fiscal Year, Books and Records. The fiscal year of the Corporation shall end on June 30. The books and records of the Corporation shall be kept on the basis of such fiscal year and shall reflect all the transactions of the Corporation and be appropriate and adequate for the Corporation's business.

Section 4. Notice. Whenever any notice is authorized or required by these Bylaws to be given, it shall be in writing and shall be delivered personally, by fax or e-mail or by mail, express mail or similar private service at least 15 days prior to the event requiring such notice, unless a different period for notice is provided in these Bylaws. Means other than e-mail will be used for anyone who so requests in writing mailed to the Home Office (addressed to the attention of the Chairperson). If notice is given by mail, it shall be deemed to be sufficient if mailed by first class mail addressed to the person or entity entitled to notice at the last known post office address on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Any notice may be waived in writing by the person or entity entitled to notice. Any notice authorized or required by these Bylaws to be given to a Member shall be given to its Voting Representative and Nonvoting Representative, with copies to its president and executive director. Any notice of a BOR meeting shall be given personally or by mail to each Representative: (i) at least ten but not more than 50 days before the meeting if given personally or by first class mail, and (ii) if mailed by any other class of mail, at least 30 but not more than 60 days before the meeting.

Section 5. Corporate Seal. The Corporate Seal shall be in such form as shall be adopted from time to time by the BOD.

Section 6. Procedure at Meetings.

A. Procedure and debate shall be in accordance with these Bylaws and rules of parliamentary law known as Robert's Rules of Order as most recently revised.

B. Whenever there is an election involving anyone who was nominated by petition, voting ballots shall be prepared for use at the meeting, designating the names of all nominees and specifying who was nominated by the Board Development Committee (or by the Nominating Committee under the Prior Bylaws).

Section 7. Annual Report. The Directors shall present at the annual meeting of the Members a report, certified by a certified public accountant, showing all matters customarily reported in an annual report; which report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of such annual meeting.

Section 8. Amendment. These Bylaws may be amended or repealed, in whole or in part, by the Voting Representatives on behalf of their respective Members or by the BOD at any meeting, *provided* that at least 30 days' prior written notice of the proposed amendment or repeal has been given to each Member and Director; and *provided, further,*

APPENDIX
Effective commencing January 1, 2005

that no amendment or repeal of the Bylaws by the BOD which impacts the Field shall become effective unless and until it has been ratified by the Voting Representatives, and the BOD shall declare, in its resolution approving any amendment or repeal of the Bylaws, whether in its judgment such amendment or repeal does or does not impact the Field. In the event of any conflict between the Bylaws as amended or repealed by the BOD and the Bylaws as amended or repealed by the Voting Representatives, the Bylaws amended or repealed by the Voting Representatives shall prevail.

Section 9. Severability. If any provision, section, subsection, subdivision, rule or regulation contained in these Bylaws is deemed to be invalid, such invalidity shall not affect the validity of the remaining portions of these Bylaws.

Section 10. Effective Date. The effective date of these Bylaws and any amendment to them shall be the date of adoption or a subsequent date specified therein or in the resolution adopting or ratifying same.

ARTICLE X
INDEMNIFICATION

Section 1. Indemnification of Directors, Representatives, Officers and Others. The Corporation shall, to the fullest extent permitted by applicable law, indemnify any person who is or was a Director, Representative, officer and/or trustee (on the Prior Board or a board of a Division, Chapter or provisional chapter) of the Corporation and any person who is or was serving at the request of the Corporation in any capacity in any other entity or corporation (individually and collectively, "*Indemnified Persons*") from any liability by reason of serving or having served in such capacity.

This indemnification shall apply when such person was or is made, or threatened to be made, a party to any proceeding, whether civil, criminal, administrative or investigative, whether involving any actual or alleged breach of duty, neglect or error, any accountability, or any actual or alleged misstatement, misleading statement or other act or omission and whether brought or threatened in any court or administrative or legislative body or agency.

Indemnification shall cover the amount of the judgment(s), fine(s), amount(s) paid in settlement, costs, charges, reasonable expenses (including without limitation attorneys' fees) incurred in connection with any proceeding or any threatened proceeding mentioned in this Section 1 and/or any appeals.

Section 2. Indemnification of Others. The Corporation shall indemnify other persons and reimburse the reasonable expenses thereof, to the extent required by applicable law, and may indemnify any other person to whom the Corporation is permitted to provide indemnification or the advancement of reasonable expenses as permitted by applicable law.

Section 3. Advances or Reimbursement of Expenses. The Corporation may from time to time reimburse or advance to any Indemnified Person the funds necessary for payment of reasonable expenses, including attorneys' fees, incurred in connection with any proceeding or any threatened proceeding referred to in Section 1 of this Article X, upon

APPENDIX***Effective commencing January 1, 2005***

receipt of a written undertaking by or on behalf of such person to repay such amount(s) if a judgment or other final adjudication adverse to the Indemnified Person establishes that (i) such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, (ii) such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled, or (iii) such person's conduct was otherwise of a character such that the applicable law would require that such amount(s) be repaid.

