

**Bylaws
of
Kidney Cancer Association,
an Illinois Not For Profit Corporation**

**ARTICLE I
NAME, PURPOSES AND FORM OF ORGANIZATION**

Section 1. Name. The name of the organization is Kidney Cancer Association (the "Association").

Section 2. Purposes. The purposes for which the Association is organized are:

(a) exclusively charitable, educational and scientific 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 federal tax law.

(b) at the option of the Association, to receive, maintain, and accept as assets of the Association, any property, whether real, personal or mixed, by way of gift, bequest, devise or purchase from any person, firm, trust or corporation, to be held, administered and disposed of exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any future United States federal tax law, and in accordance with and pursuant to the provisions of these Bylaws; provided, however, that no gift, bequest, devise or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall jeopardize the status of the Association as an entity exempt from United States federal income tax under Code Section 501(c)(3); and

(c) to exclusively promote and carry on those activities as set forth in the Association's Articles of Incorporation as well as any other charitable, educational or scientific purposes and activities for which corporations may be organized and operated under the state of Illinois General Not For Profit Corporation Act of 1986, as amended (the "Act"), subject to the requirements of and restrictions on tax-exempt entities under Section 501(c)(3) of the Code and other relevant provisions of federal, state and local laws.

Section 3. Limitations and Prohibitions.

(a) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, Directors, Officers, employees or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws and the Association's Articles of Incorporation.

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

(c) Notwithstanding anything contained in these Bylaws to the contrary, the Association shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or any corresponding provision of any future United States federal tax law; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any corresponding provision of any future United States federal tax law.

Section 4. No Members. The Association shall have no members.

ARTICLE II OFFICES

The registered office of the Association shall be at 1234 Sherman Avenue, Suite 203, Evanston, Illinois 60202-1375. The books and records of the Association may be kept at the registered office or at such other locations, within the State of Illinois, as may be authorized by the Board of Directors.

ARTICLE III THE BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors (the "Board") in order to carry out the stated purposes of the Association. The Board may delegate the management of activities of the Association to any person or persons provided that the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Number, Tenure and Qualifications. The Board shall consist of not less than 3 nor more than 8 members, as the Board shall determine from time to time. The term of each Director shall be three (3) years, and a Director may serve for no more than three (3) full consecutive terms; provided, however, that after a lapse of two (2) years from the date of completion of a final term, a former Director may be elected to the Board, subject to the three (3) full consecutive term limitation. Pursuant to Section 2 of Article VI of the Association's Bylaws in place as of the date of adoption of these Bylaws (the "Adoption Date"), the Directors have been divided into Class I, Class II and Class III, with the members of Class I having terms on the date of the Association's annual meeting to be held in 2006, the members of Class II having ending terms ending on the date of the Association's annual meeting to be held in 2005, and the members of Class III having terms ending on the date of the Association's annual meeting to be held in 2004. This classification of Directors into Class I, II or III shall as of the Adoption Date continue under these Bylaws. Each Director shall hold office following his or her election and until his or her successor has been duly elected and qualified, or until his or her death, resignation or removal. To the extent permissible by law, any person may serve as a Director.

Section 3. Elections. Except as otherwise provided in these Bylaws, Directors shall be elected by a majority vote of all Directors then in office at the annual regular meeting of the Board. Those persons who receive the requisite number of votes shall be deemed to have been

elected. The election of each new Director shall be conducted separately and serially and if any Director so demands, the election of Directors shall be by secret ballot.

Section 4. Regular Meetings. An annual regular meeting of the Board shall be held in July of each year (or during such other month as the Board may determine) at a time and place determined by the Board. The agenda of the annual meeting shall include (i) the election of Directors and Officers, and (ii) transacting such other business of the Association as appropriate for the annual meeting. The Board may provide by resolution for additional regular meetings of the Board as necessary to transact the business of the Association.

Section 5. Special Meetings. Special meetings of the Board may be called at any time by or at the request of the Chairperson, President or any two (2) Directors. The person or persons authorized to call a special meeting may fix the time and place of any special meeting called by them. Notice of a special meeting shall specify the purpose of the meeting and set forth a specific agenda for the meeting.

Section 6. Notice of Meetings. Notice of any regular or special meeting of the Directors shall be given at least ten (10) days prior to the meeting by written notice delivered personally or sent by mail, telegram, telefax, or other electronic communication to all Directors at their addresses as shown on the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram or other same-day means, such notice will be deemed to be delivered when receipt of the notice is confirmed. Any Director may waive notice of any meeting in writing at any time. The attendance of a Director at any meeting shall constitute a waiver of notice of such 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 called or convened.

