

**AMENDMENT TO THE BY-LAWS
OF
LOUISIANA CANCER RESEARCH CENTER OF
L.S.U. HEALTH SCIENCES CENTER IN
NEW ORLEANS/TULANE HEALTH
SCIENCES CENTER**

Each of the undersigned, the President and Secretary, respectively, of LOUISIANA CANCER RESEARCH CENTER OF L.S.U. HEALTH SCIENCES CENTER IN NEW ORLEANS/TULANE HEALTH SCIENCES CENTER (the "Corporation"), does hereby certify that the following Amendments to the By-Laws were duly adopted by the Members of the Corporation.

By unanimous vote of the Board of Directors at a duly noticed meeting of the Board of Directors on April 15, 2010 at which time a quorum was present and voting, the Board of Directors approved the following Amendment to the By-Laws:

§3.12 Fund Allocation

Membership in the Corporation does not guarantee or coincide with a specific allocation of research or recruitment funds to the members of the Corporation.

Except as amended herein, the By-Laws as originally filed shall remain in full force and effect.

Dated: 10-3, 2013.



AARON MISCENICH/PRESIDENT



BARBARA GOODSON/SECRETARY

March 4, 2010

A motion was made by Mr. Ryan and seconded by Dr. Hamm.

RESOLVED, with all in favor, to approve modifying the LCRC Bylaws to include provisions for the evaluation of corporate members, for the removal of members, and to explicitly state that approval of membership does not guarantee funding.

A motion was made by Dr. Sachs and seconded by Dr. Hollier.

RESOLVED, with all partners in favor, to approve admitting Ochsner as a full partner of the LCRC, with no guarantees of funding and the agreement that all members will participate fully in joint clinical and basic science research of the LCRC.

April 15, 2010

A motion was made by Dr. Moerschbaeche and seconded by Ms. Suggs.

RESOLVED, with all in favor, to approve the amended Bylaws to include no guarantee of funding to new members.

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By unanimous consent of the Members, at a duly noticed meeting of the Members and Board of Directors on May 21, 2007 at which no less than two-thirds of the voting Members were present, the Members approved the following Amendments to the By-Laws:

Subsection (c) of Section 3.2 of the By-Laws of the Louisiana Cancer Research Center of L.S.U. Health Sciences Center in New Orleans/Tulane Health Sciences Center is hereby amended in its entirety to now read as follows:

(c) Xavier University of Louisiana

Subsection (d) of Section 3.2 of the By-Laws is added and reads as follows:

(d) Any other members appointed by unanimous consent of the existing members

Subsection 7 of Section 4.2 of the By-Laws of the Louisiana Cancer Research Center of L.S.U. Health Sciences Center in New Orleans/Tulane Health Sciences Center is hereby amended to now read as follows:

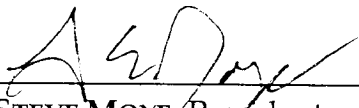
7. The President of Xavier University of Louisiana, for and during the time he occupies such position, or his designee;

Subsection 8 of Section 4.2 of the By-Laws of the Louisiana Cancer Research Center of L.S.U. Health Sciences Center in New Orleans/Tulane Health Sciences Center is hereby added and reads as follows:

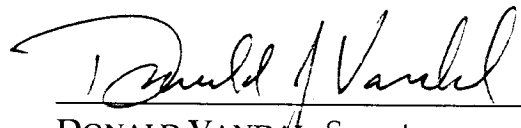
8. Such other persons as may be appointed by the unanimous consent of the Corporation's Board of Directors.

Except as amended herein, the By-Laws as originally filed shall remain in full force and effect.

