ARTICLE I - NAME

The official name of this organization shall be American Society of Clinical Oncology, Inc. (hereinafter referred to as the Society).

ARTICLE II - PURPOSE

The purposes of the Society shall be as set forth in the Certificate of Incorporation.

ARTICLE III - MEMBERSHIP

Section 1. Membership

Members of the ASCO Association (the “Association”) in good standing are also members of the same membership class or classes of the Society. Likewise, members of the Society in good standing are also members of the same membership class or classes of the Association. Membership in the Society and the Association is limited to:

A. Full Membership

1. Experienced licensed physicians of any nation who devote a majority of their professional activity to cancer patient care and/or research or education in the biology, diagnosis, prevention or treatment of human cancer; in exceptional cases, other physicians who have made significant contributions to the oncology field shall be eligible for Full Member status.

2. Other health professionals at the doctoral level (e.g., epidemiologists, biostatisticians, public health specialists, nurses, other scientists) or individuals with equivalent academic ranks (in the latter instance to be determined in each case by the Society and the Association) who devote a majority of their professional activity to cancer patient care and/or research or education in the biology, diagnosis, prevention or treatment of human cancer shall be eligible for Full Member status.

3. Full Members are eligible to: attend meetings of the members of the Society; submit and sponsor abstracts in the manner set by the Board of the Society; serve as voting members of Committees of the Society; and vote and hold office in the Society.
4. The eligibility and rights of Full Members as set forth in this Article III, Section 1.A shall not be abridged except by amendment of these Bylaws.

B. Other Membership

Other individuals in the oncology community who meet the various membership qualifications set forth in writing from time to time and approved by both the Society Board of Directors and the Association Board of Directors shall be eligible for membership in the Society and the Association on the terms set forth in writing from time to time and approved by both the Society Board of Directors and the Association Board of Directors.

Section 2. Membership Application, Induction and Dues

Application for membership, review of applications, and induction of members shall be conducted in accordance with processes approved by both the Society Board of Directors and the Association Board of Directors. In consultation with the Society, the dues for members shall be prescribed from time to time by the Association Board of Directors and may be waived in part or in total in appropriate circumstances through a process approved by the Boards of Directors of the Society and the Association.

Section 3. Membership Privileges

Members of the Society and the Association shall have the rights, privileges, and responsibilities set forth in writing from time to time and approved by both the Society Board of Directors and the Association Board of Directors, provided that the rights of Full Members are consistent with Section 1.A of this Article III.

Section 4. Membership Discipline/Termination

If Membership in the ASCO Association is terminated for any reason including, but not limited to, the payment of membership dues to ASCO Association, Membership in the Society will terminate immediately without any further action by the Member or the Society. Any member may be disciplined in accordance with procedures adopted by both the Society Board of Directors and the Association Board of Directors, for actions which violate the Bylaws of the Society or the Association, discredit or embarrass the Society or the Association, or are otherwise inimical to the best interests of the Society or the Association. Such discipline may include, without limitation, censure, membership suspension, membership termination or restitution. Members may be required to renew their membership eligibility from time to time by eligibility re-verification, and the membership of any member not meeting the applicable qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet the membership qualifications under which he or she was inducted shall be subject to termination of membership solely because the membership qualifications were subsequently changed by action of the Boards of Directors of the Society and the Association.
ARTICLE IV - MEETINGS AND VOTING OF THE MEMBERSHIP

Section 1. Annual Meeting

The Society shall meet at least once annually in a combined business and scientific session (hereinafter referred to as the Annual Meeting). The business portion of the Annual Meeting shall be chaired by the Chair of the Board, and the scientific portion of the Annual Meeting shall be chaired by the President. The date, time and place of the Annual Meeting will be determined by the Board of Directors, and notice thereof shall be provided to members at least thirty (30) days prior to such meeting.

Section 2. Additional Meetings

The Board of Directors may call additional scientific and special meetings of the Society, or meetings in co-sponsorship with other organizations, public or private, in such manner and format as they deem appropriate to the pursuit and advancement of the purposes of the Society.

Section 3. Quorum

A quorum of the members for the Annual Meeting or any other official meeting of the membership of the Society shall consist of no fewer than 100 members eligible to vote.

Section 4. Proxy Voting

In every vote of the members set forth in these Bylaws, the opportunity for proxy voting shall be available. The Board of Directors may establish rules and procedures concerning notice of and voting at membership meetings and proxy voting, including validation and voting of proxy-ballots.