Section 7. Quorum and Conduct of Meetings. A majority of the Directors then in office shall constitute a quorum for the transaction of business by the Board. If, at any meeting of the Board, there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice. Directors may participate in a meeting of the Board, or any committee thereof, by means of teleconference or similar communications equipment that allows all participants in the meeting to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. Meetings shall be presided over by the Chairperson, or, in his or her absence, by the President, or by such person as may be selected by the Board.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board, unless the act of a greater number is required by law or these Bylaws.

Section 9. Informal Action. Any action required or permitted by law or these Bylaws to be taken at a meeting of the Board, or any committee thereof, may be taken without a meeting if a written consent setting forth the action so taken is signed by all the Directors, or all members of the committee thereof.

Section 10. Committees. Standing or special committees may be appointed from time to time by a majority of the Directors in office, each of which shall consist of at least two (2) Directors. The Board may vest such committees with such powers as the Board may deem advisable and in the best interests of the Association, subject to such conditions as the Board may prescribe and to applicable laws. The provisions of these Bylaws that govern meetings of the Board shall govern meetings of any committee thereof, except that no committee shall be required to have an annual meeting or scheduled regular meetings. All committees shall keep regular minutes of their transactions and shall report the same to the Board.

Section 11. Nonboard Committees in General. The Board may create one or more nonboard committees in addition to any committee created in accordance with section 10 and delegate nonboard functions to such committees. Nonboard committees may include both Directors and individuals who are not Directors. Nonboard committees may not exercise the authority of the Board.

Section 12. Resignations. Any Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Association. Such resignation shall take effect when the notice is delivered, unless the notice specifies a later effective date. A notice of resignation shall be deemed to be delivered when deposited in the United States Mail so addressed, with first-class postage thereon prepaid. If a resignation is made effective at a future date, the Board may fill the pending vacancy before the effective date of such resignation if the Board provides that the successor does not take office until the effective date.

Section 13. Removal. One or more of the Directors may be removed, with or without cause, by the affirmative vote of a majority of the Directors then in office, present and voting at a special meeting of the Board called for that purpose. Written notice of such meeting shall be delivered to all Directors entitled to vote on the removal of the Director. Such notice shall state that one of the purposes of the meeting is to vote upon the removal of one or more Directors named in the notice, and only the Director or Directors so named may be removed at such meeting.

Section 14. Vacancies. Any vacancy on the Board, or any directorship to be filled by reason of an increase in the number of Directors, may be filled by the remaining Directors then in office at the annual meeting or at a special meeting of the Board called for that purpose. If the Directors remaining in office constitute fewer than a quorum of the Board, the Board may fill the vacancy by the affirmative vote of a majority of all Directors remaining in office. Each Director elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 15. Compensation. No Director shall receive any stated salary or other compensation or remuneration for their services; provided, however, that nothing herein shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore or to prohibit the reimbursement to Directors of reasonable out-of-pocket expenses incurred in connection attendance of Board meetings.

Section 16. Director Conflict of Interest Transactions. A conflict of interest transaction is a transaction with the Association in which a Director has a direct or indirect interest. For purposes of this Section, a Director has an indirect interest in a transaction if

another entity in which the Director has a material financial interest, or in which the Director is an officer, director, controlling shareholder, general partner or managing member, is a party to a transaction with the Association. A conflict of interest transaction is not voidable, nor the basis for imposing liability on the Director, if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a Director has a conflict of interest may be approved in advance by the Board if (i) the material facts of the transaction and the Director's interest are disclosed or known to the Board; and (ii) the transaction is ratified by a majority of disinterested Directors, even if the disinterested Directors be less than a quorum; *provided, however*, that a transaction may not be approved under this section by a single Director. The presence of a Director who has a direct or indirect interest in the transaction may be counted in determining whether a quorum is present, but may not be counted when the Board takes action on the transaction. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as provided herein. The Board may adopt conflict of interest policies consistent with this section.

ARTICLE V OFFICERS

Section 1. Officers. The Officers of the Association shall consist of a Chairperson, President and Chief Executive Officer, Vice Presidents, Secretary, Treasurer and such other officers and assistant officers as the Board may authorize. Any two or more offices may be held by the same person, except the offices of the President and the Secretary. In addition to the powers and duties of the Officers set forth in these Bylaws, the Officers shall have such powers and perform such duties in the management of the Association as the Board from time to time shall prescribe.

