

AMENDED AND RESTATED
BY-LAWS OF INTERNATIONAL GAMMA KNIFE RESEARCH FOUNDATION
A PENNSYLVANIA NONPROFIT CORPORATION

ARTICLE I

INTRODUCTORY

Section 1.1 Name. The name of the Corporation is INTERNATIONAL GAMMA KNIFE RESEARCH FOUNDATION (the "Corporation" or the "Foundation" or "IGKRF").

Section 1.2 Statement of Purposes. As provided in its Articles of Incorporation, the Foundation is organized for the educational and scientific purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) (the "Code") and, in particular, for the following purposes:

1. To coordinate research activities of a group of clinical investigative centers who will be Members of the Foundation and that are dedicated to cooperative clinical trials and other studies designed to improve the scientific knowledge base related to outcomes and quality of life of patients who undergo Leksell Gamma Knife ("GK" or "gamma knife") Stereotactic Radiosurgery ("SRS").
2. To provide for the collection, publication and dissemination of data and results of IGKRF trial investigations.
3. To integrate programs and activities of the IGKRF with other surgical radiation oncologic and other cooperative groups in order to enhance treatment options of patients with tumors, vascular malformations, pain, epilepsy, movement disorders, or other clinical indications currently known or under evaluation for the gamma knife.
4. To evaluate innovation as well as outcomes in diverse clinical paradigms using the Leksell Gamma Knife within the context of clinical research.
5. To integrate new advances using the gamma knife into clinical programs and protocols.
6. To test new advances or technologies in conjunction with the gamma knife, including radiation sensitizers or brain protectors.
7. To establish quality assurance mechanisms for SRS as they are applied to both common and rare clinical indications.
8. To establish standardized treatment parameters and uniformity in treatment planning, dosimetry, and clinical outcome measures within participating centers.
9. To develop translational research strategies to identify patient sub-groups at risk for adverse radiation effects or complications related to the usage of gamma knife SRS.
10. To improve training programs in stereotactic radiosurgical centers.

Section 1.3 Offices. (a) Headquarters Office. The principal and registered office of the Foundation shall be located at 200 Lothrop St., Suite B-400, Pittsburgh PA 15213 or at such other place as the Board of Directors may designate from time to time with the approval of the Members. Principal office/headquarters staff will manage all

major organizational activities of the Foundation and collect and analyze research data. Emphasis will be placed on continuity and excellence. The current headquarters site is at the University of Pittsburgh Medical Center, Pittsburgh, PA. The headquarters will not change when the group chair changes unless approved by the Board of Directors and by the majority vote of the full Members.

(b) Statistical Center. Statistical data analysis is an important part of outcomes research. The statistical center location will be chosen by the Board of Directors but is expected to be geographically close to the headquarters. Consultants and statisticians will be selected by the Board of Directors from candidates proposed by Board members.

Section 1.4 Fiscal Year. The fiscal year of the Foundation shall end on December 31 of each year, or on such other date as may be fixed from time to time by resolution of the Board of Directors.

Section 1.5 Seal. The Foundation may have a corporate seal which, if adopted by the Directors, will be in such form as the Board of Directors may determine.

Section 1.6 Governing Law. This Foundation is governed by the Pennsylvania Nonprofit Corporation Law of 1988, as it may be amended from time to time ("NPCL").

Section 1.7 Members. The Foundation shall have Members, whose rights and duties are set forth in Article II of these Bylaws.

ARTICLE II

MEMBERS

Section 2.1 Full Members. (a) Full Membership may be held by any medical, scientific or educational organization (an "institution") that is recognized as a charitable organization under Section 501 (c)(3) of the Code (or the equivalent under the laws of any non-US jurisdiction under which a Member is organized) meeting the following criteria.

(i) The institution shall have the substantial ability and interest to participate in cooperative group activities.

(ii) The principal investigator representing the institution agrees with the goals of clinical trials and will participate fully. A full Member institution principal investigator must be a board certified neurological surgeon or a radiation oncologist. Board certified means professional board certification appropriate (as determined by the Membership Evaluation Committee) to the country in which the institution is located.

(iii) A professional team must consist of a neurological surgeon, a radiation oncologist and a medical physicist with adequate technical support.

(iv) The institution shall accrue as many case credits as possible in each calendar year by participating in or proposing IGKRF studies. Such case credits must meet the data quality and submission standards of IGKRF. In addition, the institution shall make a meaningful contribution to IGKRF in terms of protocol design and development, participation in committees, and in scientific reviews and publication. The IGKRF Membership Evaluation committee will review full Member performance annually.

(v) The institution shall have adequate Leksell Gamma Knife technology, computerized treatment planning capabilities and adequate systems for patient recording and retrieval.

(vi) The institution shall pay initial membership and annual Membership dues as determined annually by the IGKRF executive committee.

