

BY-LAWS

OF

THE CHILDREN'S ONCOLOGY GROUP FOUNDATION, INC.

(a Pennsylvania nonprofit corporation)

Adopted effective as of September 1, 2011

INDEX TO BY-LAWS

ARTICLE I NAME AND PURPOSE	1
Section 1.01 Name	1
Section 1.02 Purpose.....	1
ARTICLE II MEMBERS	1
Section 2.01 Membership	1
Section 2.02 Voting Rights	1
Section 2.03 Termination of Membership	1
Section 2.04 Exclusive Powers	2
Section 2.05 Annual Meetings	2
Section 2.06 Special Meetings, Notice	2
Section 2.07 Quorum	2
Section 2.08 Manner of Acting.....	2
Section 2.09 Informal Action by Members.....	3
Section 2.10 Personal Liability of Directors.....	3
Section 2.11 Indemnification	3
ARTICLE III DIRECTORS	5
Section 3.01 Number, Election and Term of Office	6
Section 3.02 Removal of Directors	6
Section 3.03 Regular Meetings; Notice	6
Section 3.04 Annual Meeting of the Board	6
Section 3.05 Special Meetings; Notice	6
Section 3.06 Quorum	7
Section 3.07 Meetings by Telephone.....	7
Section 3.08 Presumption of Assent.....	7
Section 3.09 Informal Action.....	8
Section 3.10 Catastrophe	8
Section 3.11 Resignations.....	8
Section 3.12 Committees	8
Section 3.13 Vacancies	9
Section 3.14 Personal Liability of Directors.....	9
Section 3.15 Indemnification	9
ARTICLE IV OFFICERS AND EMPLOYEES.....	12
Section 4.01 Executive Officers	12
Section 4.02 Additional Officers; Other Agents and Employees	12
Section 4.03 Removal of Officers.....	12

Section 4.04	The Chairman.....	12
Section 4.05	The President	12
Section 4.06	The Vice Presidents	13
Section 4.07	The Secretary and Assistant Secretaries	13
Section 4.08	The Treasurer and Assistant Treasurers.....	13
Section 4.09	Vacancies	14
Section 4.10	Delegation of Duties	14
ARTICLE V MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS.....		14
Section 5.01	Execution of Notes, Checks, Contracts and Other Instruments.....	14
Section 5.02	Voting Securities Owned by Corporation.....	15
ARTICLE VI GENERAL PROVISIONS		15
Section 6.01	Offices.....	15
Section 6.02	Corporate Seal.....	15
Section 6.03	Fiscal Year	16
Section 6.04	Annual Report.....	16
ARTICLE VII AMENDMENTS		16
Section 7.01	Amendments	16

THE CHILDREN'S ONCOLOGY GROUP FOUNDATION, INC.

BY-LAWS

ARTICLE I

NAME AND PURPOSE

Section 1.01 Name. The name of the Corporation is the **THE CHILDREN'S ONCOLOGY GROUP FOUNDATION, INC.** (hereinafter referred to as the "Corporation"), incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 on September 1, 2011.

Section 1.02 Purpose.

(a) The Corporation was and is incorporated exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as the same may be amended or modified or replaced by any future United States internal revenue law.

(b) Subject to and within the limits of the foregoing, the Corporation is incorporated exclusively to raise funds to aid in cancer research. Such funds will be used to support The Children's Oncology Group and its affiliates.

ARTICLE II

MEMBERS

Section 2.01 Membership. The members of the Corporation shall consist of the voting members of the Executive Committee of The Children's Oncology Group.

Section 2.02 Voting Rights. Each Member shall be entitled to one (1) vote on each matter presented to the Members.

Section 2.03 Termination of Membership. Membership in the Corporation shall cease upon termination of membership on The Children's Oncology Group

Executive Committee. All rights, privileges and interests of a Member in or to the Corporation shall cease upon termination of Membership.