Section 2. Election and Term of Office. Officers shall be elected by the Board at its annual meeting, or any regular or special meeting. Each Officer shall hold office for a term of one (1) year following his or her election and until his or her successor has been duly elected and qualified, or until his or her death, resignation or removal. There shall be no limitation on the number of terms any Officer may serve.

Section 3. The Chairperson. The Chairperson shall preside at all meetings of the Board and shall from time to time report to the Board all matters within his or her knowledge that in the interests of the Association may require the Board's attention.

Section 4. The President. The President, who shall be the Chief Executive Officer of the Association, subject to the control of the Board, shall have overall responsibility for the day-to-day management of the affairs of the Association. The President shall report to the Board, shall attend all regular, special and annual meetings unless otherwise directed by the Chairperson, and shall work closely with the Chairperson. Duties of the President shall include (but not be limited to): (a) coordinating the activities and selecting the chairpersons of the operating committees; (b) representing the Association in the community; (c) recommending policy to the Board concerning operating matters; (d) overseeing the building projects of the Association; (e) hiring, supervising and removing all staff of the Association, unless otherwise directed by the Board; (f) signing all contracts and official documents, except where such signing

and execution is expressly delegated by the Board to some other officer or agent of the Association; (g) causing such corporate reports as may be required by state law to be prepared and filed in a timely manner; and (h) in general, performing such other duties as may be assigned from time to time by the Chairperson or the Board. The Board shall approve the compensation and benefits for the President who may not be elected to serve as a Director.

Section 5. The Vice President. The Vice President shall have all the powers and perform all the duties of the President (subject to any restrictions thereon) in the absence or incapacity of, or the refusal to act by, the President. The Vice President shall perform all duties incident to the office of the Vice President and such other duties as may be assigned to him or her from time to time by the Board.

Section 6. The Secretary. The Secretary shall act as Secretary of the Board, shall keep the minutes of the meetings of the Board in one or more books provided for that purpose and shall give notice of all such meetings in accordance with the provisions of these Bylaws. The Secretary shall be the custodian of all records and reports of the Association and shall have the authority to certify the bylaws, resolutions of the Board and committees thereof, and other documents of the Association as true and correct copies thereof. The Secretary shall perform all duties incident to the office of the Secretary and such other duties as may be assigned to him or her from time to time by the Board.

Section 7. The Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds of the Association. The Treasurer shall keep full and correct account of all receipts and disbursements in the books belonging to the Association, and shall deposit all moneys and other valuable effects in the name and to the credit of the Association, in such banks of deposit as may be designated by the Board. The Treasurer shall dispose of funds of the Association as may be authorized by the Board, taking proper vouchers for such disbursements, and shall receive and give receipts for money due and payable the Association from any source whatsoever. The Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as may be assigned to him or her from time to time by the Board.

Section 8. Resignation. Any Officer may resign at any time by giving written notice to the Board, the Chairperson, President or Secretary of the Association. Such resignation shall take effect when the notice is delivered, unless the notice specifies a later effective date. A notice of resignation shall be deemed to be delivered when deposited in the United States Mail so addressed, with first-class postage thereon prepaid. If a resignation is made effective at a future date, the Board may fill the pending vacancy before the effective date of such resignation if the Board provides that the successor does not take office until the effective date.

Section 9. Removal. Any Officer may be removed, with or without cause, by the affirmative vote of a majority of the Directors then in office, present and voting at a special meeting of the Board called for that purpose. Written notice of such meeting shall be delivered to all Directors entitled to vote on the removal of the Officer. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Officers named in the notice, and only the Officer or Officers so named may be removed at such meeting.

Section 10. Vacancies. Any vacancy in any office, or officership to be filled by reason of creation of the position, shall be filled by the Board at a regular meeting, or at a special meeting called for that purpose. Each Officer elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

ARTICLE VI
INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES AND AGENTS; INSURANCE

Section 1. Indemnification.

(a) The Association shall indemnify its Officers and Directors to the maximum extent permitted by law, from and against any threatened, pending or completed actions, suits or proceedings, whether civil, criminal, administrative or investigative, to which any Officer or Director is made a party by reason of such person's rendering of, or in connection with, services to the Association, provided, the Officer or Director acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The Association's indemnity shall include reimbursing such Officer or Director for expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such Officer or Director in connection with such action, suit, or proceeding. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not create a presumption that the party seeking indemnification did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding, that the indemnified party had no reasonable cause to believe that such person's conduct was unlawful. This indemnity shall not apply if such damages and costs were caused by gross negligence or willful misconduct of the Officer or Director.