Dated: Feb 20th, 2008



MR. STEVE MOYE, President



DONALD VANDAL, Secretary

LOUISIANA CANCER RESEARCH
CENTER OF L.S.U HEALTH
SCIENCES CENTER IN NEW
ORLEANS/TULANE HEALTH
SCIENCES CENTER

BYLAWS

Adopted

April 20, 2004

LOUISIANA CANCER RESEARCH CENTER OF L.S.U HEALTH
SCIENCES CENTER IN NEW ORLEANS/TULANE HEALTH
SCIENCES CENTER

BYLAWS

Preamble

LOUISIANA CANCER RESEARCH CENTER OF L.S.U. HEALTH SCIENCES CENTER IN NEW ORLEANS/TULANE HEALTH SCIENCES CENTER (the “Corporation”) is organized and constituted as a private, nonprofit corporation exempt from income taxation under and in accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Nonprofit Corporation Law of the State of Louisiana, La. Rev. Stat. §§ 12:201 *et. seq.*

Part 1—OFFICES

§ 1.1 Principal Offices

The principal office of the Corporation shall be 1615 Poydras Street, Suite 1280, New Orleans, Louisiana 70112.

§ 1.2 Other Offices

The Corporation also may have offices at such other places, within the state of Louisiana, as the Board of Directors may from time to time decide are necessary or proper for the business of the Corporation.

Part 2—Mission

§ 2.1 Mission

The primary mission of the Corporation will be to conduct and support research and promote education in the diagnosis, detection, and treatment of cancer in the pursuit of obtaining National Cancer Institute (“NCI”) designation for the Corporation and its

members, the Louisiana State University Health Sciences Center in New Orleans and the Tulane University Health Sciences Center, which designation is the recognized gold standard for excellence in cancer research, treatment and prevention. The Corporation will develop and sustain a coordinated NCI designated cancer research and education center that will optimize discovery and development of innovative cancer therapies; lead to innovative clinical treatment programs offering new opportunities for early detection, treatment, and prevention of cancer in our region; and promote regional economic growth. To accomplish this purpose, the Corporation will support the cancer research efforts at the Louisiana Cancer Research Center of L.S.U. Health Sciences Center in New Orleans and Tulane University Health Sciences Center as well as provide modern new research resources and infrastructure.

Part 3— MEMBERS AND VOTING RIGHTS; MEETINGS OF MEMBERS

§ 3.1 Non-Stock Basis

The Corporation is and shall be organized without shares on a non-stock basis. No dividends or other pecuniary remuneration shall be paid on any membership, nor, during the existence of the Corporation, shall any portion of the net earnings of the Corporation, derived through increment of value on its property or otherwise, inure to the benefit of any member, officer, or member of the Board of Directors of the Corporation.

§ 3.2 Corporation Members

The Corporation shall have the following members:

- (a) Louisiana State University Health Sciences Center;
- (b) Tulane University Health Sciences Center; and
- (c) Any other members appointed by the unanimous consent of the existing members.

Xavier University

Membership in the Corporation is personal and shall not be transferable, descendible or inheritable.

§ 3.3 Meetings of the Members

A regular meeting of the members of the Corporation shall be noticed and held at least once during each calendar year at such time and place as the Board of Directors may designate, for the purpose of electing the Board of Directors and for the transaction of such other business as may properly be brought before the meeting.

§ 3.4 Notice of Meeting

(a) *General.* Except as otherwise provided herein, by law, or the Articles of Incorporation of the Corporation, the authorized person or persons calling a members' meeting shall cause written notice of the time, place and purpose of the meeting to be given to all members entitled to vote at such meeting at least ten (10) days and not more than sixty (60) days prior to the date fixed for the meeting. Said notice shall be given, by either United States mail postage prepaid, to each member of record of the Corporation at his or her last known address or electronic mail (e-commerce) sent addressed to each member's last known e-mail address; provided, however, that any failure to send notice of any regularly scheduled meeting, or any irregularity therein, shall not affect the validity of such meeting or of any of the proceedings thereat; and further provided that any notice may be waived in writing. Notice of the annual meeting need not state the purpose thereof, unless action is to be taken at the meeting as to which notice is required by law.

(b) *Waiver of Notice.* Notice of any members' meeting may be waived in writing by any member at any time; the written waiver need not specify the purpose of or the business to be transacted at the meeting; and such notice shall be deemed to have been given to or waived by all members present or represented at any such meeting except any member who, at the beginning of the meeting, objects to the transaction of any business because the meeting is not lawfully called or convened.

§ 3.5 Special Meetings

Special meetings of the members, for any purpose or purposes, may be called at any time by a majority vote of the Board of Directors upon three (3) days written notice.