ARTICLE V - OFFICERS

Section 1. Elected Officers

The Society shall have the following five (5) Elected Officers: a President-Elect, a President, a Chair of the Board, a Past President, and a Treasurer. These Elected Officers shall perform those duties usually associated with their offices, those duties outlined in these Bylaws, and those duties established from time to time by the Board of Directors.

A. A President-Elect shall be elected annually to serve a four (4) year term as an Elected Officer, succeeding automatically and annually during that four (4) year term to successive years in the offices of President, Chair of the Board, and Past President as described in this Article V. Notwithstanding the foregoing, any President-Elect whose term commenced at any time before the conclusion of the 2017 Annual Meeting shall serve the three (3) year term for which he or she was elected, succeeding automatically
and annually during that three (3) year term to serve successive years in the offices of President and Past President.

B. The President-Elect shall serve in that office for one (1) year and then shall automatically succeed to the office of President. The President-Elect shall perform the duties of the President in the absence or incapacity of the President.

C. The President shall serve for one (1) year and then shall automatically succeed to the office of Chair of the Board. The President shall be primarily responsible for leading the educational and scientific activities of the Society.

D. The Chair of the Board shall serve for one (1) year and then shall automatically succeed to the office of Past President. The Chair of the Board shall be primarily responsible for leading the governance activities of the Society, including presiding over the Board of Directors. The Society’s initial Chair of the Board shall assume that role at the conclusion of the 2019 Annual Meeting, being the individual whose term as President-Elect commenced at the conclusion of the 2017 Annual Meeting. Until that individual becomes Chair of the Board, the roles and responsibilities of the Chair of the Board as described in these Bylaws shall be performed by the President, concurrently with his or her service as President; provided however that the Chair’s position on the Nominating Committee shall be filled during this transition period by the Past President.

E. The Past President shall serve for one (1) year. The Past President shall perform the duties of the Chair of the Board in the absence or incapacity of the Chair of the Board.

F. A Treasurer shall be elected every four (4) years to serve a four (4) year term. Notwithstanding the foregoing, any Treasurer whose term commenced at any time before the conclusion of the 2018 Annual Meeting shall serve the three (3) year term for which he or she was elected.

G. The Elected Officers’ terms and respective successions of office commence at the conclusion of the Annual Meeting.

H. No Elected Officer can be reelected to serve an additional term in the same office.

Section 2. Chief Executive Officer

The Chief Executive Officer shall be the chief executive of the Society; and shall: (a) be appointed by the Board and serve at its pleasure; (b) be an ex-officio non-voting member of the Board of Directors and the Executive Committee; and (c) carry out those responsibilities of the office as defined by the Board of Directors, subject to the general supervision and control of the Elected Officers.
Section 3. Secretary

The Society shall have a Secretary, who shall be appointed by and serve at the pleasure of the Board of Directors. The Secretary may be a member, a Director, an Elected Officer, or an employee of the Society; provided that neither the President nor the Chair of the Board may serve as Secretary. The Secretary shall perform those duties usually associated with the office and those duties outlined in these Bylaws.

Section 4. Vacancies

A. In the event of a vacancy in the office of President-Elect, the runner-up for that office from the preceding election shall assume the office and shall serve for the unexpired term, with the concurrence of the Board of Directors. Should the Board of Directors fail to concur, or should the runner-up be unable to serve, both a President and a President-Elect shall be elected in the manner described for election of the President-Elect at the next scheduled election. The office of President-Elect shall remain vacant until the newly-elected Elected Officers begin their terms.

B. In the case of a vacancy in the office of President, the President-Elect shall assume the office and shall serve for the unexpired term of the President in addition to the originally intended term as President. In such situation where the office of President-Elect is also vacant, the Board of Directors shall appoint a President from the Board of Directors to fill the unexpired term of the President.

C. In the case of a vacancy in the office of the Chair of the Board, the Past President shall assume the office and shall serve the unexpired term of the Chair of the Board in addition to the originally intended term as Past President. In such a situation where the office of Past President is also vacant, the Board of Directors shall appoint a Chair of the Board from the Board of Directors to fill the unexpired term of the Chair of the Board. The transition period before the initial Chair of the Board assumes that role at the conclusion of the 2019 Annual Meeting shall not be considered a vacancy in the office of Chair of the Board for purposes of this Section 4.C, and shall be handled as described in Section 1.D of this Article V.

