

AMENDED AND RESTATED BYLAWS
OF THE
INTERNATIONAL SOCIETY OF ORAL ONCOLOGY

ARTICLE I
General

1.1 Name. The name of this organization shall be the International Society of Oral Oncology, a Washington nonprofit Corporation (the "Corporation").

1.2 Office. The Corporation shall continuously maintain a principal office and place of business in the State of Washington as the Board of Directors shall designate from time to time. The Corporation may have such other offices, either within or without the State of Washington as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II
Purpose

The principal purpose of the Corporation is to receive, administer, and distribute funds and other assets exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States Internal Revenue law, including, but not limited to the following:

2.1 To foster and promote scientific interchange among health care professionals with interest in the field of oncology as it relates to the oral cavity, head, and neck;

2.2 To promote a multi-disciplinary forum for dental and medical health care providers to focus on issues pertinent to patient care, research, and professional, public, and patient education as they relate to cancer and therapy-induced complications that may develop relating to the oral cavity, head, and neck;

2.3 To study, develop, and promote issues related to oral complications of cancer therapy; and

2.4 Such other purposes and objectives as may be consistent within the meaning of Section 501(c)(3) of the Code.

ARTICLE III Members

3.1 Classes of Membership. The Corporation shall have two (2) classes of membership. The rights and qualifications of the Members of the Corporation shall be as set forth in the Articles of Incorporation and this ARTICLE III.

3.2 Eligibility. Any health professional, including dentists, physicians, registered dental hygienists, registered nurses, and other licensed professionals, licensed to practice in his or her jurisdiction, and other individuals who wish to participate in the Corporation's activities shall be eligible for membership.

3.3 Class of Membership. The Corporation shall have two (2) classes of membership: Regular and Scholarship.

a. Regular Membership. A Regular Member is a person who: (i) is a health professional, including dentists, physicians, registered dental hygienists, registered nurses, and other licensed professional, licensed to practice in his or her jurisdiction; (ii) has been accepted as a Regular Member; and (iii) has paid his or her dues: (A) pursuant to the Alliance Agreement between the Corporation and the Multinational Association of Supportive Care in Cancer ("MASCC"); or (B) if there is no Alliance Agreement between the Corporation and MASCC, has paid his or her dues, the amount of such dues and the method and timing of payment to be determined by the Board of Directors from time to time. Each Regular Member in good standing shall have one (1) vote at any meeting of the Members.

b. Scholarship Membership. A Scholarship Member is a person who: (i) wishes to participate in the society's activities; (ii) has been accepted as a Scholarship Member; and (iii) has had his or her dues reduced or waived: (A) pursuant to the Alliance Agreement between the Corporation and MASCC; or (B) if there is no Alliance Agreement between the Corporation and MASCC, has had his or her dues reduced or waived, as determined by the Board of Directors from time to time. A Scholarship Member shall not have the right to vote at any meeting of the Members, shall not be allowed to serve as an officer or director of the Corporation, and shall not be allowed to serve on any Corporation committees.

3.4 Voting. Each Regular Member of the Corporation shall be entitled to one (1) vote on each matter submitted to a vote of the Members.

3.5 Annual Meeting. The annual meeting of the Members shall be held during: (A) the Corporation's and MASCC's annual scientific assembly; or (B) if there is no alliance between the Corporation and MASCC, on such date, time, and place as may be determined by the Board of Directors, for the purpose of electing Directors, for the transaction of such other business as may properly come before the meeting, and for the purpose of voting on such matters that require a vote of Members under Washington law.

3.6 Special Meetings. The Board of Directors or the President may call special meetings of the Members for any purpose. No business will be transacted at any special meeting

of Members except as specified in the notice calling for the meeting. The Board of Directors shall designate the date, time, and place for the special meeting, which shall be reflected in the notice of such meeting.

3.7 Notice of Meetings.

a. Written Notice. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, will be given by or at the direction of the Board of Directors, the President, or the Secretary to each Member entitled to notice of or to vote at the meeting not less than seven (7) days before the meeting.

b. Delivery of Notice. Such notice may be transmitted by mail, private carrier, personal delivery, telegraph, teletype, telephone, wire, or wireless equipment that transmits either a facsimile or electronic mail ("email") of the notice. If such notice is mailed, it will be deemed effective when deposited in the official government mail, first-class postage prepaid and correctly addressed to the Member at such Member's address as it appears in the Corporation's current record of Members. Notice given in any other manner will be deemed effective when dispatched to the Member's address, telephone number, facsimile number, email address or such other number or information appearing on the records of the Corporation. If notice is delivered via electronic transmission, such notice will be effective only with respect to Members who have consented, in the form of a record, to receive electronically transmitted notices, in accordance with Washington law.

