

Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

OMB No 1545-0047

2004**Open to Public Inspection**

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

A For the 2004 calendar year, or tax year beginning 7/1/2004, **and ending** 6/30/2005**B** Check if applicable☐ Address change☐ Name change☐ Initial return☐ Final return☐ Amended return☐ Application pending**G Website:** www.lls.org**Organization type** (check only one) ☒ 501(c) (3) (insert no) ☐ 4947(a)(1) or ☐ 527☒ 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.**L Gross receipts** Add lines 6b, 8b, 9b, and 10b to line 12 400,265,411**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	200,063,367	
b Indirect public support	1b	4,256,271	
c Government contributions (grants)	1c	221,696	
d Total (add lines 1a through 1c) (cash \$ 204,541,334 noncash \$ 0)	1d		204,541,334
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		3,130,117
5 Dividends and interest from securities	5		19,052
6a Gross rents	6a	0	
b Less: rental expenses	6b	0	
c Net rental income or (loss) (subtract line 6b from line 6a)	6c		0
7 Other investment income (describe unrelated business investment income)	7		14,513
8a Gross amount from sales of assets other than inventory	(A) Securities	(B) Other	
	159,717,616	8a	0
b Less: cost or other basis and sales expenses	158,310,496	8b	0
c Gain or (loss) (attach schedule)	1,407,120	8c	0
d Net gain or (loss) (combine line 8c, columns (A) and (B))		8d	1,407,120
9 Special events and activities (attach schedule) If any amount is from gaming, check here <input checked="" type="checkbox"/>			
a Gross revenue (not including \$ 137,104,160 of contributions reported on line 1a)	9a	32,117,102	
b Less: direct expenses other than fundraising expenses	9b	32,117,102	
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	0	
b Less: cost of goods sold	10b	0	
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		725,677
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12		209,837,813
13 Program services (from line 44, column (B))	13		149,549,164
14 Management and general (from line 44, column (C))	14		15,702,861
15 Fundraising (from line 44, column (D))	15		33,980,367
16 Payments to affiliates (attach schedule)	16		0
17 Total expenses (add lines 16 and 44, column (A))	17		199,232,392
18 Excess or (deficit) for the year (subtract line 17 from line 12)	18		10,605,421
19 Net assets or fund balances at beginning of year (from line 73, column (A))	19		53,458,609
20 Other changes in net assets or fund balances (attach explanation)	20		1,300,956
21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21		65,364,986

23NE

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 \$ 50,577,688 noncash \$ 0)	22 50,577,688	50,577,688		
23	Specific assistance to individuals (attach schedule)	23 4,504,845	4,504,845		
24	Benefits paid to or for members (attach schedule)	24 0	0		
25	Compensation of officers, directors, etc.	25 654,965	488,083	71,748	95,134
26	Other salaries and wages	26 51,196,129	38,151,633	5,608,224	7,436,272
27	Pension plan contributions	27 2,322,074	1,666,341	252,971	402,762
28	Other employee benefits	28 6,068,867	4,355,075	661,153	1,052,639
29	Payroll taxes	29 3,717,000	2,667,354	404,936	644,710
30	Professional fundraising fees	30 459,442	0	0	459,442
31	Accounting fees	31 741,334	424,903	85,649	230,782
32	Legal fees	32 482,814	276,730	55,781	150,303
33	Supplies	33 2,933,562	1,543,722	346,573	1,043,267
34	Telephone	34 3,331,009	1,977,407	221,874	1,131,728
35	Postage and shipping	35 12,932,322	6,429,067	1,210,504	5,292,751
36	Occupancy	36 6,690,618	4,837,363	767,661	1,085,594
37	Equipment rental and maintenance	37 2,094,443	1,480,893	233,290	380,260
38	Printing and publications	38 15,579,588	8,198,407	1,840,585	5,540,596
39	Travel	39 2,581,353	1,880,241	303,251	397,861
40	Conferences, conventions, and meetings	40 4,424,465	3,513,300	389,189	521,976
41	Interest	41 270,627	203,140	21,330	46,157
42	Depreciation, depletion, etc. (attach schedule)	42 1,151,990	787,391	115,642	248,957
43	Other expenses not covered above (itemize): a Insurance	43a 687,674	465,604	67,316	154,754
	b Visual Aids	43b 2,230,157	1,173,569	263,473	793,115
	c Professional Fees	43c 22,243,605	13,012,487	2,622,974	6,608,144
	d Dues & Subscriptions	43d 267,633	140,836	31,618	95,179
	e Miscellaneous	43e 1,088,188	793,085	127,119	167,984
	f	43f 0	0	0	0
44	Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D), carry these totals to lines 13-15	44 199,232,392	149,549,164	15,702,861	33,980,367

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 \$ 23,553,203, (ii) the amount allocated to Program services \$ 9,890,563,

(iii) the amount allocated to Management and general \$ 0, and (iv) the amount allocated to Fundraising \$ 13,662,640

Part III Statement of Program Service Accomplishments (See page 25 of the instructions.)What is the organization's primary exempt purpose? ☒ To cure leukemia, lymphoma & other blood cancers

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	
Donated Goods & Services \$ 532,500 (Grants and allocations \$ 50,577,688)	52,818,842
b Patient & Community Services	
Donated Goods & Services \$3,672,000 (Grants and allocations \$)	55,190,665
c Public Health Education	
(Grants and allocations \$ 0)	31,680,113
d Professional Education	
(Grants and allocations \$ 0)	9,859,544
e Other program services (attach schedule) (Grants and allocations \$)	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	149,549,164

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		0	45 0
	46	Savings and temporary cash investments		22,703,115	46 4,518,172
	47 a	Accounts receivable	47a 773,852		
	b	Less: allowance for doubtful accounts	47b 0	554,542	47c 773,852
	48 a	Pledges receivable	48a 4,992,056		
	b	Less: allowance for doubtful accounts	48b 0	5,346,991	48c 4,992,056
	49	Grants receivable		0	49 0
	50	Receivables from officers, directors, trustees, and key employees (attach schedule)		0	50 0
	51 a	Other notes and loans receivable (attach schedule)	51a 0		
	b	Less: allowance for doubtful accounts	51b 0	0	51c 0
	52	Inventories for sale or use		0	52 0
	53	Prepaid expenses and deferred charges		4,024,147	53 4,133,371
	54	Investments—securities (attach schedule) <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV		83,594,502	54 126,020,024
	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 4,868,623
	57 a	Land, buildings, and equipment: basis	57a 11,106,758		
	b	Less: accumulated depreciation (attach schedule)	57b 7,436,849	3,623,840	57c 3,669,909
58	Other assets (describe <input type="checkbox"/>)		0	58 0	
	59 Total assets (add lines 45 through 58) (must equal line 74)		119,905,138	59 149,018,008	
Liabilities	60	Accounts payable and accrued expenses		13,038,573	60 17,335,649
	61	Grants payable		46,613,437	61 55,768,721
	62	Deferred revenue		6,794,519	62 10,548,652
	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) See Attached		66,446,529	66 83,653,022	
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 See Attached		46,674,569	67 58,597,456
	68	Temporarily restricted See Attached		4,463,604	68 4,343,121
	69	Permanently restricted See Attached		2,320,436	69 2,424,409
	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		0	70
	71	Paid-in or capital surplus, or land, building, and equipment fund		0	71
	72	Retained earnings, endowment, accumulated income, or other funds		0	72
73	Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, See Attached column (A) must equal line 19; column (B) must equal line 21)		53,458,609	73 65,364,986	
	74 Total liabilities and net assets / fund balances (add lines 66 and 73)		119,905,138	74 149,018,008	