D. In the case of a vacancy in the office of the Past President, the office shall remain vacant, and the duties of the Past President shall be carried out by the other Elected Officers as directed by the Chair of the Board.

E. In the case of a vacancy in the office of Treasurer, the vacancy shall be filled by appointment by the Chair of the Board, subject to approval of the Board of Directors. At the next scheduled election, a Treasurer shall be elected in the manner described for election of Treasurer. An individual appointed by the Chair of the Board to fill a vacancy in the office of Treasurer shall serve as Treasurer until the newly-elected Elected Officers begin their terms.
F. In the case of a vacancy in the office of Secretary, the vacancy shall be filled by appointment by the Chair of the Board, subject to approval of the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Composition and Election

A. The Board of Directors shall consist of the Elected Officers and fourteen (14) Elected Directors, each with a vote. In addition to the foregoing, the Chief Executive Officer shall be an ex-officio member of the Board, without a vote, and the Chair of the Board of Directors of Conquer Cancer Foundation of the American Society of Clinical Oncology shall be an ex-officio member of the Board, without a vote.

B. The Elected Directors shall serve terms of four (4) years, or until their successors shall have been duly elected and qualified. Elections shall be such that three (3) Directors shall be elected each year; and two out of every four years an International Director shall also be elected.

C. Of the fourteen (14) Elected Directors, at least: five (5) shall be from undesignated specialties, three (3) shall be community oncologists, one (1) shall be a medical oncologist, one (1) shall be a pediatric oncologist, one (1) shall be a radiation oncologist, one (1) shall be a surgical oncologist, and two (2) shall be international oncologists. An international oncologist Director shall be a Full Member who resides in a country outside of the United States of America.

D. No Elected Director shall serve more than one (1) full term. A term as an Elected Officer shall not be considered a term as an Elected Director.

E. Elected Directors shall be elected by the members.

Section 2. Vacancies and Changes in Designated Class

A. Vacancies occurring among the Elected Directors shall be filled by the unelected nominee who received the highest number of votes for that Director’s position in the preceding election, with the concurrence of the Board of Directors. Should the Directors fail to concur, or should the member be unable to serve, the Director’s position shall remain vacant until the next scheduled election. The Director so elected shall serve for the unexpired term.

B. In the event that a Director elected from a designated class (community oncologist, medical oncologist, pediatric oncologist, radiation oncologist, surgical oncologist, or international oncologist) leaves that designated class during that Director’s term, the Board of Directors shall determine whether or not that Director may continue to serve on
the Board of Directors. If the Board of Directors determines that such Director shall not continue to serve on the Board of Directors, the vacancy shall be filled as set forth in Article VI, Section 2.A above.

Section 3. Duties

The affairs of the Society shall be governed by the Board of Directors who shall do such things as in their own judgment and discretion will carry out the purposes of the Society.

Section 4. Budget and Audit

A. The financial operations of the Society shall be guided by a budget which shall be initiated by the Treasurer and the Chief Executive Officer and forwarded to the Finance Committee. After consideration by this Committee, the budget shall be presented to the Board of Directors for approval.

B. An audit of the Society’s accounts will be made annually by a certified public accountant. The audit’s results will be presented to the Board of Directors and a copy will be made available, upon request, to any member of the Society.

Section 5. Meetings

A. The Board of Directors shall hold a meeting within the two (2) months prior to the Annual Meeting of members and shall meet at such times and places as may be designated by the Board of Directors.

B. The Chair of the Board may call special meetings of the Board of Directors at any time and must call a special meeting at the written request of any three (3) members of the Board of Directors.

C. The Chief Executive Officer of the Society shall give written notice of the date, time and place of regular and special meetings to each Director no less than seven (7) days prior thereto.

D. A majority of the voting members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. The vote of a majority of the voting-eligible Directors present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors, except as otherwise required by law or these Bylaws.

E. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications 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 6. Executive Committee

A. The Executive Committee of the Board shall be composed of the Elected Officers (with the Chair of the Board serving as chair), Treasurer, those Directors serving the final year of their present term, and the Chief Executive Officer (as a non-voting member).

B. Except to the extent specifically prohibited by resolution of the Board of Directors or otherwise prohibited by law, the Executive Committee of the Board is empowered to make and implement major decisions between Board meetings and it may act on items requiring action prior to the next announced Board meeting. All actions of the Executive Committee shall be reported to the Board of Directors at the Board of Directors meeting immediately following the action taken by the Executive Committee.