Section 4. Interpretation. Any person entitled to be indemnified as a matter of right pursuant to this Article X may elect to have the right to indemnification (or advancement of reasonable expenses) interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the proceeding or threatened proceeding, to the extent permitted by applicable law, or on the basis of the applicable law in effect at the time indemnification is sought. The term "Corporation" as used in this Article X shall include but not be limited to The Leukemia & Lymphoma Society, Inc. or any Division, Chapter or provisional chapter thereof, or any affiliate organization(s). All references to person(s) in this Article X shall include the heirs, executors and administrators of such person(s).

Section 5. Indemnification Right. The right to be indemnified pursuant to this Article X: (i) is a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Corporation and such person, (ii) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and (iii) shall continue to exist after any rescission or restrictive modification hereof, with respect to events occurring prior thereto.

Section 6. Limitation. It is expressly provided that no indemnification shall be made to or on behalf of any person if a judgment or other final adjudication adverse to such person establishes that (i) such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, (ii) such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled, or (iii) such person's conduct was otherwise of a character such that the applicable law would not permit indemnification.

APPENDIX*Effective commencing January 1, 2005***Schedule A**

Chapters of the Corporation previously established by the issuance of a charter by the Prior Board (or by an earlier governing body of the Corporation) and which are existing on November 6, 2003:

ALABAMA/GULF COAST	NEW MEXICO / EL PASO
CENTRAL FLORIDA	NEW YORK CITY
CENTRAL NEW YORK	NORTH CAROLINA
CENTRAL OHIO	NORTH TEXAS
CENTRAL PENNSYLVANIA	NORTHERN FLORIDA
CONNECTICUT	NORTHERN NEW JERSEY
DELAWARE	NORTHERN OHIO
DESERT MOUNTAIN STATES	OKLAHOMA
EASTERN PENNSYLVANIA	ORANGE, RIVERSIDE AND SAN BERNARDINO
FAIRFIELD COUNTY CT	OREGON
GATEWAY	PALM BEACH AREA
GEORGIA	RHODE ISLAND
GREATER LOS ANGELES	ROCKY MOUNTAIN
GREATER SACRAMENTO AREA	SAN DIEGO/HAWAII
GREATER SAN FRANCISCO BAY AREA	SOUTH CAROLINA
ILLINOIS	SOUTH/WEST TEXAS
INDIANA	SOUTHERN FLORIDA
KANSAS	SOUTHERN NEW JERSEY-SHORE REGION
KENTUCKY	SOUTHERN OHIO
LONG ISLAND	SUNCOAST
LOUISIANA	TENNESSEE
MARYLAND	TEXAS GULF COAST
MASSACHUSETTS	UPSTATE NEW YORK/VERMONT
MICHIGAN	VIRGINIA
MID-AMERICA	WASHINGTON STATE/ALASKA
MINNESOTA	WESTCHESTER/HUDSON VALLEY
MISSISSIPPI	WESTERN NEW YORK AND FINGER LAKES
NATIONAL CAPITAL AREA	WESTERN PENNSYLVANIA/WEST VIRGINIA
NEBRASKA	WISCONSIN

The above list is intentionally as of November 6, 2003 only, and is not intended to be updated for subsequent Chapter additions, deletions or name changes (which shall be recorded elsewhere in the Corporation's permanent records).

APPENDIX

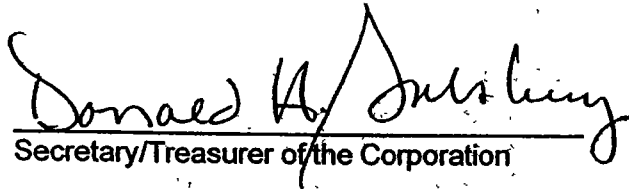
Effective commencing January 1, 2005

* * * * *

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary/Treasurer of The Leukemia & Lymphoma Society, Inc. ("**Corporation**"), and that the foregoing amended and restated Bylaws were adopted by the National Board of Trustees and ratified by the Members of the Corporation on November 6, 2003 as the Bylaws of the Corporation, effective immediately except as otherwise stated therein.

Dated: November 6, 2003


Secretary/Treasurer of the Corporation

[DET_B\386401.1]
[DET_B\386389.2]
[OAK_A\568937.3]

DET_B\389124.1

THE LEUKEMIA & LYMPHOMA SOCIETY, INC.

YEAR ENDED JUNE 30, 2004

Part VI, Line 90

Listed below are the states in which The Leukemia & Lymphoma Society has chapters and which will, as of the above date, accept Form 990.

Alaska
Arizona
Arkansas
California
Connecticut
Florida
Georgia
Illinois
Indiana
Kansas
Kentucky
Louisiana
Maine
Maryland
Massachusetts
Michigan
Minnesota
Mississippi
Nevada
New Hampshire
New Jersey
New Mexico
New York
North Carolina
Ohio
Oklahoma
Oregon
Pennsylvania
Rhode Island
South Carolina
Tennessee
Utah
Virginia
Washington
West Virginia
Wisconsin

As of the date of filing this return, the Society is unable to determine, until actually filed, whether it will file Form 990 in all of the above states as some states may provide other options.