Section 2.04 Exclusive Powers. The Members shall have the following exclusive powers:

(a) Adopt and amend statements of mission, philosophy or purpose;

(b) Amend the Corporation's Articles of Incorporation and ByLaws;

and

(c) Elect and remove, with or without cause, the Directors of the Corporation as provided in Article III.

Section 2.05 Annual Meetings. An annual meeting of the Members shall be held at such date, time and place as may be fixed by the Members. Such meeting shall be the annual organization meeting at which the Members shall elect the Directors of the Corporation for the ensuing year and may transact any other business.

Section 2.06 Special Meetings, Notice. Special meetings of the Members may be called at any time by two (2) of the Members, to be held at such place and day and hour as shall be specified by the persons calling the meeting. Notice of every special meeting of the Members shall be given to each Member at least two days before the meeting. Any business may be transacted at any special meeting regardless of whether the notice calling such meeting contains a reference thereto, except as otherwise required by law

Section 2.07 Quorum. A majority of the voting interests of the Members shall constitute a quorum for the transaction of business at any meeting of the Members, provided that if Members holding less than a majority of the voting interests are present at said meeting, a majority of voting interests of the Members present may adjourn the meeting to another time without further notice.

Section 2.08 Manner of Acting. The acting of the majority of the Members' voting interests present at a meeting at which a quorum is present shall be the act of

the Members, unless the act of a greater number is required by statute, these ByLaws or the Articles of Incorporation.

Section 2.09 Informal Action by Members. The authority of the Members may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the Members entitled to vote.

Section 2.10 Personal Liability of Directors.

(a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

(b) Nature and Extent of Rights. The provisions of this Section shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Section is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Articles of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

Section 2.11 Indemnification.

(a) Right to Indemnification.

(1) As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Corporation) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a director or officer of the Corporation.

(2) Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result

in the Corporation's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

(3) A person who is not a director or officer of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Section.

(4) As used in this Section, "indemnitee" shall include each director and each officer of the Corporation and each other person designated by the Board as entitled to the benefits of this Section; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section (c) hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.

(b) Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

(c) Right of Indemnitee to Initiate Action; Defenses.

(1) If a written claim under paragraph (a) or paragraph (b) of this Section is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

(2) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under paragraph (a) shall be (i) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.

(3) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under paragraph (b) shall be that the indemnitee failed to provide the undertaking required by paragraph (b).

(4) Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Section is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Section), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Section and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

ARTICLE III

DIRECTORS

Section 3.01 Number, Election and Term of Office. The number of Directors which shall constitute the full Board of Directors shall be fixed by the Members, as provided in Article II. Each Director shall hold office from the time of his or her election or appointment, but shall be responsible as a Director from such time only if he or she consents to his or her election or appointment; otherwise from the time he or she accepts office or attends his or her first meeting of the Board. Except as otherwise provided herein, each Director shall serve until the next annual meeting of the Members, and thereafter until his or her successor is duly elected, or until his or her earlier death, resignation or removal.

Section 3.02 Removal of Directors. Any Director elected by the Board of Directors may be removed by a vote of the majority of the Members whenever in its judgment the best interests of the Corporation would be served thereby.

Section 3.03 Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated by the Board of Directors from time to time. Notice of such regular meetings shall not be required, except as otherwise expressly required herein or by law, and except that whenever the time or place of regular meetings shall be initially fixed and then changed, notice of such action shall be given promptly by telephone or otherwise to each Director not participating in such action. Any business may be transacted at any regular meeting.

Section 3.04 Annual Meeting of the Board. An annual meeting of the Board of Directors shall be held at such date, time and place as may be fixed by the Board of Directors. Such meeting shall be the annual organization meeting at which the Board shall elect the Executive Officers of the Corporation for the ensuing year and may transact any other business.

Section 3.05 Special Meetings; Notice. Special meetings of the Board of Directors may be called at any time by the Board itself, or by the Chairman or the President, or by at least two (2) of the Directors, to be held at such place and day and hour as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Board of Directors shall be given by the Secretary to each Director at least two days before the

meeting. Any business may be transacted at any special meeting regardless of whether the notice calling such meeting contains a reference thereto, except as otherwise required by law.