ARTICLE VII – ELECTIONS

Section 1. Elections and Proxy-Ballots

Elected members of the Nominating Committee, Elected Directors, and Elected Officers shall be elected by the members. The proxy-ballot shall name the Chair of the Board (or his or her designee) as the proxy holder and shall allow the member to designate those individuals for whom the proxy holder shall cast a vote on behalf of the member. The Nominating Committee will communicate the availability of this proxy-ballot to the membership by electronic mail or by such other means prescribed by the Board of Directors at least thirty (30) days prior to the last eligible date for casting proxy-ballots. Members will be instructed to cast one (1) vote for each available position. The proxy holder will vote such proxies, as designated in the proxy-ballot. All references in these Bylaws to “ballots” shall include “proxy-ballots.” All references in these Bylaws to "proxy-ballots" shall include those submitted by postal mail or by electronic transmission, as determined by the Board of Directors, provided that the Society can reasonably determine that any such method of electronic transmission was authorized by the member.

Section 2. Candidates

A. Nominating Committee: Undesignated Members: The ballots shall include at least four (4) qualified candidates and space for write-in candidates for the Nominating Committee for the undesignated positions on the Nominating Committee. The two (2) individuals receiving the most votes will serve.

B. Nominating Committee: Community Oncologist Designated Member: Every three (3) years the ballot will include the names of at least two (2) candidates and space for a single write-in candidate for the Designated Community Oncologist position on the Nominating Committee. Election shall require a plurality of the votes cast.

C. President-Elect: The ballot will include the names of at least two (2) candidates for President-Elect and a space for a single write-in candidate. Each candidate for President-
Elect shall either (i) have previously completed a term as an Elected Director or as Treasurer, or (ii) at the time the proxy-ballot is made available to the membership, be serving the final year of a term as an Elected Director or as Treasurer. Election shall require a plurality of the votes cast.

D. **Treasurer**: Beginning with the election of Elected Officers whose terms commence at the conclusion of the 2018 Annual Meeting, every four (4) years the ballot will include the names of at least two (2) candidates for Treasurer and space for a single write-in candidate. Election shall require a plurality of the votes cast.

E. **Directors**: To fill the fourteen (14) Elected Director positions, in the first and third years of each four (4) year period the ballot shall include six (6) candidates nominated by the Nominating Committee and space for write-in candidates for three (3) Elected Directors’ positions; and in the second and fourth years of each four (4) year period, the ballot shall include eight (8) candidates nominated by the Nominating Committee and space for write-in candidates for four (4) Elected Directors’ positions. In each case, the candidate (where one (1) position is open) or the candidates (where two (2) positions are open) receiving the highest number(s) of votes will be elected. Each Elected Director shall serve a four (4) year term. In particular:

1. In the first year of each four (4) year period, two (2) candidates for one (1) undesignated specialty position, two (2) candidates for one (1) community oncologist position, and two (2) candidates for one (1) medical oncologist position;

2. In the second year of each four (4) year period, two (2) candidates for one (1) undesignated specialty position, two (2) candidates for one (1) community oncologist position, two (2) candidates for one (1) international oncologist position, and two (2) candidates for one (1) radiation oncologist position;

3. In the third year of each four (4) year period, two (2) candidates for one (1) undesignated specialty position, two (2) candidates for one (1) community oncologist position, and two (2) candidates for one (1) surgical oncologist position; and

4. In the fourth year of each four (4) year period, four (4) candidates for two (2) undesignated specialty positions, two (2) candidates for one (1) international oncologist position, and two (2) candidates for one (1) pediatric oncologist position.
ARTICLE VIII – COMMITTEES

Section 1. Standing and Other Committees of the Board

The Standing Committees of the Board shall include those Committees specifically identified in this Article VIII, Section 1. All Standing Committees of the Board shall consist solely of Directors and shall have at least three (3) Director members. Except as otherwise noted in this Article VIII, the Chairs, composition and terms (which may be staggered) of members of all Standing Committees of the Board shall be recommended by the Chair of the Board and approved by the Board of Directors.

A. Executive Committee: The composition, terms and authority of this Committee shall be as set forth in Article VI, Section 6.