3.8 Waiver of Notice. A Member may waive any notice before or after the date and time of the meeting that is the subject of the notice. The waiver must be in writing, signed by the Member entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation records. A Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Member raises such objection at the beginning of the meeting. A Member waives objection to consideration of a particular matter at a meeting that is not within the purposes described in the meeting notice unless the Member objects to considering the matter when it is presented.

3.9 Quorum. Ten (10) members of the Corporation entitled to vote, represented in person, shall constitute a quorum at a meeting of the Members of the Corporation. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting without further notice.

3.10 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of members present is the act of the Members, unless a greater proportion is required by express provision of the law of the State of Washington or of the Articles of Corporation or these Bylaws.

3.11 Transfer of Membership. Membership in this Corporation is not transferable or assignable.

3.12 Termination of Membership. Membership in the Corporation shall cease upon non-payment of dues or resignation of the Member.

ARTICLE IV Board of Directors

4.1 General Powers. The affairs of the Corporation shall be managed by the Board of Directors. In addition to its other powers and authority, the Board of Directors shall have the full power, except as prohibited by the terms of any gift, devise, bequest, or other transfer, in its sole discretion, to change the form of any investment and, for that or other purposes of the Corporation, to dispose of any property held by the Corporation. Notwithstanding the foregoing, the Board of Directors shall not have the authority to engage in activities that are inconsistent with Section 501(c)(3) of the Code, or the Corporation's status as an organization exempt from income tax. Directors shall be selected for, among other reasons, their interest and ability to carry out the purposes of the Corporation and their other special training or abilities.

4.2 Number of Directors. The Board of Directors of this Corporation shall be composed of not less than nine (9) directors, the specific number to be set by resolution of the board of directors. The number of directors may be increased or decreased from time to time by amendment to or in the manner provided in these Bylaws. No decrease, however, shall have the effect of shortening the term of any incumbent director unless such director resigns or is removed in accordance with the provisions of these Bylaws.

4.3 Eligibility. Each director of the Corporation shall subscribe to the purposes and mission of the Corporation and shall agree to fulfill the duties of director as provided by the Bylaws or by resolution of the Board of Directors.

4.4 Classes of Directors. There shall be two (2) classes of Directors: Elected Directors and Ex Officio Directors.

a. Elected Directors. The Board of Directors shall be composed of not more than seven (7) elected Directors ("Elected Directors") who shall be elected by the Board of Directors.

b. Ex Officio Directors. The Board of Directors shall be composed of not more than two (2) Ex Officio Directors: the MASCC Liaison and the Immediate Past President of the Corporation. Ex Officio Directors shall be entitled to attend all meetings of the Board of Directors, to receive all communications addressed to Directors and to express their views at meetings of the Board of Directors in the same manner as Trustees, but they shall not be entitled to vote or otherwise exercise control over the management or operations of the Corporation in their role as Ex Officio Directors. Ex Officio Directors shall have the same right to indemnification as a Director sitting on the Board of Directors.

4.5 Election of Directors. Directors shall be elected prior to the annual meeting of the Members or at a special meeting of the Members called for that purpose. Candidates for the

Board of Directors shall be nominated and elected by the Regular Members. Thereafter, unless the director resigns or is removed in accordance with these Bylaws, each director shall hold office for a period of two (2) years. Each director shall hold office until his or her successor is elected and qualified, or until his or her earlier death, resignation, disqualification, or removal.

The Nominating Committee shall place in nomination the names of individuals who have consented to be on the ballot for the election to the Board of Directors. At least sixty (60) days' prior to the annual membership meeting at which one or more of the Director's term as a member of the Board of Directors expires, the Nominating Committee shall forward to each Regular Member a resume of each nominee together with either an electronic or a written ballot. Each Regular Member is entitled to cast one (1) vote for each available director position. Ballots shall be considered valid if received within thirty (30) days of it being forwarded to the Regular Member, after which time no votes will be counted and the election will be closed. A nominee shall be considered elected when he or she receives a majority of votes by the specified deadline. In the case of a tie, additional election(s) shall be called until a candidate receives a majority of votes.