§ 3.6 Quorum

Except as otherwise provided by law or the Articles of Incorporation of the Corporation, the presence, in person or by proxy, of a majority of the voting members shall be requisite and shall constitute a quorum at all meetings of the members.

§ 3.7 Vote Required

When a quorum is present at any meeting, the vote of the majority of members having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law, the Articles of Incorporation of the Corporation or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

§ 3.8 Proxies

At any meeting of the members, a member absent from such meeting may be represented by another member, who may cast the vote of the absent member according to the written instructions, general or special, of the absent member.

§ 3.9 Adjournment

Adjournments of any annual or special meeting of members may be taken without new notice being given unless a new record date is fixed for the adjourned meeting.

§ 3.10 Absence of Quorum

If a meeting cannot be organized because a quorum has not attended, a majority of those present may adjourn the meeting to such time and place as they may determine.

§ 3.11 Records of Meetings, Elections and Other Matters

A record shall be made of the members represented in person and by proxy at every regular or special meeting. A record of the members' meeting, giving the names of the members present, the names of the members represented by proxy, the names of proxies, and the discussions regarding the scientific entities overseen by the board, including reports by the Scientific Co-Directors, shall be entered into the records of the meeting in the minute book of the Corporation. This record shall show the names of the members and the number of votes for each resolution.

Part 4—BOARD OF DIRECTORS**§ 4.1 Constitution; Authority**

The powers and governance of the Corporation shall be vested in and exercised through the Board of Directors. The Board of Directors shall have all of the authority and responsibility for adopting and implementing policies and procedures to accomplish the purposes and objectives of the Corporation, shall have the authority and responsibility to supervise the management, operations and assets of the Corporation, may make general rules and regulations for the government of the Corporation and may authorize and appoint committees with appropriate expertise as needed. The Directors as a body shall exercise the powers conferred upon said body by the Articles of Incorporation and by the laws of the State of Louisiana. In addition to the responsibilities mentioned above, the duties of the Board of Directors shall include, but not be limited to, the following:

- (a) Interview and engage an individual to serve as the President/CEO of the Corporation, periodically evaluate the performance of the President/CEO

and fill any vacancy in the office the President/CEO caused by his or her death, resignation, retirement or removal from office.

- (b) Evaluate the need for, authorize, coordinate and supervise any fundraising efforts of the Corporation.
- (c) Undertake strategic planning for the Corporation and oversight of the implementation of such plans. In developing and implementing such strategic plans, the Board will consult with the Scientific Co-Directors.

§ 4.2 Number and Term of Directors and Qualifications

The number of Board members shall be determined by the Board from time to time. The Board of Directors shall be composed of the persons elected by the Corporation's members following their appointment or designation pursuant to La. RS 17:1923A as provided below:

1. The person who occupies the position, Senior Vice President for Health Sciences of Tulane University Health Sciences Center, for and during the period he occupies such position;
2. A senior Louisiana State University Health Sciences Center in New Orleans representative appointed by the President of the Louisiana State University System;
3. A member appointed by the Senior Vice President for Health Sciences of Tulane University Health Sciences Center;
4. A member appointed by the President of the Louisiana State University System from the Louisiana State University Health Sciences Center in New Orleans;
5. The person who occupies the position, Secretary of the Louisiana Department of Economic Development, for and during the period he occupies such position, or his designee;
6. The person who occupies the position, Chairman of the Louisiana Board of Regents, for and during the period he occupies such position, or his designee; and
7. Such other persons as may be appointed by the unanimous consent of the Corporation's Board of Directors.



Election of the members of the Board of Directors shall be held every four (4) years by the Corporation's members. Each member shall be entitled to cast one vote for each vacancy of the Board of Directors, and voting shall be on a non-cumulative basis.

§ 4.3 Filling Vacancies

Vacancies on the Board of Directors, in the event of the death, resignation or removal of any Director shall be filled by a majority vote of the Corporation's members, at a special election called for that purpose consistent with the provisions of Section 4.2 above. Any Board member elected by the Corporation's members to fill a vacancy shall serve the remainder of the four year term. Each member of the Board of Directors shall be elected for a term that will end upon the next election of Board members held every four (4) years. There shall be no restriction on the number of consecutive terms to which a Director can be elected.