B. Audit Committee: The Audit Committee shall recommend an independent audit firm for the Society to the Board, and shall receive, review and report to the Board on the resulting annual audit and management letter and any other related reports presented by the Society's independent audit firm. The Audit Committee shall also recommend to the Board any steps which the Audit Committee believes are necessary to correct any problem which may be identified in the annual audit, management letter, and other reports. The Audit Committee shall also perform such other functions in connection with the annual audit of the Society as may be requested by the Board. The Audit Committee shall also review and report to the Board the results of any special audits and/or financial analyses which the Audit Committee, the Board, or appropriate staff may have initiated. The Treasurer shall be an ex-officio voting member of the Audit Committee, but shall not be its chair.

C. Finance Committee: The Finance Committee shall review the draft annual budget, and any amendments thereto, initiated by the Treasurer and the Chief Executive Officer, and after consideration of such items, shall present a budget, and any amendments thereto, to the Board of Directors for approval. The Finance Committee shall identify for the Board budget items of particular importance. The Finance Committee shall review the performance of the Society's investment trust(s), investment manager(s), investment advisor(s) and/or trustee institution(s), and report to the Board the results of such performance, along with any recommended changes. The Treasurer shall serve ex-officio as Chair of the Finance Committee.

D. Compensation Committee: The Compensation Committee shall be comprised of the Elected Officers (with the Chair of the Board as chair), and shall be responsible for reviewing and recommending to the full Board for approval the compensation and all other terms of the employment contract, and any amendments or extensions thereto, for the Chief Executive Officer. The Compensation Committee shall also be responsible for review and approval of the compensation of any other Society employee who may be deemed by the Board or the Chief Executive Officer to be subject to such review.
E. Additional Committees of the Board: As it deems necessary, the Board of Directors may appoint such additional Committees of the Board, which shall consist solely of Directors and shall have at least three (3) Director members. The purposes and authority of such Committees of the Board shall be set forth by resolution of the Board of Directors. The composition and terms of such Committees, including the Chairs of such Committees, shall be recommended by the Chair of the Board and approved by the Board of Directors.

Section 2. Standing and Other Committees of the Society

A. Nominating Committee: There shall be a Nominating Committee of the Society which, with guidance from the Board of Directors as to the needs of the Society, shall be responsible for providing the membership with a slate of candidates for elected positions. The Nominating Committee shall consist of nine (9) members: six (6) elected undesignated members, one (1) designated member who shall be a community oncologist, the President, and the Chair of the Board. Elections shall be such that two (2) undesignated members of the Committee shall be elected each year by the voting membership of the Society and one (1) designated community oncologist shall be elected every three years by the voting membership of the Society. The elected members of the Committee shall each serve terms of three (3) years. No elected member of the Committee shall serve more than one (1) term. The Chair of the Nominating Committee shall be the senior elected member who when elected received the highest number of votes.

B. Additional Committees of the Society. As it deems necessary, the Board of Directors may appoint such additional Committees of the Society which shall consist of Directors and/or non-Director members of the Society. The purposes and authority of such additional Committees of the Society shall be set forth by resolution of the Board of Directors, and the composition of such Committees shall be recommended by the President and approved by the Board of Directors.

1. Except as specifically provided in these Bylaws, each Committee of the Society’s Chair-Elect shall be recommended by the President-Elect and approved by the Board of Directors. Chairs-Elect shall serve a one (1) year term (concurrent with the appointing President-Elect’s term as President-Elect), shall then succeed to a one (1) year term as Chair (concurrent with the term of the appointing President-Elect’s term as President) and shall then succeed to a one (1) year term as Past-Chair (concurrent with the term of the appointing President-Elect’s term as Chair of the Board).

2. Appointments to Committees of the Society shall be for a three (3) year term unless otherwise recommended by the President and approved by the Board of Directors.
ARTICLE IX - AFFILIATES

The Society may establish a formal relationship with certain state and regional oncology societies which shall be affiliates of the Society in accordance with rules and regulations adopted by the Board of Directors. At a minimum, such rules and regulations shall require that such affiliates be separate legal entities which are incorporated under state law and which make written application to the Society for affiliate status, thereby agreeing to adhere to the Society's rules and regulations governing the affiliate program. The affiliates shall have no actual or apparent authority to act on behalf of the Society, may not bind the Society to any contracts, and may not hold themselves out as an agent of the Society except to the extent expressly authorized in writing by the Society.