4.6 Election of MASCC Liaison. A MASCC Liaison shall be elected every other year prior to the annual meeting of the Members or at a special meeting of the Members called for that purpose. Candidates for the MASCC Liaison shall be nominated and elected pursuant to the following:

a. Purpose. The purpose of the MASCC Liaison position is to represent the Board of Directors and Corporation Members on the MASCC Board of Directors, and serve as a communication vehicle between the Corporation and MASCC.

b. Qualifications. The MASCC Liaison shall have served on the Corporation's Board of Directors in an elected position.

c. Appointment Process. The MASCC Liaison shall be appointed by the Board of Directors (or by the President of the Corporation with input from the Board of Directors or nominated by the President of the Corporation and endorsed by the Board of Directors).

d. Term. The MASCC Liaison shall serve for a two (2) year term and may be reappointed for two (2) additional terms for a maximum of six (6) years total.

e. Membership. The MASCC Liaison shall be a current paid member of the Corporation.

f. Agreement. The MASCC Liaison shall agree to attend MASCC Board meetings (which occur at ASCO and MASCC/ISOO) and three to four telephone conferences during the calendar year.

4.7 Tenure. Directors may be reelected for two (2) additional terms for a maximum of six (6) years total. Each Director shall hold office until his or her successor is elected and qualified, or until his or her earlier death, resignation, disqualification, or removal. A former

Trustee shall be eligible to be elected to a new term on the Board of Directors after a minimum of one (1) year's absence from the Board of Directors.

4.8 Annual and Other Regular Meetings. The annual meeting of the Board of Directors shall be held during: (a) the Corporation's and MASCC's annual scientific assembly; or (B) if there is no alliance between the Corporation and MASCC, on such date, time, and place as may be determined by the Board of Directors, for the transaction of such business as may properly come before the meeting. Quarterly telephone conferences of the Board of Directors shall be held on such date and time as may be determined by the Board of Directors for the transaction of such business as may properly come before the meetings.

4.9 Notice of Board of Directors Meetings. Written notice of any annual or regular meeting of the Board of Directors shall be provided to directors not less than five (5) days before the date of such meeting. Such notice shall specify the time and place of the meeting. The notice shall be delivered either by mail, private carrier, facsimile, electronic transmission, or in person at the direction of the President, Secretary, or other persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at the director's address as it appears on the records of the Corporation, with postage thereon prepaid. Any director may waive notice of any annual or regular meeting. If notice is delivered via electronic transmission, such notice will be effective only with respect to directors who have consented, in the form of a record, to receive electronically transmitted notices, in accordance with RCW 24.03.

4.10 Special Meetings. Special meetings of the Board of Directors may be called by the President or by members of the Board of Directors constituting not less than one-half (1/2) of the total number of directors. Notice of special meetings of the Board of Directors stating the date, time, and place thereof shall be given at least ten (10) prior to the date set for such meeting by the person or persons authorized to call such meeting, or by the Secretary at the direction of the person or persons authorized to call such meeting. The notice may be oral or written. Written notice is effective upon dispatch if such notice is sent to the director's address, telephone number, or other number appearing on the records of the Corporation. If no place for such meeting is designated in the notice thereof, the meeting shall be held at the principal office of the Corporation.

4.11 Waiver of Notice of Special Meeting. Whenever any notice is required to be given to any director of the Corporation pursuant to applicable law, a waiver thereof in writing signed by the director entitled to notice shall be deemed equivalent to the giving of notice. Any director may waive notice of any meeting at any time. The attendance of a director at a meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

4.12 Quorum. A majority of the number of directors specified in or fixed in accordance with these Bylaws shall constitute a quorum for the transaction of any business at

any meeting of directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.13 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors, unless the question is one upon which a different vote is required by express provision of law of the State of Washington or of the Articles of Incorporation or of these Bylaws.

4.14 Participation by Conference Telephone. Directors may participate in a regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all directors participating can hear each other during the meeting and participation by such means shall constitute presence in person at the meeting.

4.15 Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or within a reasonable time thereafter. Such right to dissent shall not apply to a director who voted in favor of such action.