The Leukemia & Lymphoma Society, Inc.
Schedule of Compensation of Five Highest Paid Employees
(Other than Officers and Key Employees Listed on Part V of 990)
For the Year Ended June 30, 2004

Schedule A (Form 990)
Part I - 990

Name and Address	Time Devoted to Position	Compensation	Contributions to Employee Benefit Plan	Expense Account And Other Allowances
Richard Geswell 1311 Mamaroneck Ave White Plains, NY 10605 EVP Revenue & Marketing	Full Time	204,568	27,986	N/A
Cynthia Gardner 1311 Mamaroneck Ave White Plains, NY 10605 EVP Field & Human Resources Development	Full Time	197,550	32,393	N/A
David Timko 1311 Mamaroneck Ave White Plains, NY 10605 Executive Director	Full Time	179,690	31,002	N/A
Steve Lucas 1311 Mamaroneck Ave White Plains, NY 10605 Chief Information Officer	Full Time	177,320	25,575	N/A
Larry Hausner 1311 Mamaroneck Ave White Plains, NY 10605 General Manager Organization Development	Full Time	177,891	18,353	N/A

EIN: 13-5644916

THE LEUKEMIA & LYMPHOMA SOCIETY, INC.

YEAR ENDED JUNE 30, 2004

Schedule A (Form 990)

Part III, Line 2(d) – Payment of Key Employee Compensation and Benefits

See Form 990, Part V.

Schedule A (Form 990)

Part III, Line 2(d) - Reimbursement of Expenses

Members of the National Board of Trustees and Corporate Delegates are reimbursed for expenses incurred to attend Board and Annual meetings. The Society provides hotel accommodations, travel fares and meals. Ground transportation expenses, usually to/from the airport, are also reimbursed. Use of a personal auto while on Society business is reimbursed at a rate not to exceed \$.36 per mile. Many trustees do not seek reimbursement.

Employees are reimbursed for expenses incurred while on Society business, according to established policy.

EIN: 13-5644916

THE LEUKEMIA & LYMPHOMA SOCIETY, INC.

YEAR ENDED JUNE 30, 2004

Schedule A (Form 990)

Part III, Line 3(a) – Determining Qualifications of Grant Recipients

The Leukemia & Lymphoma Society, Inc. is organized exclusively for charitable, scientific and educational purposes, particularly to make grants of stipends to investigators through hospitals, universities and institutions for the study of and research into leukemia, lymphoma, Hodgkin's and non-Hodgkin's lymphoma and myeloma, and their treatment and cure. Research applicants are reviewed by grant review subcommittees of the Medical and Scientific Committee and given priority scores. The Medical and Scientific Committee reviews the priority scores and approves funding based on scientific excellence for that research program. The Board provides prior approval for the specific research program and the budget to spend in research grants.

Annual grant recipient progress reports are reviewed by the Department of Research and Medical Programs and approved (or disapproved) for continued funding of their research project.

EIN: 13-5644916

THE LEUKEMIA & LYMPHOMA SOCIETY, INC.

YEAR ENDED JUNE 30, 2004

Schedule A (Form 990)

Part VI-B – Lobbying Activities

The Society's advocacy activities have focused on securing increased federal support for medical research at the National Institutes of Health, the Department of Defense and the Centers for Disease Control and Prevention as well as ensuring Medicare coverage for oral anti-cancer drugs. Actual activities included visits by volunteer trustees and staff with congressional staff to provide them with the Society's position on the fore mentioned issues. In addition, the Society provided legislative updates on a bi-monthly basis to chapters across the country for the purpose of educating our volunteers about the status of issues pending in Congress. Finally, calls-to-action were distributed by the Society's Vice President of Public Policy urging volunteers and staff to write their members of Congress and express support for the Society's position on issues as they were debated on Capitol Hill.

The Society encourages volunteers to join its Advocacy Network by enrolling on its Web site. Advocates receive routine news updates on important legislative issues and Action Alerts, giving them the opportunity to contribute to the Society's objectives.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒
 - If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
- Note:** Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time—Only submit original (no copies needed)

Note: Form 990-T corporations requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization The Leukemia & Lymphoma Society, Inc.	Employer identification number 13: 5644916
	Number, street, and room or suite no. If a P.O. box, see instructions 1311 Mamaroneck Avenue	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. White Plains, New York 10605	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-month, for 990-T corporation) extension of time until February 15, 2005, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20 . . . or
- ☒ tax year beginning July 1, 2003, and ending June 30, 2004.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

- 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$
- b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$
- c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ **0.00**

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►  Title ► **EVP & CFO** Date ► **9/24/04**

For Paperwork Reduction Act Notice, see Instruction

Cat. No. 27916D

Form **8868** (12-2000)