Section 3.06 Quorum. At all meetings of the Board of Directors, the presence of at least a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by a majority of the Directors present until a quorum as aforesaid shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Directors not present either by being sent by mail or electronic mail or given personally or by telephone at least eight hours prior to the hour of reconvening. Subject to Article VII hereof, resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the Directors present at a meeting duly convened and at which a quorum is present. The Chairman of the Board, if one has been elected and is present, or if not, the President, if he or she is a Director and is present, or if not, a Director designated by the Board, shall preside at each meeting of the Board. The Secretary, or in his or her absence any Assistant Secretary, shall take the minutes at all meetings of the Board of Directors. In the absence of the Secretary and an Assistant Secretary, the presiding officer shall designate any person to take the minutes of the meeting.

Section 3.07 Meetings by Telephone. One or more Directors may participate in any regular or special meeting of the Board of Directors or of a committee of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a Director will be considered to be attendance in person for all purposes under these By-Laws.

Section 3.08 Presumption of Assent. Minutes of each meeting of the Board shall be made available to each Director at or before the next succeeding meeting. Each Director shall be presumed to have assented to such minutes unless his objection thereto shall be made to the Secretary at or within two days after such succeeding meeting.

Section 3.09 Informal Action. Any action required to be taken at a meeting of the Board of Directors, or any other actions which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consents may be given in writing on and/or by facsimiles, copies or other reproduction or counterpart of the resolution stating the action to which consent is given.

Section 3.10 Catastrophe. Notwithstanding any other provisions of the Pennsylvania Nonprofit Corporation Law of 1988, the Articles or these Bylaws, if any emergency resulting from warlike damage or an attack on the United States or any nuclear or atomic disaster, or any other national or local disaster, causes a majority of the Board to be incapable of acting as such because of death or other physical disability or difficulties of communication or transportation, the other Director or Directors shall constitute a quorum for the sole purpose of electing Directors to replace the Directors so incapable of acting. The Directors so elected shall serve until such replaced Directors are able to attend meetings of the Board or until the Board acts to elect Directors for such purpose. Questions as to the existence of such an emergency or disaster or as to the fact of such incapacity shall be conclusively determined by such other Director or Directors.

Section 3.11 Resignations. Any Director may resign by submitting his or her resignation to the Secretary. Such resignation shall become effective upon its receipt by the Secretary or as otherwise specified therein.

Section 3.12 Committees. By resolution adopted by a majority of the whole Board, standing or temporary committees, which may include an Executive Committee, consisting of at least two Directors may be appointed by the Board of Directors from time to time. Each such committee shall have and exercise such authority of the Board of Directors in the management of the business and affairs of the Corporation as the Board may specify from time to time, which may include any action which the Pennsylvania Nonprofit Corporation Law of 1988 provides shall or may be taken by the Board of Directors. The Board may designate one or more Directors as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee, and in the event of such absence or disqualification,

the member or members of such committee present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member. Any action taken by any committee shall be subject to alteration or revocation by the Board of Directors; provided, however, that third parties shall not be prejudiced by such alteration or revocation.

Section 3.13 Vacancies. Any vacancy that shall occur in the Board of Directors by reason of death, resignation, removal, increase in the number of Directors or any other cause whatever shall be filled by a majority of the then members of the Board, whether or not a quorum, and each person so elected shall be a Director until he or his successor is elected at the next annual meeting of the Board or until his prior death, resignation or removal.

Section 3.14 Personal Liability of Directors.

(a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

(b) Nature and Extent of Rights. The provisions of this Section shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Section is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Articles of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

Section 3.15 Indemnification.

(a) Right to Indemnification.

(1) As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a

party (other than an action by the Corporation) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a director or officer of the Corporation.