4.16 Action by Board Without a Meeting. Any action permitted or required to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents setting forth the action so taken, shall be signed, either before or after the action taken, by all the directors of the Corporation. Action taken by written consent is effective when the last director signs the consent, unless the consent specifies a later effective date.

4.17 Resignation and Removal. Any director may resign at any time by delivering written notice to the President, the Vice President, the Secretary, or the Board of Directors of the Corporation, or by giving oral notice at any meeting of the directors. The Board of Directors may remove any director for any reason deemed by the Board of Directors to be just cause for removal; provided, however, that no director shall be removed except by the affirmative vote of a majority of the Board of Directors.

4.18 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

4.19 Compensation. The directors shall not receive any compensation for attendance at meetings of the Board of Directors or any committee thereof, or for serving as an officer of the Corporation; provided, however, that directors shall be reimbursed by the Corporation for such travel and other expenses as the Board of Directors by resolution may prescribe.

ARTICLE V Officers

5.1 Officers. The Corporation shall have the following officers: a President, a President Elect, a Vice President of Communications, a Secretary, a Treasurer, Members-at-Large, a Board Liaison, and such other officers as may be elected by the Board of Directors in accordance with the provisions of these Bylaws. Such officers who are elected or appointed by the Board of Directors shall have such authority and perform such duties as are designated from time to time by the Board of Directors. The same person may hold one or more offices, except for the offices of President and Secretary.

5.2 Election and Term of Office. The Board of Directors shall elect the officers of the Corporation every other year prior to the annual meeting of the Board of Directors, or as soon thereafter as practicable. At any annual meeting thereof, the Board of Directors may create such new offices and elect such new officers as they deem appropriate. Each of the Corporation's officers shall hold office until such officer's successor shall be elected or appointed.

5.3 Vacancies. Any office of the Corporation which becomes vacant prior to expiration of the normal term thereof for any reason, including resignation, removal, disqualification, or death, may be filled by the Board of Directors for the unexpired portion of such normal term.

5.4 Resignation. Any officer may resign at any time by delivering written notice to the President, Vice President, Secretary, or the Board of Directors, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.5 Removal. The Board of Directors may remove any officer of the Corporation at any time, provided they determine that such removal is in the best interest of the Corporation. Such removal shall be without prejudice to the contractual rights of the removed officer. In the event an officer is removed prior to the normal expiration of the officer's term of office, a substitute may be appointed by the Board of Directors in accordance with the provision of Section 5.3 above.

5.6 President. The President of the Corporation shall be the principal officer of the Corporation, shall be a director, and shall supervise the affairs of the Corporation. The President shall preside at all meetings of the Board of Directors of the Corporation. The President may sign, together with the Secretary or any other officer designated by the Corporation, any contract, deed, mortgage, evidence of indebtedness or other document authorized to be executed by the Board of Directors, except where the Board of Directors, these Bylaws or applicable law has authorized execution by other parties. To the extent permitted by applicable law and these Bylaws, the President shall have all powers and perform all duties incident to the office of President, or as otherwise designated by the Board of Directors.

5.7 President Elect. The President Elect shall be a director and shall assist the president in the discharge of the President's duties, as the President may direct, and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the President Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President Elect assumes the position of President at the end of his or her term as President Elect.

5.8 Vice President of Communications. The Vice President of Communications shall be a director and shall be charged with supervising communications for the Corporation, including but not limited to the Corporation website, newsletter, activities of the committees, and shall inform the remaining officers and directors of the same, as well as bring before the Board business of the committees requiring Board action.

5.9 Treasurer. The Treasurer shall be a director and shall be responsible for preservation and maintenance of all funds, securities and related items of the Corporation, and shall maintain full and complete books of account with respect thereto. The Treasurer shall deposit funds of the Corporation in such banks or other depositories and in such manner as is provided in these Bylaws or as directed by the Board of Directors. The Treasurer shall supervise the office manager and other staff members who may assist the Treasurer in carrying out these responsibilities. To the extent permitted by applicable law and these Bylaws, the Treasurer shall have all powers and perform all duties incident to the office of Treasurer, or as otherwise designated by the Board of Directors.