§ 4.4 Remuneration

Members of the Corporation's Board of Directors shall not receive compensation by reason of their membership on the Board or attendance at the meetings of the Board. Members of the Board shall receive a per diem allowance to be established by the Board in an amount not to exceed the amount of per diem authorized for members of the Louisiana Legislature. All member of the Board may be reimbursed for travel expenses incurred in the performance of their official duties. The travel expense reimbursement shall be fixed by the Corporation in an amount not to exceed those authorized under Louisiana travel regulations.

§ 4.5 Place of Meetings

The meetings of the Board of Directors shall be held at a time and place as determined by and at the call of the chairperson or when requested by a majority of the Board of Directors.

§ 4.6 Regular Meetings

Regular meetings of the Board of Directors may be held without notice at such time and place within the State of Louisiana as shall from time to time be determined by the Board of Directors. The Board of Directors shall meet at least twice annually.

§ 4.7 Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson or Vice Chairperson on two (2) days' notice given to each Director, either personally or by telephone, mail, facsimile or e-commerce.

§ 4.8 Telephone Meetings

Nothing contained in these Bylaws shall be deemed to restrict the power of members of the Board of Directors, or any committee designated by the Board of Directors, to participate in a meeting of the Board of Directors, or a committee, by means of telephone or similar communications equipment by means of which all persons participating in the meeting can hear and communicate with each other. Participation in a meeting pursuant to this Subsection shall constitute presence in person at such meeting except where the person participates for the sole, express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

§ 4.9 Quorum

A number equal to a majority of the Board members present, in person or by proxy, shall be necessary to constitute a quorum for the transaction of business, and except as otherwise provided by law or as set forth in the Articles of Incorporation of the Corporation or these Bylaws, the acts of a majority vote of the Board members present at a meeting at which a quorum is present shall be the acts of the Board.

§ 4.10 Action by Consent

Any action which may be taken at a meeting of the Board of Directors or any committee thereof, may be taken by a consent in writing signed by all of the Board members or by all members of the committee, as the case may be, and filed with the records of proceedings of the Board of Directors or such committee.

§ 4.11 Voting by Proxy

In the event a Board member can not personally attend a meeting, the Board member may give his written proxy to another Board member who will be personally present at the meeting, who may cast the vote of the absent Board member according to the written proxy of the absent Board member.

§ 4.12 Recruitment Packages

The Board of Directors shall establish a procedure for the approval of recruitment packages for faculty of the members.

Part 5 —COMMITTEES

§ 5.1 Executive Committee

The Board of Directors shall form an Executive Committee to exercise all power and authority of the Board of Directors, subject to ratification of all actions by the Board of Directors. The Executive Committee shall be composed of individual Board members designated by the Board, the specific number of which shall be determined by the Board.

§ 5.2 Finance Committee

The Board of Directors may appoint a Finance Committee to review annual budgets, meet with the auditors, review and approve budgets and expenditures and oversee all other financial and accounting matters of the Corporation. Both Tulane University Health Sciences Center and Louisiana State University Health Sciences Center shall have one representative on this Finance Committee and the Board may appoint additional members as they see fit.

§ 5.3 Other Board Committees

The Board of Directors may, by resolution, designate one or more other committees, which, to the extent provided by resolution of the Board of Directors, shall have and exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Each committee created under this Section 5.3 shall consist of at least two (2) of the Board members of the Corporation. The committees shall have such names as designated by the Board of Directors.

Part 6—OFFICERS

§ 6.1 Election

The Board of Directors shall elect on an annual basis a Chairperson, Vice-Chairperson, Secretary and Treasurer and such other officers as the Board deems necessary. The Senior Vice President for Health Sciences of Tulane University Health Sciences Center and the senior Louisiana State University Health Sciences Center representative appointed by the President of the Louisiana State University System shall serve as the Chairperson and Vice Chairperson, alternating between the two positions on an annual basis. Any two offices may be combined in one person, provided that no person holding more than one office may sign, in more than one capacity, any certificate or other instrument required by law to be signed by two officers.



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§ 6.2 President/CEO

The Board of Directors shall also appoint a President/Chief Executive Officer who shall be responsible for the day-to-day operations of the Corporation. The President/CEO shall report to the Board of Directors. The President/CEO shall have such duties and responsibilities as from time to time are assigned by the Board of Directors.