(2) Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

(3) A person who is not a director or officer of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Section.

(4) As used in this Section, "indemnitee" shall include each director and each officer of the Corporation and each other person designated by the Board as entitled to the benefits of this Section; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section (c) hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.

(b) Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the

Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

(c) Right of Indemnitee to Initiate Action; Defenses.

(1) If a written claim under paragraph (a) or paragraph (b) of this Section is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

(2) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under paragraph (a) shall be (i) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.

(3) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under paragraph (b) shall be that the indemnitee failed to provide the undertaking required by paragraph (b).

(4) Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Section is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Section), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Section and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

ARTICLE IV

OFFICERS AND EMPLOYEES

Section 4.01 Executive Officers. The Executive Officers of the Corporation shall be the President, the Secretary and the Treasurer, and may include a Chairman of the Board and one or more Vice Presidents as the Board may from time to time determine, all of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person. Each Executive Officer shall hold office at the pleasure of the Board of Directors or until his or her death or resignation.

Section 4.02 Additional Officers; Other Agents and Employees. The Board of Directors may from time to time appoint or employ such additional officers, assistant officers, agents, employees and independent contractors as the Board deems advisable; the Board or the President shall prescribe their duties, conditions of employment and compensation; and the Board shall have the right to dismiss them at any time, without prejudice to their contract rights, if any. The President may employ from time to time such other agents, employees and independent contractors as he or she may deem advisable for the prompt and orderly transaction of the business of the Corporation, and he or she may prescribe their duties and the conditions of their employment, fix their compensation and dismiss them at any time, without prejudice to their contract rights, if any.

Section 4.03 Removal of Officers. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.04 The Chairman. If there shall be a Chairman of the Board, he or she shall be elected from among the Directors, shall preside at all meetings of the Board as provided herein, and shall have such other powers and duties as from time to time may be prescribed by the Board.

Section 4.05 The President. The President shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors, the President shall

have general supervision of and general management and executive powers over all the property, operations, business, affairs and employees of the Corporation, and shall see that the policies and programs adopted or approved by the Board are carried out. The President shall exercise such further powers and duties as from time to time may be prescribed in these By-Laws or by the Board of Directors.

Section 4.06 The Vice Presidents. By resolution of the Board, the Vice Presidents, if any, may be given general executive powers, subject to the control of the President, concerning one or more or all segments of the operations of the Corporation. The Vice Presidents shall exercise such further powers and duties as from time to time may be prescribed in these By-Laws or by the Board of Directors or the President. At the request of the President, or in his absence or disability, the senior Vice President shall exercise the powers and duties of the President.

Section 4.07 The Secretary and Assistant Secretaries. It shall be the duty of the Secretary (a) to keep an original or duplicate record of the proceedings of the Board of Directors, and a copy of the Articles and of the By-Laws; (b) to give such notices as may be required by law or these By-Laws; (c) to be custodian of the corporate records and of the seal of the Corporation and see that the seal is affixed to such documents as may be necessary or advisable; and (d) to exercise all powers and duties incident to the office of Secretary; and such further powers and duties as from time to time may be prescribed in these By-Laws or by the Board of Directors or the President. The Secretary by virtue of his or her office shall be an Assistant Treasurer. Each officer of the Corporation by virtue of his or her office shall be an Assistant Secretary. The Assistant Secretaries shall assist the Secretary in the performance of his or her duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board of Directors, the President or the Secretary. At the direction of the Secretary or in his or her absence or disability, an Assistant Secretary shall exercise the powers and duties of the Secretary.