5.10 Secretary. The Secretary shall be a director and shall act as custodian of the corporate records and execute documents on behalf of the Corporation as provided by these Bylaws, authority of the Board of Directors, or applicable law. To the extent permitted by applicable law and these Bylaws, the Secretary shall have all powers and perform all duties incident to the office of Secretary, or as otherwise designated by the Board of Directors.

5.11 Members-at-Large. The Members-at-Large shall be directors and shall perform such duties as may be assigned by the Board of Directors from time to time.

5.12 Board Liaison. The Board Liaison shall be a director and shall: (a) interact and provide open communication between affiliate or aligned Associations and/or organizations; (b) have previously been an officer; and (c) in general perform all duties incident to the office of board liaison and such other duties as from time to time may be assigned by the Board of Directors.

5.13 Immediate Past President. Upon expiration of the Presidents' term of office, the President shall become the Immediate Past President of the Corporation. The Immediate Past President shall be an ex officio director and shall serve in such capacity until the expiration of his or her term unless removed by the Board of Directors. The Immediate Past President shall serve in an advisory capacity only and shall have no vote in Board affairs and actions unless there is a need for a tie breaking vote. The Immediate Past President shall serve as chairperson of the Nominating Committee.

5.14 Other Officers. The Board of Directors, in addition to the offices of the Corporation specified above, may create such additional offices of the Corporation (including Assistant Secretaries and Assistant Treasurers) as it deems appropriate, and may designate duties and impose terms of office on such office(s) in a manner consistent with these Bylaws and applicable law.

5.16 General. The Board of Directors, in its sole discretion may require the holders of any of the offices described above to submit bonds, sureties, or other assurances as the Board may determine to ensure the faithful performance of such officeholder's duties to the Corporation.

ARTICLE VI Indemnification

The Corporation shall indemnify any director or officer of the Corporation, who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended or as defined in the Washington Nonprofit Corporation Act, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the Corporation, to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the Corporation shall only indemnify a director or officer seeking indemnification in connection with a proceeding initiated by such person if such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding was brought by a director or officer to enforce a claim for indemnification under this Article and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

By means of a resolution or of a contract specifically approved by the Board of Directors, the Corporation may indemnify an employee or agent to such degree as the Board of Directors determines to be reasonable, appropriate, and consistent with applicable law and to be in the best interests of the Corporation.

The Board of Directors of the Corporation shall have the right to designate the counsel who shall defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

Reasonable expenses incurred by a director or officer, who is involved in any capacity in a proceeding by reason of the position held in the Corporation, shall be advanced by the Corporation to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the Corporation may be, but is not required to be, advanced by the Corporation prior to the final disposition of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Expenses shall not be advanced to any director, officer, employee or agent unless that person first promises in a writing delivered to the Corporation to repay all

amounts advanced by the Corporation in the event that it is later determined that such person is not entitled to be so indemnified.

The Corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Corporation or is serving at the request or consent of the Corporation as an officer, employee, or agent of another Corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability incurred by such person because of such person's status, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article. In addition, the Corporation may enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary or desirable to effect the indemnification and advances contemplated in this Article.

The right to indemnification conferred by this Article shall be interpreted to conform with, and shall not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law (as presently in effect and as hereafter amended), the right to indemnification conferred by this Article shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. The rights conferred in this Article shall not be exclusive of any other rights which any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these bylaws, the Articles of Incorporation of the Corporation, a vote of the Board of Directors of the Corporation, or otherwise.

If the Washington Nonprofit Corporation Act is amended to expand or increase the power of the Corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this Corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by law.

Notwithstanding any other provision of this Article, no indemnification shall be provided to any person if in the opinion of counsel payment of such indemnification would cause the Corporation to lose its tax exempt status, if any, from federal income taxation.

No amendment to or repeal of this Article shall adversely affect any right of protection of any director, officer, employee, or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

ARTICLE VII

Committees

7.1 Formation and Powers of Committees of Directors. The majority of the Board of Directors may from time to time designate and appoint one or more committees, each of which committees shall have two (2) or more directors as members. To the extent provided in the

resolution authorizing creation of such committee(s), or as otherwise provided in these Bylaws or the Corporation's Articles of Incorporation, the committee(s) shall have the authority of the Board of Directors, provided, however, that no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any committee or any director or officer of the Corporation; adopting a plan of merger or sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; authorizing the voluntary dissolution of the Corporation; adopting a plan for the liquidation of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

7.2 Election and Term of Committee Member. The Board of Directors shall elect the individuals who shall serve as members of each such committee of the Corporation, if any, on an annual basis at the annual meeting of the Board of Directors, or as soon thereafter as practicable. Each committee member shall serve in said capacity until such committee member's successor shall be elected or appointed.