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	218,564,795
b	Amounts included on line a but not on line 12, Form 990:		
	(1) Net unrealized gains on investments . . . \$ 1,300,956		
	(2) Donated services and use of facilities . . . \$ 4,204,500		
	(3) Recoveries of prior year grants . . . \$ 0		
	(4) Other (specify):		
	LLSC . . . \$ 3,492,153		
	_____ \$ 0		
	Add amounts on lines (1) through (4) ▶	b	8,997,609
c	Line a minus line b . . . ▶	c	209,567,186
d	Amounts included on line 12, Form 990 but not on line a :		
	(1) Investment expenses not included on line 6b, Form 990 . . . \$ 270,627		
	(2) Other (specify):		
	_____ \$ 0		
	_____ \$ 0		
	Add amounts on lines (1) and (2) . ▶	d	270,627
e	Total revenue per line 12, Form 990 (line c plus line d) . . . ▶	e	209,837,813

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

a	Total expenses and losses per audited financial statements . . . ▶	a	206,688,104
b	Amounts included on line a but not on line 17, Form 990:		
	(1) Donated services and use of facilities . . . \$ 4,204,500		
	(2) Prior year adjustments reported on line 20, Form 990 . . . \$ 0		
	(3) Losses reported on line 20, Form 990 . . . \$ 0		
	(4) Other (specify):		
	LLSC . . . \$ 3,521,839		
	_____ \$ 0		
	Add amounts on lines (1) through (4) ▶	b	7,726,339
c	Line a minus line b . . . ▶	c	198,961,765
d	Amounts included on line 17, Form 990 but not on line a :		
	(1) Investment expenses not included on line 6b, Form 990 . . . \$ 270,627		
	(2) Other (specify):		
	_____ \$ 0		
	_____ \$ 0		
	Add amounts on lines (1) and (2) . ▶	d	270,627
e	Total expenses per line 17, Form 990 (line c plus line d) . . . ▶	e	199,232,392

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 See Attached List Str City ST ZIP	Title Hr/WK	654,965	82,503	n/a
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
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? ☐ Yes ☒ No
If "Yes," attach schedule—see page 28 of the instructions.

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-Attached	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 X	
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., LLSC 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 4,204,500		
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 N/A	
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?	85b N/A	
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.		
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 ► 0		
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, 2004 (See instructions.) 90b 1,016		
91 The books are in care of ► Name John Walter, Executive VP & 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	3,130,117	
96 Dividends and interest from securities			14	19,052	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income	523000	14,513			
100 Gain or (loss) from sales of assets other than inventory			18	1,407,120	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a Grant Refunds					653,035
b Miscellaneous Income			01	72,642	
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		14,513		4,628,931	653,035
105 Total (add line 104, columns (B), (D), and (E))					5,296,479

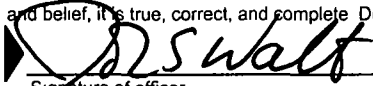
Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See page 34 of the instructions.)

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).

Please Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature of officer 		Date 2/13/06	
Paid Preparer's Use Only	Type or print name and title John Walter, Executive Vice President & CFO			
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See Gen. Inst. W)
	Firm's name (or yours if self-employed), address, and ZIP + 4	EIN	Phone no.	

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

2004**▶ MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

The Leukemia & Lymphoma Society, Inc.

Employer identification number

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 List				
Str				
City ST	Title			
Zip Country	Avg hr/wk	1,005,775	154,433	n/a
Name				
Str				
City ST	Title			
Zip Country	Avg hr/wk			
Name				
Str				
City ST	Title			
Zip Country	Avg hr/wk			
Name				
Str				
City ST	Title			
Zip Country	Avg hr/wk			
Name				
Str				
City ST	Title			
Zip Country	Avg hr/wk			
Total number of other employees paid over \$50,000 ▶	237			

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	Supporting Services Creative Consulting	2,826,332
Name Paycor Check here if a business <input checked="" type="checkbox"/>		
Str 644 Linn Steet		
City Cincinnati		
ST OH ZIP 45203 Country	Supporting Services Creative Consulting	2,124,331
Name Interact Connect Check here if a business <input checked="" type="checkbox"/>		
Str 703 West Housatonic Street		
City Pittsfield		
ST MA ZIP 01201 Country	Supporting Services Creative Consulting	1,138,207
Name Epsilon Data Management Check here if a business <input checked="" type="checkbox"/>		
Str 601 Edgewater Drvie		
City Wakefield		
ST MA ZIP 01880 Country	Supporting Services Creative Consulting	886,086
Name Experian Check here if a business <input checked="" type="checkbox"/>		
Str 949 West Bond Street		
City Lincoln		
ST NE ZIP 68521 Country	Supporting Services Creative Consulting	873,911
Total number of others receiving over \$50,000 for professional services ▶	54	

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>115,694</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 a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a	X
b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b	X

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

- 5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i)
- 6 ☐ A school. Section 170(b)(1)(A)(ii) (Also complete Part V.)
- 7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii)
- 8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ▶ _____ City _____ ST _____ Country _____
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A.)
- 11 a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A.)
- 11 b ☐ A community trust. Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A.)
- 12 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A.)
- 13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) 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 5 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) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28)	178,365,709	158,819,570	151,822,619	149,358,305	638,366,203
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	28,398,767	27,374,482	27,751,567	31,291,806	114,816,622
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	811,659	1,894,430	2,154,274	2,999,864	7,860,227
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	1,050,190	2,817,945	1,709,339	1,052,096	6,629,570
23 Total of lines 15 through 22	208,626,325	190,906,427	183,437,799	184,702,071	767,672,622
24 Line 23 minus line 17	180,227,558	163,531,945	155,686,232	153,410,265	652,856,000
25 Enter 1% of line 23	2,086,263	1,909,064	1,834,378	1,847,021	

26 Organizations described on lines 10 or 11:	a Enter 2% of amount in column (e), line 24	26a	13,057,120
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 2000 through 2003 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	652,856,000
d Add: Amounts from column (e) for lines	18 <u>7,860,227</u> 19 <u>0</u> 22 <u>6,629,570</u> 26b <u>0</u>	26d	14,489,797
e Public support (line 26c minus line 26d total)		26e	638,366,203
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))		26f	97.78%

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

(2003) (2002) (2001) (2000)

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

(2003) (2002) (2001) (2000)

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 2000 through 2003, 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? If you answered "Yes" to either 34a or b, please explain using an attached statement	34b	
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	0
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40	0	0
41 Lobbying nontaxable amount Enter the amount from the following table—			
If the amount on line 40 is—			
Not over \$500,000	20% of the amount on line 40		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
The lobbying nontaxable amount is—			
		0	0
42 Grassroots nontaxable amount (enter 25% of line 41)	42	0	0
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	0	0
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	0	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)

		Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ►		(a) 2004	(b) 2003	(c) 2002	(d) 2001	(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 11 of the instructions.)