§ 6.3 Term of Office

The officers of the Corporation shall be elected by the Board of Directors on an annual basis and shall serve for a one year term. The annual election of the officers shall be held at the Board meeting immediately preceding the commencement of the Corporation's fiscal year.

§ 6.4 Duties and Powers of Chairperson and Vice Chairperson of the Board

The Chairperson shall preside at all meetings of the members and all meetings of the Board of Directors and shall supervise the carrying out of the policies adopted or approved by the Board of Directors; shall have, and may exercise, those specific powers conferred by these Bylaws; and shall also have, and may exercise, such further powers and duties as from time to time may be conferred, or assigned by, the Board of Directors. The Vice Chairperson shall assume all of the duties and powers of the Chairperson in the event the Chairperson is absent from a Board of Directors meeting or otherwise unable to fulfill the duties of the position.

§ 6.5 Duties and Powers of Secretary

The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board, and shall perform such other duties as may be prescribed by the Board.

§ 6.6 Duties and Powers of Treasurer

The Treasurer shall have charge of the funds and assets of the Corporation, shall keep proper records showing all receipts, expenditures, and disbursements, with vouchers in support thereof; and shall make a report of the financial status of the Corporation at each regular Board meeting.

**Part 7 – SCIENTIFIC CO-DIRECTORS AND
EXTERNAL SCIENTIFIC
ADVISORY BOARD**

§ 7.1 Scientific Co-Directors

The Scientific Co-Directors should be highly-qualified scientists with administrative experience and expertise in cancer research, treatment or prevention. The Scientific Co-Directors shall be responsible for formulating and presenting to the Board of Directors a plan for attaining and maintaining NCI designation and such other duties and responsibilities as assigned by the Board of Directors. Specifically, the Scientific Co-Directors shall prepare and present annually for approval by the Board, a three-year financial plan for the scientific development of the Consortium. The Scientific Co-Directors shall have authority to obligate the Consortium to the expenditure of funds within the approved budget by category subject to guidelines as may be adopted by the Board. Additionally, the Scientific Co-Directors shall assign, in consultation with the appropriate Deans, designated Consortium research space according to guidelines as may be adopted by the Board.

§7.2 External Scientific Advisory Board

The External Scientific Advisory Board (ESAB) shall consist of recognized leaders in cancer research with demonstrated experience in leadership of NCI Designated Cancer Centers. The ESAB shall interact with the Scientific Leadership and Board of the Consortium and review progress in all spheres toward obtaining and sustaining NCI Designation. The Scientific Directors shall propose candidates for membership of the ESAB to the Board for Board approval. The ESAB shall serve an initial term of 5 years and subsequent terms coincident with the renewal of the P-30 Cancer Center Support Grant (CCSG). In event of vacancy on the ESAB for any reason, the Scientific Directors shall propose a replacement to the Board for Board approval. The ESAB shall be accessible to the scientific leadership (Scientific Directors, Deputy Directors, Associate Directors, Program Leaders, and Core Leaders) on an ongoing basis. In addition, the ESAB shall make an on-site visit to review progress of the Consortium and its scientific programs at least one time per year. The review by the ESAB shall be discussed with the Scientific Leadership and the Board during the on-site visit and shall be submitted as a formal written review which is part of the documentation submitted with the P-30 CCSG application.

Members of the External Scientific Advisory Board may be compensated for their time and expenses as proposed by the Scientific Directors and approved by the Board.

Part 8 – LOUISIANA TOBACCO PREVENTION AND CESSATION PROGRAM

§ 8.1 Mission.

The mission of the Louisiana Tobacco Prevention and Cessation Program (“LTPCP”) is to develop and implement a statewide comprehensive tobacco and cessation program. The LTPCP shall include four main components: a statewide mass media campaign, evidence-based community programs, a cessation program within the state hospital system and a strong evaluation component. The Southern University Board of Supervisors shall participate in the planning and expenditure of funds for the creation of smoking prevention mass media programs and evidence-based tobacco control programs.

§8.2 Steering Committee.