7.3 Vacancies. If a vacancy on a committee of the Corporation shall occur prior to expiration of the normal term of such position for any reason, including resignation, removal, disqualification or death, such vacancy may be filled by the Board of Directors for the unexpired portion of such normal term.

7.4 Liability. The designation and appointment of any committee of the Board of Directors and the delegation thereto of any authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

ARTICLE VIII

Finances; Execution of Contracts, Deeds, and Transfers

8.1 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. No loans shall be made by the Corporation to any officer or to any director.

8.2 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or agent and in such manner as shall be designated by the Board of Directors from time to time. In the absence of such designation, such instruments shall be signed by the President or Treasurer of the Corporation. Unless otherwise resolved by the Board of Directors: (a) the Treasurer of the Corporation shall only have authority to sign for items or matters involving less than \$1,000; (b) items or matters greater than \$1,000, but less than \$2,500, shall require approval of the President of the Corporation; and (c) items or matters greater than \$2,500 shall require approval of the Board of Directors.

8.3 Use of Income. All unrestricted gifts to the Corporation and income not otherwise designated by the donor for endowment or restricted purposes shall go into the general fund of the Corporation and shall be used in accordance with the general purposes of the Corporation.

8.4 Contributions and Disbursements. All contributions and other funds received by the Corporation shall be deposited in a special account or accounts in such banks, trust companies, or other depositories as the Board of Directors may select. All disbursements shall be made under proper authority of the Board of Directors. All contributions, income to, and disbursements of the Corporation shall be recorded by the Treasurer, Assistant Treasurer, or Treasurer's designee in appropriate books and records and such records shall be subject to examination at any reasonable time, upon request by any director.

8.5 Budget. A statement of proposed receipts, operating income, and expenditures for the following year shall be prepared by the President and Treasurer and submitted to the Board of Directors at least annually. When approved by the directors, such budget shall be the authorization for expenditures and operating expenses of the Corporation, subject to subsequent changes in such budget made by the Board of Directors.

8.6 Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

8.7 Voting Securities Owned by the Corporation. Unless otherwise provided by resolution of the Board of Directors, each of the President, Vice President, Treasurer, Secretary, or any Assistant Treasurer shall have full authority on behalf of the Corporation to attend, to act and to vote at any meetings of the stockholders, bondholders, or other security holders of any Corporation, trust, or association in which the Corporation may hold securities. At any such meeting such person shall possess all of the rights and powers incident to the ownership of such securities that the Corporation possesses, including the authority to delegate such authority by proxy. The Board of Directors may, by resolution, confer like authority upon any other person or persons.

ARTICLE IX Books and Records

The Corporation shall keep correct and complete books and records of account and minutes of all meetings of the Board of Directors and committees. In addition, the Corporation shall keep and maintain, and make available for public inspection, such records as may be required by applicable provisions of the Code or regulations promulgated thereunder.

ARTICLE X
Fiscal Year

The fiscal year of the Corporation shall be determined by resolution adopted by the Board of Directors. In the absence of such a resolution, the fiscal year shall be the calendar year.

ARTICLE XI
Copies of Resolutions

Any person dealing with the Corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board when such records are certified by the President or Secretary.

ARTICLE XII
Limitation on Distribution of Funds

Subject to the applicable law, the funds of the Corporation may be distributed only for the purposes of the Corporation as described in the Articles of Incorporation and to make grants to other organizations which are organized exclusively for educational, charitable, or scientific purposes within the meaning of Section 501(c)(3) of the Code and which have received a determination or ruling of exempt status under Section 501(a) of the Code from the Internal Revenue Service.

ARTICLE XIII
Amendments to Bylaws

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by the majority vote of the Board of Directors at any regular annual meeting thereof, or at any duly noticed and constituted special meeting thereof.

The undersigned, being the Secretary of the Corporation, hereby certifies that these Amended and Restated Bylaws are the bylaws of the International Society of Oral Oncology, adopted by resolution of the directors effective as of _____, 2011.

SHARON ELAD, Secretary