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

	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		9,600
e Publications, or published or broadcast statements	X		90,481
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body	X		15,613
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines c through h.)			115,694

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 June 30, 2005

<u>Description</u>	<u>Total Gross Sales</u>	<u>Total Cost</u>	<u>Total Gain</u>
Common Stock	<u>\$ 159,717,616</u>	<u>\$ 158,310,496</u>	<u>\$ 1,407,120</u>

EIN 13-5644916

The Leukemia & Lymphoma Society, Inc
Special Fundraising Events & Activities
Year Ended June 30, 2005

PART I, 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 three of the largest events held during the fiscal year

<u>Description of Event</u>	<u>Gross Receipts</u>	<u>Less Contributions</u>	<u>Gross Revenue Line 9a</u>	<u>Direct Expenses Line 9b</u>	<u>Net Support Line 9c</u>
Team in Training. Rock 'n' Roll Marathon	10,595,921	8,118,659	2,477,262	2,477,262	-
Team in Training. Nike Women's Marathon	8,887,812	7,162,800	1,725,012	1,725,012	-
Team in Training. Lake Tahoe Century Ride	7,174,176	5,416,723	1,757,453	1,757,453	-
Sub-Total	\$ 26,657,909	\$ 20,698,182	\$ 5,959,726	\$ 5,959,726	\$ -

All other events, consisting of the following:

<u>Description of Events</u>	<u># of Events</u>					
Black Tie Event	36					
Celebrity Waiters	28					
Dress Down Days	26					
Golf Events	50					
Hops	16					
Light The Night	239					
Man & Woman of the Year	50					
Pasta for Pennies	63					
Leukemia Cup Regatta	45					
Team in Training- Run/Walk	78					
Team in Training- Cycle	14					
Team in Training- Triathlon	48					
Sub-Total	693	\$ 142,563,353	\$ 116,405,978	\$ 26,157,376	\$ 26,157,376	\$ -
 Grand Total All Events		\$ 169,221,262	\$ 137,104,160	\$ 32,117,102	\$ 32,117,102	\$ -

EIN # 13-5644916

The Leukemia & Lymphoma Society, Inc.
Form 990, PART I, Line 20
Year Ended June 30, 2005

<u>Description</u>	<u>Total</u>
Net Unrealized gains & losses on Investments carried at Market Value	<u>\$ 1,300,956</u>

EIN # 13-5644916

The Leukemia & Lymphoma Society, Inc.
Form 990, PART II, Line 22
Year Ended June 30, 2005

Part II, Line 22 - Grant

<u>Description</u>	<u>Total</u>
SCOR	\$ 19,801,904
Translational	\$ 14,060,784
Special Fellows	\$ 8,285,000
Scholars	\$ 6,950,000
Clinical Scholars	\$ 1,430,000
De Villiers Award	\$ 50,000
	<u>\$ 50,577,688</u>

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
Form 990, Part II, Line 23
Patient Aid Expense by Chapter
July 1, 2004 - June 30, 2005