(b) Any indemnification shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the Director or Officer is proper in the circumstances because he or she has met the applicable standard of conduct. Such determination shall be made (i) by a majority vote of the Directors then in office who are not parties to such action suit, or proceeding, even though less than a quorum, (ii) by a committee of Directors designated by a majority vote of the Directors then in office, even though less than a quorum, or (iii) if there are no such Directors, or if the Directors so direct, by independent legal counsel in a written opinion.

Section 2. Insurance. The Association may purchase and maintain insurance on behalf of any Director, Officer, employee or other agent of the Association, who is or was serving at the request of the Association, against any liability asserted against and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of Section 1 of this Article or under any applicable provision of the Act.

ARTICLE VII MISCELLANEOUS

Section 1. Amendments. These Bylaws may be altered, amended or repealed from time to time by a majority vote of the Directors then in office at a duly called meeting. Notice of the meeting must state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and be accompanied by a description, summary or copy of the proposed amendment.

Section 2. Corporate Minutes and Records. The Association shall keep as permanent records minutes of all meetings of the Board and copies of all written resolutions and consents of the Board or any committees thereof. The Board shall approve the minutes of a Board meeting before such minutes become part of the permanent record. The Association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Association shall keep a copy of the following records at its principal office: (i) the Association's Articles of Incorporation, or any restatements thereof, and all amendments currently in effect; (ii) the Association's Bylaws, or any restatements thereof, and all amendments currently in effect; (iii) a list of the names and the business or home addresses of the Association's current Directors and Officers; and (iv) the Association's most recent annual report delivered to the office of the Secretary of State of Illinois, as required by the Act. The minutes and records described above shall be made available for inspection by current Directors of the Association during normal business hours. In addition, to the extent required by applicable law, the Association shall make available for public inspection during regular business hours copies of (i) any application filed with, and any letter or other document issued by, the Internal Revenue Service with respect to the tax-exempt status of the Association; and (ii) the annual returns filed with the Internal Revenue Service for the 3 most recent years (to the extent the Association is required to file such returns).

Section 3. Contracts; Loans and Asset Pledges. The Board may authorize any one or more Officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Any such authority may be general or confined to specific instruments.

Section 4. Fiscal Year, Financial Report. The fiscal year of the Association shall begin on November 1 of each year and end on October 31 of such year. The books of the Association shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the Board for review. A report of the findings shall be presented at the next Board meeting.

Section 5. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such Officer or agent of the Association and in such manner as shall from time to time be determined by resolution of the Board.

Section 6. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

Section 7. No Loans to or Guaranties for Directors or Officers. The Association may not lend money to, or guarantee the obligation of a Director or Officer, of the Association, but the fact that a loan or guaranty is made in violation of this section does not affect the liability of any such Director or Officer to the Association.

Section 8. Investment. The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board without being restricted to the class of investments which a Director or trustee is or may hereafter be permitted by law to make or any similar restriction; provided, that no action shall be taken by or on behalf of the Association if such action is a forbidden activity or would result in the denial of tax exempt status under Section 501(c)(3) of the Code.

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
THE KIDNEY CANCER ASSOCIATION
An Illinois Not For Profit Corporation**

The undersigned, being all of the directors of The Kidney Cancer Association, an Illinois not for profit corporation (the "Association"), hereby adopt the following resolutions by unanimous written consent thereto, effective as of July 17, 2006, hereby waiving all notice of and the holding of a meeting of the board of directors to act upon such resolutions.

WHEREAS, the Association wishes to amend its Bylaws to increase the number of its authorized directors from 8 to 10.

NOW, THEREFORE, BE IT

RESOLVED, that the first sentence of Section 2 of Article III of the Association's Bylaws shall be amended to read as follows:

"The Board shall consist of not less than 3 nor more than 10 members, as the Board shall determine from time to time."

RESOLVED, FURTHER, that in addition, the following shall be added to Section 2 of Article III after the 4th sentence of Section 2 (which 4th sentence ends "...as of the Adoption Date continue under these Bylaws."):

"Directors appointed to fill a vacancy created by amendment to these Bylaws following the Adoption Date which amendment increases the maximum number of Board members to more than 8 shall be classified into Class I, II or III as the Board shall determine at the time of appointment."

Director signatures appear on the following page.