ARTICLE X - INDEMNIFICATION

The Society shall indemnify to the extent legally permissible each of its Officers and Directors, and shall have the power to indemnify to the extent legally permissible each of its Committee members, employees, or agents, against all costs, liabilities and expenses (including counsel fees) reasonably incurred by him or her in connection with the defense or disposition of any action, suit, or other proceeding, asserted or threatened against him or her while in office or thereafter, by reason of his or her being or having been such an Officer, Director, Committee member, employee, or agent with respect to any matters as to which he or she acted in good faith in the reasonable belief that his or her action was in the best interests of the Society. The right of indemnification hereby provided shall not be exclusive of or affect any other right to which any Officer, Director, Committee member, employee, or agent may be entitled. As used in this Article, the terms “Officer,” “Director,” “Committee member,” “employee,” and “agent” include their respective heirs, executors, administrators, and legal representatives.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended by the members through a two-thirds affirmative vote of those cast by the voting membership, provided that the proposed amendments have been approved by the Board of Directors. The proxy-ballot shall name the Chair of the Board (or his or her designee) as the proxy holder. The proposed Bylaws amendments and the proxy-ballot will be made available to the membership by electronic mail or by such other means prescribed by the Board of Directors at least thirty (30) days prior to the last eligible date for casting proxy-ballots. Members will be instructed to cast one (1) vote in favor of or against the proposed amendments. The proxy holder will vote such proxies as designated in the proxy-ballot. Proposed amendments may originate with the Board of Directors or under the written signature of one hundred (100) Full Members in good standing. All proposed amendments must be submitted to the Board of Directors.
ARTICLE XII - DISSOLUTION

Section 1. Distribution of Assets

Upon the dissolution of this Society, all of the assets thereof, after payment of all debts and liabilities of the Society, shall be paid and distributed as set forth in the Certificate of Incorporation.

Section 2. Events of Dissolution

The Society shall be dissolved upon the occurrence of any one or more of the following events:

A. If and when the science of clinical oncology is no longer pertinent within the field of medical practice.

B. If it is deemed that the membership is no longer interested in the support of the Society.

Section 3. Action of Dissolution

Unless otherwise required by law, dissolution shall be proposed, processed, and voted upon in the same manner as that stipulated in these Bylaws for the Amendment thereto.

X X X X X X
STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on October 3, 2008.

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07
RESTATED CERTIFICATE OF INCORPORATION

OF

THE AMERICAN SOCIETY OF CLINICAL ONCOLOGY, INC.

Under Section 805 of the Not-for-Profit Corporation Law

THE UNDERSIGNED, for the purpose of restating the Certificate of Incorporation under
the Not-for-Profit Corporation Law of the State of New York, hereby certifies that the Certificate
of Incorporation is amended and restated in its entirety, as follows:

FIRST: The name of the corporation is The American Society of Clinical Oncology, Inc.

SECOND: The date of filing of the Certificate of Incorporation by the Department of
State is April 16, 1965.

THIRD: The law the corporation was formed under is section 12 of the Membership
Corporations Law.

FOURTH: The certificate of incorporation of the corporation is hereby amended to effect
the following amendments or changes authorized by the Not-for-Profit Corporation Law:

(a) Paragraph I of the certificate of incorporation relating to the name of the corporation is
amended to designate the text as Article FIRST of the certificate and to change the name of the
corporation to American Society of Clinical Oncology, Inc.

(b) Paragraph II of the certificate of incorporation relating to the purposes of the
corporation is amended to designate the text as Article SECOND of the certificate and to add text
stating that the corporation shall be operated for charitable, scientific and educational purposes
within the meaning of the Internal Revenue Code; to add to the stated purposes for which the
corporation was formed the purpose of facilitating cancer research and the delivery of cancer care; to add text stating that the corporation shall not organize, operate or conduct an institution of the kind referred to by Not-for-Profit Corporation Law § 404(a) through (c) and (e) through (w) and shall not carry on any activity which would prevent the corporation from receiving exemption from federal income tax; to add text which states that the corporation has the power to receive property, and to use the income from such property as well as the principal thereof, for charitable, scientific, or educational purposes, and which states that the corporation has the power to engage in any lawful act or activity for which corporations may be organized under the Not-for-Profit Corporation Law; and to add text stating that the corporation possesses all general powers enumerated in Not-for-Profit Corporation Law § 202.