Chapter	Transportation			Drugs			Other			Total		
	# of Patients	Avg Per Patient	Amount Reim-bursed	# of Patients	Avg Per Patient	Amount Reim-bursed	Trans-fusing Blood	Radia-tion Lab Fees	Tissue Typing	# of Patients	Avg. Per Patient	Amount Reim-bursed
Alabama	293	159	\$46,654	196	\$321	\$62,594		\$849		394	\$279	\$110,097
Central California	138	219	30,168	75	292	19,107	400	1,162	711	186	277	\$51,548
Central Connecticut	75	157	11,798	80	242	19,375	2,278	1,114		118	293	\$34,565
Central Florida	107	202	21,593	60	286	17,369	242	82	85	144	273	\$39,371
Central New York	96	200	19,231	57	275	15,661		1,952		121	304	\$36,844
Central Ohio	159	219	34,806	76	263	20,067		2,928		188	307	\$57,801
Central Pennsylvania	46	167	7,699	51	271	14,326	701	1,459	871	79	317	\$25,056
Delaware	27	221	5,958	64	326	20,809	25	70		71	378	\$26,862
Desert Mountain	121	178	21,511	105	285	24,327	103	18,000	374	219	294	\$64,315
Eastern North Carolina	131	210	27,563	97	312	25,076	911	852	551	173	318	\$54,953
Eastern Pennsylvania	140	192	26,874	193	340	67,900		3,137	478	272	362	\$98,389
Fairfield County	37	299	11,072	32	312	10,971	574			57	397	\$22,617
Gateway Chapter	252	177	44,673	278	355	99,517	3,495	3,455	3,405	439	352	\$154,545
Georgia	356	195	69,343	177	211	37,278	23	524		431	249	\$107,168
Greater Los Angeles	122	176	21,426	120	357	44,136		6,727	167	201	360	\$72,456
Greater Sacramento	82	243	19,960	52	283	15,068		6,342	500	120	349	\$41,870
Illinois	125	207	25,861	131	294	36,820	282	25,231		239	369	\$88,194
Indiana	152	181	27,571	152	306	47,126	1,460	1,974	1,201	242	328	\$79,332
Iowa	101	139	13,992	123	340	41,861	189	8,853	669	190	345	\$65,564
Kansas	95	206	19,617	63	311	19,501	1,048	2,033	1,026	135	320	\$43,225
Kentucky	129	189	24,344	103	274	27,036	39	1,171		170	309	\$52,590
Long Island	136	250	34,056	72	296	21,290	500	15	3,667	174	342	\$59,528
Louisiana	187	217	40,586	105	349	36,617	1,799	1,095		257	312	\$80,097
Maryland	129	230	29,724	102	251	27,404	141	2,601		166	361	\$59,870
Massachusetts	217	201	43,677	145	231	33,519	2,887	9,137		279	320	\$89,220
Michigan	197	161	31,709	149	248	36,997	143	6,987	275	279	273	\$76,111
Mid America	116	202	23,393	133	263	34,795		41,282		275	362	\$99,470
Minnesota	276	193	53,357	291	344	100,246	3,248	7,604	1,189	457	362	\$165,644
Mississippi	165	171	28,281	70	345	24,373		1,267	207	201	269	\$54,128
Nat. Capital Area	71	197	14,004	88	330	26,178				125	321	\$40,182
Nebraska	71	193	13,677	84	280	23,473	53	951		114	335	\$38,154
New Mexico	70	263	18,431	38	253	11,615	230	6,704		104	356	\$36,980
New York City	205	284	58,268	62	190	11,657		1,260	500	232	309	\$71,685
North Texas	241	234	56,423	207	290	58,811	1,254	4,127	265	353	342	\$120,880
* Northern California	197	261	51,368	158	344	55,663	1,989	2,734	750	302	373	\$112,504
Northern Florida	67	184	12,345	50	281	13,944				98	268	\$26,289
Northern New Jersey	154	272	41,841	83	255	21,971		2,803		189	352	\$66,615
Northern Ohio	426	182	77,430	333	258	85,863	40	17,237		575	314	\$180,570
Oklahoma	109	221	24,048	125	357	45,125	1,500	6,356	500	213	364	\$77,529
Orange	82	176	14,470	57	321	18,468		880		110	307	\$33,818
Oregon	120	196	23,487	191	334	63,781	755	1,519	2,701	260	355	\$92,243
Palm Beach Area	92	256	23,535	85	314	26,223	652	3,184		148	362	\$53,594
Rhode Island	40	168	6,729	38	322	12,226	237	1,143	1,100	70	306	\$21,435
Rocky Mountain	184	259	47,681	198	350	69,755	479	1,139	1,366	315	382	\$120,420
San Diego City	122	166	20,213	67	258	16,635	1,000	856	1,000	161	247	\$39,704
South Carolina	123	214	26,360	106	224	25,609		32,383		223	378	\$84,352
Southern Florida	76	268	20,404	47	299	13,812		1,890		108	334	\$36,106
Southern Nevada	21	214	4,487	42	327	13,601	1,080	3,913	318	57	411	\$23,399
Southern New Jersey	119	262	31,173	84	279	23,415	839	9,094	399	176	369	\$64,920
Southern Ohio	71	232	16,477	72	373	26,891	500	2,346	672	131	358	\$46,886
South-West Texas	329	240	79,060	247	305	74,902	1,051	1,959	746	469	336	\$157,718
Sun Coast	95	281	26,714	96	325	33,772	20	2,785		169	375	\$63,291
Tennessee	194	195	37,810	95	294	27,413	218	2,881		239	286	\$68,322
Texas Gulf Coast	810	294	238,266	160	180	27,939	131	9,219		845	326	\$275,555
Upstate New York	107	208	22,222	95	284	26,977	650	891	390	157	326	\$51,130
Virginia	115	168	19,353	135	260	36,719	500	9,524		209	316	\$66,096
Washington State	122	238	29,064	84	315	28,193	560	1,214	1,000	171	351	\$60,031
Westchester / HV	79	262	20,706	51	292	15,389		1,365		98	377	\$37,460
Western New York	124	128	15,877	128	221	29,588	405	985	2,596	192	258	\$49,451
Western North Carolina	100	213	21,341	122	389	47,864	39	1,400		183	386	\$70,644
Western Pennsylvania	231	180	41,564	189	299	56,997				324	304	\$98,561
Wisconsin	105	143	15,011	148	305	44,918	59	12,661		208	349	\$72,649
Totals	9,279	\$214	\$1,986,336	7,117	\$297	\$2,116,553	\$34,729	\$303,306	\$29,679	13,605	\$329	\$4,470,603
# of Chapters			63 *			63 *	45	58	31			63 *

*Silicon Valley Chapter data included in Northern California, increased total # of chapters by one

Total Patient Aid \$ 4,470,603

Bone Marrow \$ 34,242

990 Part II Line 23 \$ 4,504,845

EIN: 13-5644916

THE LEUKEMIA & LYMPHOMA SOCIETY, INC.
SCHEDULE OF FIXED ASSETS AND DEPRECIATION
YEAR ENDED JUNE 30, 2005

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

	<u>METHOD/LIFE</u>	<u>COST</u>	<u>Line 42 CURRENT DEPRECIATION</u>	<u>Line 57b ACCUMULATED DEPRECIATION</u>	<u>BOOK VALUE</u>
Furniture and fixtures	Straight line over 10 years	2,502,367	223,449	1,278,952	1,223,415
Computer equipment	Straight line over 5 years	3,847,971	537,869	2,492,085	1,355,886
Software	Straight line over 5 years	2,350,262	277,360	1,657,448	692,814
Website	Straight line c	1,570,318	32,784	1,570,318	-
Leasehold improvements	Straight line over life of lease	835,840	80,528	438,046	397,794
		<u>\$ 11,106,758</u>	<u>\$ 1,151,990</u>	<u>\$ 7,436,849</u>	<u>\$ 3,669,909</u>

EIN #13-5644916

**The Leukemia & Lymphoma Society, Inc.
Statement of Program Services & Activities
For the Year Ended June 30, 2005**

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, 2005, the Society will have 336 active grantees at 108 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.

EIN #13-5644916

**The Leukemia & Lymphoma Society, Inc.
Statement of Program Services & Activities
For the Year Ended June 30, 2005**

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 that is intended to advance treatment, diagnosis, or prevention in the near term.

Translational Research Awards are made for an initial three-year period; funding for an additional two years may be provided for highly promising projects. Awards up to \$200,000 are granted each year.

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-\$1.5 million annually over a five-year period, to a total cost of \$5 million-\$7.5 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@LLS.org. Detailed instructions for proposal submissions are posted on the Society's web site, www.LLS.org.

**The Leukemia & Lymphoma Society, Inc.
Statement of Program Services & Activities
For the Year Ended June 30, 2005**

(b) Patient and Community Service

More than 747,465 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.

Family Support Groups

The Society has developed more than 360 Family Support Groups at 63 chapters throughout the United States and Canada. 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.

- 8,500 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.

- 5,788 "First Connections" in 2005

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 42,800 participants since 1997

EIN #13-5644916

**The Leukemia & Lymphoma Society, Inc.
Statement of Program Services & Activities
For the Year Ended June 30, 2005**

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.

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

EIN #13-5644916

**The Leukemia & Lymphoma Society, Inc.
Statement of Program Services & Activities
For the Year Ended June 30, 2005**

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 "National Education Workshops" section of Society's Web site, www.LLS.org

- 100,000 Web cast and teleconference program participants in 2005

(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

- 61,134 calls and e-mails in 2005
- 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.