The Board of Directors shall appoint a LTPCP Steering Committee which will provide the overall guidance, direction and implementation of the LTPCP. The Board of Directors will assign specific duties and responsibilities to the LTPCP Steering Committee. The Board of Directors shall determine the number and identify of members of the LTPCP Steering Committee. Initially the following organizations shall have representation on the LTPCP Steering Committee:

1. LSU Health Sciences Center in New Orleans
2. University of Louisiana System
3. LSU Health Sciences Center Health Care Services Division
4. Tulane University School of Public Health and Tropical Medicine
5. Louisiana State Health Office
6. LSU Health Sciences Center-Shreveport
7. Southern University System
8. State Department of Education
9. LPHI appointee, ex-officio
10. Xavier University
11. Dillard University

Part 9 – NOTICES

§ 9.1 Form of Notice

Except as otherwise provided herein, any written notice required or permitted by law, the Articles of Incorporation of the Corporation or these Bylaws to be given to any member or the Board of Directors shall be deemed to have been given to such member on three (3) business days after such notice: (i) is placed in the United States mail, postage

prepaid, addressed to such member at his last known address, or (ii) electronically sent addressed to such member's last known e-mail address.

§ 9.2 Waiver of Notice

Whenever any notice is required to be given by law or the Articles of Incorporation of the Corporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Part 10—MISCELLANEOUS

§ 10.1 Checks

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

§ 10.2 Fiscal Year

The Corporation shall operate on a fiscal year basis commencing on July 1 and ending on June 30 of each year. The Corporation will approve and adopt an annual budget for each fiscal year consistent with the annual legislative appropriation.

§ 10.3 Authorization to Contract for Administrative and Other Services

The Corporation may contract with other persons, firms and organizations for the provisions of administrative, management, accounting and other services necessary for the operation of the Corporation.

Part 11—INDEMNIFICATION

§ 11.1 Generally

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the Corporation) by reason of the fact that he is or was an incorporator, member, member of the Board of Directors, or officer against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that in case of actions by or in the right of the

Corporation, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

§ 11.2 Indemnity Prohibited

No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged (by a court of competent jurisdiction, after exhaustion of all appeals therefrom) to be liable for willful or intentional misconduct in the performance of his duty to the Corporation, unless, and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

§ 11.3 Indemnity for Expenses

To the extent that an incorporator, member, member of the Board of Directors, or officer of the Corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

§ 11.4 Authorization of Indemnity

The indemnification hereunder (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum, or (2) if such a quorum is not obtainable and the Board of Directors so directs, by independent legal counsel, or (3) by the Corporation's members.

§ 11.5 Payments on Reimbursement in Advance

The expenses incurred in defending such an action, suit or proceeding shall be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in §11.4 above, upon receipt of an undertaking by or on behalf of the incorporator, officer, or member to repay such amount if it shall

ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized hereunder.

§ 11.6 Indemnification—Not Exclusive

The indemnification and advancement of expenses hereunder shall not be deemed exclusive of any other rights to which one indemnified or obtaining advancement of expenses may be entitled, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an incorporator, officer, or member and shall inure to the benefit of his heirs and legal representatives; provided however, no such other indemnification measure shall permit indemnification of any person for the results of such person's willful or intentional misconduct.

Part 12—AMENDMENTS

§ 12.1 Procedure

These Bylaws may be adopted, changed, altered, amended or repealed only by the vote of two thirds (2/3) of the Board of Directors; provided, however, that any such Bylaws shall not be inconsistent with the provisions of the Articles of Incorporation of the Corporation or with any provision or requirement of law.


Part 13—PLAN AND PROGRESS REPORT

§ 13.1 Submission

The Board of Directors shall present a strategic plan and annual progress report to the Joint Legislative Committee on the Budget, the Louisiana Board of Regents, and the Department of Economic Development not later than February 1 of each year as required by the enabling legislation which created the Corporation. The Board of Directors shall make such other reports as are required by the Joint Legislative Committee on the Budget.

Signature Page to Follow

Adopted by the Board of Directors of LOUISIANA CANCER RESEARCH CENTER OF L.S.U. HEALTH SCIENCES CENTER IN NEW ORLEANS/TULANE HEALTH SCIENCES CENTER, this 20th day of April, 2004.


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DONALD VANDAL, Secretary

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