(o) Paragraph III of the certificate of incorporation relating to the territory in which the operations of the corporation are principally to be conducted is deleted in its entirety. The designation of the Secretary of State as agent for service of process, originally added to the certificate of incorporation by the filing of a Certificate of Type of Not-for-Profit Corporation but without specifying a numbered paragraph within the certificate of incorporation, is hereby designated Article THIRD of the certificate of incorporation and amended to set forth the address to which the Secretary shall mail a copy of any process against the corporation served upon the Secretary.

(d) Paragraph IV of the certificate of incorporation relating to the address of the principal office of the corporation is deleted in its entirety and a new Article FOURTH is added in lieu thereof to set forth the county in New York where the office of the corporation is to be located.

(e) Paragraph V of the certificate of incorporation relating to the number and designation of directors is deleted in its entirety and a new Article FIFTH is added in lieu thereof to set forth the classification type and the duration of the corporation.

(f) Paragraph VI of the certificate of incorporation relating to the names and addresses of the initial directors is deleted in its entirety and a new Article SIXTH is added in lieu thereof to
provide for members of the corporation and to provide for the rights and designation of such members in the corporation's bylaws.

(g) Paragraph VII of the certificate of incorporation relating to meetings of the directors is deleted in its entirety and a new Article SEVENTH is added in lieu thereof to provide that the earnings of the corporation shall not benefit or be distributed to members, directors, trustees, officers or private persons except in reasonable compensation for services rendered or in furtherance of the corporate purposes and to provide that the activities of the corporation shall not include carrying on propaganda, influencing legislation or participating in political campaigns.

(h) Paragraph VIII of the certificate of incorporation relating to residency and maturity of subscribers is deleted in its entirety and a new Article EIGHTH is added in lieu thereof to provide for the dissolution of the corporation.

FIFTH: The certificate of incorporation of the corporation is hereby restated in its entirety to read as follows:

CERTIFICATE OF INCORPORATION

OF

AMERICAN SOCIETY OF CLINICAL ONCOLOGY, INC.

FIRST: The name of the Corporation is American Society of Clinical Oncology, Inc.

SECOND: The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended (the "Code"). The purposes for which the Corporation is formed are as follows:

- 3 -
a) to promote and foster the exchange and diffusion of information and ideas relating to human neoplastic diseases, including the biology, prevention, diagnosis, staging, treatment, and psychosocial impact of cancer and cancer survivorship;
b) to further the training of all persons in cancer research and in the total care of patients with neoplastic diseases;
c) to encourage optimal communication among the various specialties concerned with neoplastic disease; and
d) to facilitate cancer research and the delivery of cancer care.

Notwithstanding the foregoing, the Corporation shall not organize, operate or conduct an institution of the kind referred to in Not-For-Profit Corporation Law §§ 404(a) through (e) and (e) through (v); and the Corporation shall not directly or indirectly carry on any activity which would prevent it from retaining exemption from federal income taxation under § 501(c)(3) of the Code.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific or educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Not-For-Profit Corporation Law.

In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in § 202 of the Not-For-Profit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

THIRD: The Corporation hereby designates the Secretary of State of the State of New York as agent of the Corporation upon whom process against it may be served. The post office
address within or without the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation which is served upon him is:

1900 Duke Street, Suite 200
Alexandria, VA 22314

FOURTH: The office of the Corporation within the State of New York is to be located in the County of Albany.

FIFTH: The Corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The Corporation shall be a Type B corporation under § 201 of the Not-for-Profit Corporation Law. The duration of the Corporation shall be perpetual.

SIXTH: The Corporation shall have members. The rights and designation of members shall be set forth in the Corporation's Bylaws. The directors need not be members of the Corporation unless so required by the Bylaws.

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, trustee or officer of the Corporation, or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

EIGHTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code. In the event of voluntary dissolution, such
organization or organizations shall be selected in the discretion of the directors, subject to
approval of the plan of dissolution and distribution of assets upon an order of a Justice of the
Supreme Court of the State of New York.

SIXTH: This Restatement of the Certificate of Incorporation was authorized at a meeting
of the members held on June 4, 2007, by a vote of a majority of the members who are entitled to
cast votes, in accordance with section 802(a)(1) of the Not-for-Profit Corporation Law.

IN WITNESS WHEREOF the undersigned has subscribed this certificate this 29 day of
April, 2008 and affirmed under penalties of perjury that the statements made herein
are true.

By: Allen S. Lichter, MD
Title: CEO and Executive Vice President