- 2,268,706 unique visits to patient services/disease information pages in 2005

(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, 2005

PART IV, LINE 54 - SECURITIES

Money market funds	\$ 48,820,232
Common stock and mutual funds	30,295,691
U S Government obligations	27,698,429
Corporate notes and bonds	19,202,468
Savings Bonds	<u>3,204</u>
	<u>\$ 126,020,024</u>

PART IV, LINE 55a - BUILDINGS

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

PART IV, LINE 56 - Other Investments

Mesirow Investments	\$ 2,474,376
FAM Global Investments	2,378,247
Interest in Perpetual Trust	<u>16,000</u>
	<u>\$ 4,868,623</u>

THE LEUKEMIA & LYMPHOMA SOCIETY, INC.
BALANCE SHEETS, FORM 990, PART IV, LINES 59, 66-69, 73-74
JUNE 30, 2005

The Society entered into a merger agreement with Leukemia Research Fund of Canada ("LRFC"), effective July 1, 2004, under which the Society has approval rights over all LRFC resolutions. As part of this agreement, the name of LRFC was changed to The Leukemia & Lymphoma Society of Canada, Inc. ("LLSC"). LLSC is registered as a charitable organization under the Income Tax Act of Canada, it is an entity incorporated under the laws of Canada and legally separate from The Leukemia & Lymphoma Society, Inc. Therefore, LLSC is not included on Form 990. Below is a reconciliation of the Assets, Liabilities and Net Assets between the audited financial statements and the Form 990, for the year ended June 30, 2005.

	<u>Amount per 6/30/05</u> <u>Audited Statements</u>	<u>Less</u> <u>LLSC</u>	<u>Amount per</u> <u>Part IV Form 990</u>	<u>Line</u>
Total Assets	<u>\$ 151,926,525</u>	<u>(2,908,517)</u>	<u>\$ 149,018,008</u>	59
Total Liabilities	<u>\$ 85,195,556</u>	<u>(1,542,534)</u>	<u>\$ 83,653,022</u>	66
Net Assets:				
Unrestricted	\$ 59,574,270	(976,814)	\$ 58,597,456	67
Temporarily restricted	\$ 4,493,675	(150,554)	\$ 4,343,121	68
Permanently restricted	\$ 2,663,024	(238,615)	\$ 2,424,409	69
Total Net Assets	<u>\$ 66,730,969</u>	<u>(1,365,983)</u>	<u>\$ 65,364,986</u>	73
Total Liabilities and Net Assets	<u>\$ 151,926,525</u>	<u>(2,908,517)</u>	<u>\$ 149,018,008</u>	74

EIN: 13-5644916



PART V - 990

All Directors of the Board are volunteers. The Directors are not paid any compensation, nor receive any benefits or expense allowances. As described on attachment for Schedule A, Part III, Line 2(d), the Society does reimburse its Board Members for reasonable business expenses associated with their service.

THE LEUKEMIA & LYMPHOMA SOCIETY

2005 BOARD OF DIRECTORS

JANUARY 2005

OFFICERS

Chair of the Board	John M. Kamins
Vice Chair for Medical and Scientific Affairs	Beverly S. Mitchell, MD
Vice Chair for Field Relations	David Frantze
Vice Chair for Patient Services	Marie M. Lauria, MSW
Vice Chair for Revenue Development	Margaret H. Anderson
Secretary/Treasurer	Thomas L. Fitzpatrick

(Complete list of members follows)



Board of Directors

Margaret H. Anderson

Anderson, Bryant, Lasky & Winslow, PSC

Kentucky Chapter
Louisville, KY

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Alexandra Mayes Birnbaum

Peartree Communications, Inc.

New York City Chapter
New York, NY

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Bvron Dobell

Robert A. Cantley

Greater San Francisco Bay Area
Chapter
San Francisco, CA

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Jan

Paul J. Cienki

General Dynamics Network Systems

Rhode Island Chapter
Cranstoh, RI `

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Suzanne

Michael C. Copley

San Diego/Hawaii Chapter
San Diego, CA

1311 Mamaroneck Avenue
White Plains, Ny 10605

(914) 949-5213

Lawrence D. Ellis, MD

University of Pittsburgh

Life Member

Western Pennsylvania & West
Virginia Chapter
Pittsburgh, PA

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Jacqueline Coogan

Thomas L. Fitzpatrick

Saint Gobain Corporation

Massachusetts Chapter
Framingham, 'MA

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Dianna

David Frantze

Stinson Morrison Hecker LLP

Mid-America Chapter
Shawnee Mission, KS

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Geri

Paul N. Frimmer

Irell & Manella LLP

Greater Los Angeles Chapter
Los Angeles, CA

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Carol

John A. Geoghegan

Gellert & Quartararo, PC

Westchester/Hudson Valley
Chapter
White Plains, NY

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Pat

Alan M. Gewirtz, MD

Professor of Medicine & Pathology
University of Pennsylvania Cancer Center

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Carter K. Guice, Jr.

Eastern District of Louisiana

Louisiana Chapter
Metairie, LA

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Cynthia

Steven Hooker

Oregon Chapter
Portland, OR'

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Linda

Lynn C. Hoover

Stinson Morrison Hecker, LLP

Mid-America Chapter
Shawnee Mission, KS

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Thomas F. Hunter

Stimulys

Gateway Chapter
St. Louis, MO

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Kella

Charles F. Inglefield

Northern Ohio Chapter
Cleveland, OH

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

John M. Kamins

Honigman Miller Schwartz and Cohn LLP

Michigan Chapter
Madison Heights, MI

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Judith

John B. Kelly

Capitol Financial Group

Greater Sacramento Area Chapter
North Highlands, CA

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Lynn

Leslie Elliot Krause, Esq.

Law Office of Leslie Elliot Krause

New York City Chapter
New York, NY

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Marie Lauria, MSW

University of North Carolina

Western North Carolina Chapter
Charlotte, NC

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Michael W. Long, PhD

Velcura Therapeutics, Inc.

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Dennis F. Marco

Northern New Jersey Chapter
Westfield, NJ

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Annie

W. Stratford May, Jr., MD, PhD

University of Florida Shands Cancer Center

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Bonni

Thomas R. McDonald

Life Member

Georgia Chapter
Atlanta, GA

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Olive

Richard H. Michalik

Illinois Chapter
Chicago, IL

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Jerilin

Beverly S. Mitchell, MD

Lineberger Comprehensive Cancer Center

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Rodman N. Myers

Life Member

Michigan Chapter
Madison Heights, MI

Honigman Miller, Schwartz and Cohn

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Jason North

JSN Consulting

Palm Beach Area Chapter
Palm Beach Gardens, FL

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Mary J. Oyer

Illinois Chapter
Chicago, IL

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Allan

Frederic C. Parvey

Fidelity National Financial

Northern Florida Chapter
Jacksonville, FL

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Marcie Rehmar Rogell

Children's Hospital

Central Ohio Chapter
Columbus, OH

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Evan

William H. Reimers

Life Member

Western North Carolina Chapter
Charlotte, NC

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Sandra

Naomi Rosenberg, PhD

Tufts Medical School

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Kevin R. Ryan

Yampolsky, Mandeloff, Silver & Co.