Section 4.08 The Treasurer and Assistant Treasurers. It shall be the duty of the Treasurer (a) to keep the Corporation's contracts, and other relevant records; (b) to see that the Corporation's lists, books, reports, statements, tax returns, certificates and other documents

and records required by law are properly prepared, kept and filed; (c) to be the principal officer in charge of tax and financial matters, budgeting and accounting of the Corporation; (d) to have charge and custody of and be responsible for the Corporation's funds, securities and investments; (e) to receive and give receipts for checks, notes, obligations, funds and securities of the Corporation, and deposit monies and other valuable effects in the name and to the credit of the Corporation, in such depositories as shall be designated by the Board of Directors; (f) to cause the funds of the Corporation to be disbursed by payment in cash or by checks or drafts upon the authorized depositories of the Corporation, and to cause to be taken and preserved proper vouchers for such disbursements; (g) to render to the President and the Board of Directors whenever they may require it an account of all his transactions as Treasurer, and reports as to the financial position and operations of the Corporation; (h) to keep appropriate, complete and accurate books and records of account of all the Corporation's business and transactions; (i) to exercise all powers and duties incident to the office of Treasurer; and (j) to perform such further duties from time to time as may be prescribed in these By-Laws or by the Board of Directors or the President. The Assistant Treasurers shall assist the Treasurer in the performance of his duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board of Directors, the President or the Treasurer. At the direction of the Treasurer or in his absence or disability, an Assistant Treasurer shall exercise the powers and duties of the Treasurer.

Section 4.09 Vacancies. Any vacancy in any office or position by reason of death, resignation, removal, disqualification, disability or other cause shall be filled in the manner provided in this Article III for regular election or appointment to such office.

Section 4.10 Delegation of Duties. The Board of Directors may in its discretion delegate for the time being the powers and duties, or any of them, of any officer to any other person whom it may select.

ARTICLE V

MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

Section 5.01 Execution of Notes, Checks, Contracts and Other Instruments. All notes, bonds, drafts, acceptances, checks, endorsements (other than for

deposit), guarantees and all evidences of indebtedness of the Corporation whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by the Corporation, may be signed by the President, any Vice President, the Secretary or the Treasurer, and authority to sign any of the foregoing, which may be general or confined to specific instances, may be conferred by the Board of Directors upon any other person or persons. Any person having authority to sign on behalf of the Corporation may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board of Directors, which authority may be general or confined to specific instances. Facsimile signatures on checks may be used if authorized by the Board of Directors.

Section 5.02 Voting Securities Owned by Corporation. Securities owned by the Corporation and having voting power in any other corporation shall be voted by the President or any Vice President, unless the Board confers authority to vote with respect thereto, which may be general or confined to specific investments, upon some other person. Any person authorized to vote such securities shall have the power to appoint proxies, with general power of substitution.

ARTICLE VI

GENERAL PROVISIONS

Section 6.01 Offices. The principal business office of the Corporation shall be:

Children's Oncology Group Chair's Office
The Children's Hospital of Philadelphia
3501 Civic Center Blvd. CTRB 10060
Philadelphia, PA 19104

The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the business of the Corporation may require.

Section 6.02 Corporate Seal. The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation.

Section 6.03 Fiscal Year. The fiscal year of the Corporation shall end on December 31.

Section 6.04 Annual Report. The President and Treasurer shall present an annual report to the Board of Directors in accordance with Section 5553 of the Pennsylvania Nonprofit Corporation Law of 1988.

ARTICLE VII

AMENDMENTS

Section 7.01 Amendments. These By-Laws may be amended, altered or repealed, and new By-Laws may be adopted, by the Members at any regular or special meeting. No provision of these By-Laws shall vest any property or contract right in any person.

SECRETARY'S CERTIFICATION

I, Joseph Neglia, M.D., M.P.H., Secretary of The Children's Oncology Group Foundation, Inc., a nonprofit corporation formed and existing under the Pennsylvania Nonprofit Corporation Law (the "Corporation"), do hereby certify that the foregoing is a true and complete copy of the Bylaws of the Corporation as submitted to, and adopted by, the directors of the Corporation effective as of the _____ day of _____, 2011.

IN WITNESS WHEREOF, I have hereunder subscribed my name on this ____ day of _____, 2011.

Joseph Neglia, M.D., M.P.H., Secretary