Eastern Pennsylvania Chapter
Philadelphia, PA

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Patricia

Maya B. Shenoy

Western North Carolina Chapter
Charlotte, NC

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Frank T. Short

Short Strategy Group, Inc.

Indiana Chapter
Indianapolis, IN

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Norbert J. Sieber

MARC USA

Southern Florida Chapter
Hollywood, FL

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Lorraine

Jay L. Silver

Life Member

Texas Gulf Coast Chapter
Houston, TX

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Elaine

Thomas R. Snyder

Nashville Bank and Trust

Tennessee Chapter
Nashville, TN

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

James E. Sparkes

Harris Beach, LLP

Central New York Chapter
Syracuse, NY

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Karen

James J. Stephanak

The Kalamazoo Gazette

Central Pennsylvania Chapter
Harrisburg, PA

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Margaret "Petev"

William M. Ward, Jr.

Presbyterian Manors of Mid-America

Life Member

Gateway Chapter
St. Louis, MO

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Marti

Judge Robert M. Yacobi

Life Member

Virginia Chapter
Richmond, VA

1311 Mamaroneck Avenue
White Plains, NY 10605

(914) 949-5213

Peg

EIN # 13-5644916

The Leukemia & Lymphoma Society, Inc.
Additional Officer/Key Employees
For the Year Ended June 30, 2005

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	435,825	48,019	N/A
John Walter 1311 Mamaroneck Ave White Plains, NY 10605 EVP & Chief Financial Officer	Full Time	219,140	34,485	N/A
	Total	<u>\$ 654,965</u>	<u>\$ 82,503</u>	

EIN: 13-5644916

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, 2005

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	218,409	33,204	N/A
Cynthia Gardner 1311 Mamaroneck Ave White Plains, NY 10605 EVP Field Management	Full Time	215,726	33,943	N/A
Larry Hausner 1311 Mamaroneck Ave White Plains, NY 10605 General Manager Organization Development	Ful Time	200,723	29,691	N/A
David Timko 1311 Mamaroneck Ave White Plains, NY 10605 VP Nat'l Corporate Relations	Full Time	194,354	32,359	N/A
Nancy Klein 1311 Mamaroneck Ave White Plains, NY 10605 SVP Marketing Communications	Full Time	176,562	25,236	N/A
	Total	<u>\$ 1,005,775</u>	<u>\$ 154,433</u>	

EIN: 13-5644916

PART VI (Form 990)
Line 77

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

Composite Version as of November 11, 2004
*(as originally Amended and Restated as of November 6, 2003
and as subsequently amended and restated in part on
March 6, June 26, September 11 and November 11, 2004)*

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	2
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	5
Section 3. Term of Office	5
A. Voting Representatives	5
B. Nonvoting Representatives.....	5
Section 4. Election of Representatives.....	5
A. Action by Members.....	5
B. Action by Canada Division.....	6
C. Certification by Field Relations Committee	6
Section 5. Voting	6
Section 6. Resignations	6
Section 7. Removal.....	6
Section 8. Annual Meeting of the BOR.....	6
Section 9. Special Meetings of the BOR	7
Section 10. Adjourned Meetings	7
Section 11. Waiver of Notice	7
Section 12. Quorum	7
Section 13. Action by Voting Representatives.....	8
Section 14. Action Without a Meeting.....	8
Section 15. Meetings by Telephone, Etc.	8
Section 16. BOR Officers.....	8
A. Election and Term of Office	8
B. Removal and Resignation.....	9
C. Vacancies.....	9
D. Presiding Officer.....	9
Section 17. Proxies	9
Section 18. Vacancies	9
Section 19. Annual Forum with BOD.....	10
ARTICLE V BOARD OF DIRECTORS	10
Section 1. Powers	10
Section 2. Composition of BOD.....	10
A. Elected Director.....	10

	B. Life Member Director	10
	C. Director Emeritus	11
Section 3.	Number of Term of Elected Directors	11
	A. Number; Classes; Terms	11
	B. BOD Officers as Elected Directors	11
	C. Definition of Term for Term Limitation Purposes	12
	D. Term Limitations	12
Section 4.	Qualification Criteria for Elected Directors	12
Section 5.	Nominations of Elected Directors; Notice	13
Section 6.	Additional Nominations; Notice	14
Section 7.	Contingent Nominations; Notices	14
Section 8.	Ballots and Tabulation	15
Section 9.	Voting	16
Section 10.	Resignations	16
Section 11.	Removal	17
Section 12.	Meetings of the BOD	17
Section 13.	Waiver of Notice	17
Section 14.	Quorum	17
Section 15.	Action by BOD	17
Section 16.	Meetings by Telephone, Etc.	17
Section 17.	Action Without a Meeting	17
Section 18.	Vacancies	18
Section 19.	President; Other Employed Officers	18
Section 20.	Rights of Inspection	18
ARTICLE VI COMMITTEES		19
Section 1.	Standing Committees of the BOD	19
	A. Audit Committee	19
	B. Finance Committee	20
	C. Board Development Committee	20
	D. Executive Committee	22
Section 2.	National Committees of the Corporation	22
	A. Field Relations Committee	22
	B. Medical and Scientific Committee	23
	C. Patient Services Committee	24
	D. Public Policy Committee	24
Section 3.	Additional Committees and Task Forces	24
	A. Other Standing Committees of the BOD	24
	B. Special Committees of the BOD	24
	C. Other Committees and Task Forces of the Corporation	24
Section 4.	Quorum	25
ARTICLE VII OFFICERS		25
Section 1.	Election of Officers	25
	A. Number and Qualifications	25
	B. Election and Term of Office	25
	C. Nominations for Terms Beginning July 1, 2005	26
	D. Nominations for Subsequent Terms	27
Section 2.	Removal and Resignation	27
Section 3.	Vacancies	27
Section 4.	Chairperson	27
Section 5.	Vice Chairperson for Field Relations	28
Section 6.	Vice Chairperson for Medical and Scientific Affairs	28

Section 7.	Vice Chairperson for Patient Services	28
Section 8.	Vice Chairperson for Resource Development.....	28
Section 9.	Secretary/Treasurer	28
ARTICLE VIII CHAPTERS		28
Section 1.	Establishment.....	28
Section 2.	Rules and Regulations	29
Section 3.	Suspension and Revocation.....	29
Section 4.	Funds, Moneys and Contributions	29
	A. Remittances	29
	B. Bank Resolutions.....	29
	C. Loans	29
	D. Signatures	29
	E. Contracts.....	29
Section 5.	Employees	30
Section 6.	Divisions and Regions.....	30
ARTICLE IX OTHER PROVISIONS		30
Section 1.	Endorsement of Documents; Contracts.....	30
Section 2.	Representation of Shares of Other Corporations.....	30
Section 3.	Fiscal Year, Books and Records	30
Section 4.	Notice	30
Section 5.	Corporate Seal.....	31
Section 6.	Procedure at Meetings	31
Section 7.	Annual Report	31
Section 8.	Amendment.....	31
Section 9.	Severability	31
Section 10.	Effective Date.....	31
ARTICLE X INDEMNIFICATION		32
Section 1.	Indemnification of Directors, Representatives, Officers and Others	32
Section 2.	Indemnification of Others.....	32
Section 3.	Advances or Reimbursement of Expenses.....	32
Section 4.	Interpretation	32
Section 5.	Indemnification Right.....	33
Section 6.	Limitation.....	33
Schedule A		34

BYLAWS
OF
THE LEUKEMIA & LYMPHOMA SOCIETY, INC.
a New York Not-for-Profit Corporation
Amended and Restated as of November 6, 2003,
and subsequently amended and restated in part on
March 6, June 26, September 11 and November 11, 2004,
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.

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 1
Board Development Committee	Article VI, Section 1C
BOD	Article V, Section 1
BOD Criteria	Article V, Section 4
BOD Officers	Article VII, Section 1A
BOR	Article III, Section 3
Business Day	Article IV, Section 9
Carryover Elected Director	Article V, Section 3B
Chairperson	Article VII, Section 1A
Chapter	Article III, Section 1
Class	Article V, Section 3A
Contingent Nominee	Article V, Section 7A
Contingent Director	Article V, Section 8
Corporation	Article I, Section 1
Directors	Article V, Section 2
Director Emeritus	Article V, Section 2C
Elected Director	Article V, Section 2A
Field	Article V, Section 4B
Field Relations Committee	Article VI, Section 2A
Home Office	Article II, Section 1
Indemnified Persons	Article X, Section 1
June 2005 Meeting	Article VII, Section 1B(b)
Life Member Director	Article V, Section 2B
Members	Article III, Section 1
Nonvoting Representative	Article IV, Section 2B(a)
Office	Article V, Section 7
President	Article V, Section 4
Previous Bylaws	Article VII, Section 1B
Prior Board	Article V, Section 1
Prospective Carryover Director	Article V, Section 7
Representatives	Article IV, Section 2C
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.

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.

(i) 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 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.

(ii) As used in these Bylaws, the term "**Canada Division**" means The Leukemia & Lymphoma Society of Canada / Societe de Leucemie & Lymphome du Canada, a Canada corporation without share capital. Only until such time as all Branches (as defined in the Canada Division's bylaws) that existed as of January 1, 2005 either have become Chapters or no longer exist, there shall be one Voting Representative from the Canada Division, who must be an experienced leader of the Canada Division and must reside within, be employed within or be physically present for a significant period of time within the geographical area of the Canada Division at the time of his or her election. If that Voting Representative permanently resides outside the geographical boundaries of the Canada Division 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 the Voting Representative of the Canada Division upon the commencement of permanent residence outside the geographical area of the Canada Division unless the board of directors of the Canada Division determines to retain him or her as its Voting Representative for the balance of the term. The term of the Voting Representative of the Canada Division will immediately cease as soon as all Branches that existed as of January 1, 2005 either have become Chapters or no longer exist. This subsection (ii) will be automatically and immediately repealed if and when the Corporation ceases to be the ultimately controlling voting member of the Canada Division.

B. Nonvoting Representative.

(i) 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.

(ii) Until such time as all Branches (as defined in the Canada Division's bylaws) that existed as of January 1, 2005 either have become Chapters or no longer exist, there shall be one Nonvoting Representative from each such Branch, who must be an experienced leader of such Branch and must reside within, be employed within or be physically present for a significant period of time within the geographical area of such Branch at the time of his or her election. If any such Nonvoting Representative permanently resides outside the geographical area of such Branch 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 such Nonvoting Representative upon the commencement of permanent residence outside the geographical area of such Branch unless the board of directors of the Canada Division determines to retain him or her as such Nonvoting Representative for the balance of the term. The term of each Nonvoting Representative of the Canada Division will immediately cease as soon as all Branches that existed as of January 1, 2005 either have become Chapters or no longer exist. This subsection (ii) will be automatically

and immediately repealed if and when the Corporation ceases to be the ultimately controlling voting member of the Canada Division.

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 (or of the Canada Division or his or her Branch, if applicable) and shall attend and participate in Chapter board meetings (or Canada Division or Branch board meetings, if applicable) 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.

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 (or the Canada Division by its board of directors, if applicable), 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 Voting Representative to serve a three-year term or one person as such Nonvoting Representative to serve a one-year term, as applicable, in each case 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 March 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. *Action by Canada Division.* In each fiscal year when the term of a Voting Representative or Nonvoting Representative of the Canada Division will expire, the Canada Division by its board of directors shall elect one person as such Representative to serve a three-year term (in the case of a Voting Representative) or a one-year term (in the case of a Nonvoting Representative) beginning the following July 1. The Canada Division's chief executive officer shall cause notice of its election of such Voting Representative or Nonvoting Representative to be given to the Field Relations Committee before March 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. This subsection B will be automatically and immediately repealed if and when the Corporation ceases to be the ultimately controlling voting member of the Canada Division.

C. *Certification by Field Relations Committee.* The Field Relations Committee shall determine whether each such Representative elected by a Member (or the Canada Division by its board of directors, if applicable) meets the criteria set forth in subsection A or B above (as applicable) and, if so, shall certify that fact in writing to the Secretary/Treasurer of the Corporation, with a copy to the Member or the Canada Division (as applicable). If the Field Relations Committee notifies a Member or the Canada Division that its elected Voting Representative or Nonvoting Representative does not meet such criteria, that nullifies such election and the Member or the Canada Division (as applicable) must elect a different person to the same office and fulfill the notice requirements of subsection A or B above (as applicable, but disregarding its March 15 due date) as to that new election. The Field Relations Committee and Members and the Canada Division shall cooperate to fulfill their duties under this subsection C 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 or Canada Division that he or she represents 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 April 2006 and in each subsequent April 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 and the Canada Division, 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 and the Canada Division, 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 and the Canada Division. 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 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. 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 after the deadline for such petitions 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 or the Canada Division 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 or a Nonvoting Representative of the Canada Division may be so authorized. Every proxy is signed by the Voting Representative or in his or her absence the president or other duly authorized officer of such Member or the Canada Division (as applicable). 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 or the Canada Division (as applicable) 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 or the Canada Division's Voting Representative or Nonvoting Representative office, from whatever cause arising, shall be filled by election by that Member or the Canada Division (as applicable), subject to certification by the Field Relations Committee in the manner set forth in Section 4C 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 or the Canada Division'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.

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 April 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 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, 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.

G. At least one Elected Director shall have professional financial expertise and also be an audit committee financial expert as defined in Article VI, Section 1A.

H. Regardless whether an Elected Director meets any one or more of the criteria in subsections B, D, E, F and G above, every Elected Director shall be expressly designated, both when nominated (as provided in Article V, Sections 5, 6 and 7) and in the roster of BOD members to be maintained by the Secretary/Treasurer of the Corporation, as meeting just one of those criteria or as "undesigned." Such designation in each case shall be stated as one and only one of the following: "has substantial prior Field involvement," "represents the medical and scientific community," "has professional patient services experience," "has professional public policy experience," "has professional financial expertise" or "undesigned" (each a "**BOD Category**"). Every BOD Category other than "undesigned" may only be used where factually applicable, but the "undesigned" BOD Category may be assigned to anyone.

I. The sole purpose for requiring a single BOD Category for each Elected Director and each nominee for that office is to facilitate compliance with subsections B, D, E, F and G above. Consequently, it shall never be inferred that anyone's BOD Category means that he or she meets no other BOD Criteria or that it is his or her primary or only qualification to serve on the BOD.

J. An Elected Director shall retain the same single BOD Category earlier assigned to him or her in accordance with these Bylaws throughout his or her Term or consecutive Terms as an Elected Director, but after ceasing to be an Elected Director may be assigned the same or a different BOD Category if and when thereafter nominated for election to the BOD.

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 and shall assign a single BOD Category to each of them, in the Board Development Committee's sole discretion. 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) additionally specify the single BOD Category assigned to each nominee, (iii) be accompanied by the nominees' biographical data and (iv) 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 accompanied by the nominee's biographical data, (iii) specify the major BOD Criteria the nominee represents, (iv) additionally specify the single BOD Category assigned to and approved by the nominee, and (v) 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 after the deadline for such petitions 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, and also shall specify the single BOD Category assigned by the petition to the nominee.

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 and also specifying his or her single BOD category (according to the current roster of BOD members), 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 and such Prospective Carryover Director's single BOD Category (as described above), (ii) specify the major BOD Criteria each Contingent Nominee represents, (iii) additionally specify the single

BOD Category assigned to each Contingent Nominee by the Board Development Committee in its sole discretion, *provided* that it must be the same as the related Prospective Carryover Director's single BOD Category, (iv) be accompanied by each Contingent Nominee's biographical data and (v) 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 nonelection to an Office the Contingent Nominee's actual candidacy depends and such Prospective Carryover Director's single BOD Category (as described above), (iv) specify the major BOD Criteria the Contingent Nominee represents, (v) additionally specify the single BOD Category assigned to and approved by the Contingent Nominee, *provided* that it must be the same as the related Prospective Carryover Director's single BOD Category, and (vi) 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 after the deadline for such petitions 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 such Prospective Carryover Director's single BOD Category, (ii) the single BOD Category assigned by the petition to such Contingent Nominee (which must be the same as such Prospective Carryover Director's single BOD Category) and (iii) 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 the single BOD Category earlier assigned to each of them in accordance

with these Bylaws, and shall specify who was nominated by the Board Development Committee.

In tabulating votes in the election, each nominee's single BOD Category shall be relevant as follows:

(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 two or more nominees are specified as having professional financial expertise, 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 financial expertise, this clause (d) shall be wholly disregarded.

(e) As used in these Bylaws, the term "**Field Nominees**" means all nominees whose single BOD Category is "has substantial prior Field involvement." If the total number of Field Nominees is 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 whose single BOD Category is "has substantial prior Field involvement"), the Y Field Nominee(s) who receive the highest number of votes shall be elected Elected Directors; *provided, however*, that if Y equals less than one, this clause (e) shall be wholly disregarded.

(f) After the election of certain Elected Directors in accordance with clauses (a) through (e) above, the remaining Elected Director positions shall be filled from among all of the remaining nominees (regardless of their BOD Category) 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 and time fixed by the Chairperson; *provided*, that beginning in 2006, 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 not less than 10 days prior to the date of any regular meeting and not less than 72 hours prior to any special meeting.

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 a majority 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 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;

(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.

(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 after the deadline for such petitions to all BOD members.

(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) 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 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 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 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.

(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 after the deadline for such petitions 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 after the deadline for such petitions 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.

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 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 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; *provided, however*, that the Canada Division (as defined in Article IV, Section 2A(ii)) has independent legal significance under these Bylaws in accordance with their terms; and *further provided*, that *notwithstanding* anything to the contrary in these Bylaws, all provisions of these Bylaws specifically naming or pertaining to the Canada Division will be automatically and immediately repealed if and when the Corporation ceases to be the ultimately controlling voting member of the Canada Division.

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 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*, 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 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.

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

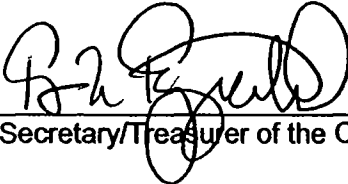
The above list is intentionally as of November 6, 2003 only, and is not intended to be updated for subsequent Chapter additions, deletions or name changes (which shall be recorded elsewhere in the Corporation's permanent records).

* * * * *

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 Composite Version accurately presents the Corporation's amended and restated Bylaws as adopted by the National Board of Trustees and ratified by the Members of the Corporation on November 6, 2003, and as subsequently amended and restated in part by the National Board of Trustees on March 6, June 26, September 11 and November 11, 2004 as the Bylaws of the Corporation, effective commencing January 1, 2005 in all respects.

Dated: November 11, 2004


Secretary/Treasurer of the Corporation

THE LEUKEMIA & LYMPHOMA SOCIETY, INC.

YEAR ENDED JUNE 30, 2005

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
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.

EIN: 13-5644916

THE LEUKEMIA & LYMPHOMA SOCIETY, INC.

YEAR ENDED JUNE 30, 2005

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 \$.405 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, 2005

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, 2005

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 Governmental & Legislative Affairs 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).
- 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)

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.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

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 |

- The books are in the care of ▶ **Executive Vice President & CFO**

Telephone No. ▶ (**914**) **949-5213**

FAX No. ▶ (**914**) **821-8937**

- 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-months for a **Form 990-T corporation**) extension of time until **February 15**, 20**06**, 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**, 20**04**, and ending **June 30**, 20**05**.

- 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**

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time—Must File Original and One Copy.

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

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

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

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☐ Telephone No. ☐ FAX No. ☐
- 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 is for.

- I request an additional 3-month extension of time until ☐ , 20 ☐.
- For calendar year ☐ , or other tax year beginning ☐ , 20 ☐ , and ending ☐ , 20 ☐.
- If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension ☐

- 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 ☐ \$ ☐
- If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 ☐ \$ ☐
- Balance Due.** Subtract line 8b from line 8a. 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. ☐ \$ ☐

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 ☐ 9/12/05**Notice to Applicant—To Be Completed by the IRS**

- ☐ We have approved this application. Please attach this form to the organization's return.
- ☐ We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- ☐ We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- ☐ We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
- ☐ Other ☐

Director

By: ☐

Date

Alternate Mailing Address — Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name
	Number and street (include suite, room, or apt. no.) or a P.O. box number
	City or town, province or state, and country (including postal or ZIP code)