(b) Additional participants may be added to the roster of the Member institution. They can be either neurological surgeons, radiation oncologists, medical physicists, or medical oncologists, or other appropriate medical professionals.

(c) All new Members must first join the group as a Provisional Member as described below in Section 2.2.

Section 2.2 Provisional Members

(a) The principal investigator of any Provisional Member must be a board certified neurological surgeon or radiation oncologist.

(b) Applications for new Provisional Membership must be submitted to IGKRF headquarters. All applications will be reviewed and approved by the Membership Evaluation Committee.

(c) Provisional Members must also seek to provide case credits each calendar year. Performance will be reviewed annually by the Membership Evaluation Committee. After the first anniversary of the admission of a Provisional Member, any full Member may make a recommendation to the Board that the Provisional Member be admitted to full membership.

(d) Provisional Members have no voting rights

Section 2.3 Full Membership. When a Provisional Member demonstrates participation in IGKRF trials and satisfactory data quality and submission scores, full Membership will be conferred to a Provisional Member after recommendation by a full Member and approval by a majority vote of the Board of Directors, and upon payment by the new Member of an initial Membership Fee.

Section 2.4 International Membership in the IGKRF.

International sites (that is, sites outside of the United States and Canada) may become Provisional Members and Full Members as provided in Sections 2.2 and 2.3, and in accordance with the following:

In order to qualify for membership in the IGKRF, an international site must demonstrate the following:

1. A Gamma Knife (GK) center with an annual clinical volume of at least 150 patients per year.
2. A commitment to GK radiosurgical research as shown by:
 - A) A publication track record with at least 3 peer reviewed publications related to the Gamma Knife radiosurgery averaged over the five year period prior to receipt of the application
 - B) Three or more scientific presentations related to the Gamma Knife radiosurgery at national or international meetings averaged over the preceding five years.
 - C) Provision of educational training in Gamma Knife radiosurgery to residents, fellows, and/or colleagues each year.
3. A principal investigator (PI) must be designated for the center. This individual will serve as the liaison to the Foundation. The PI must be a board certified neurological surgeon or radiation oncologist (as defined in Section 2.1(a)(ii)).
4. A minimum of 10 cases are to be enrolled in a Foundation trial or trial(s) each year. These cases should consist of satisfactory data quality (e.g. completeness and eligibility for said study).
5. Initial membership fee and annual membership dues (after acceptance as a full Member) paid in a timely fashion.
6. Institutional Review Board or ethics board approval to participate in the data sharing required for IGKRF clinical trials.
7. An individual on staff with the center who is fluent in English and can translate information from the Foundation and from the member site.
8. The institution must have Leksell Gamma Knife technology including computerized treatment planning capabilities and adequate systems for recording and retrieval of patient data.
9. Participation by the PI either in person (or by a designated individual acceptable to the Board) or by electronic means in at least 50% of IGKRF board meetings.
10. The PI or a designate must be willing to serve on Foundation committees when asked by the Chairperson

11. The PI will provide annual updates in writing to the Chairperson and Executive Committee of any financial or scientific disclosures that may have bearing on the Foundation's activities.

Section 2.5 Meetings of Members. The Members (including provisional Members) shall meet at least annually at a time and place determined by the Board of Directors. At least one Members' meeting each year shall include a presentation of ongoing research, case accruals and clinical challenges. Special meetings of all of the Members or of the full Members only may be called by the Secretary at the request of the Chairperson, the Board of Directors, or the representatives of a majority of the voting Members.

Section 2.6 Voting Rights.

(a) Each full Member institution shall have one vote. The Member's vote is cast by the principal investigator or his/her designated representative. Either can be present in a group meeting. The Member can vote by proxy.

(b) Each full Member which does not attend a group meeting in person through its principal investigator or designated representative may appoint a proxy from among the designated representatives of other full Members by means of a written statement delivered to and received by a member of the Executive Committee prior to a board meeting. Any proxy so designated shall be effective only with respect to a particular meeting and any adjournments, and shall be revocable.

(c) A majority of the full Members present at a meeting of Members in person or by proxy shall constitute a quorum for the conduct of a meeting of Members. All matters to be voted upon must be approved by a majority vote of all eligible votes cast.

(d) Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting upon the written consent of Members who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all Members entitled to vote thereon were present and voting. The consents shall be filed with the Secretary of the Foundation. If fewer than all Members consent, the action shall not become effective until after at least ten (10) days' written notice of the action has been given to each Member entitled to vote thereon who has not consented thereto.

Section 2.7 Termination of Membership

(a) The principal investigator appointed by a Member may terminate the Member's Membership in IGKRF on behalf of the institution.

(b) If a full Member institution fails to meet the participation criteria for full Membership as set forth in Section 2.1(a) above, as determined by the Membership Evaluation committee, that Member will be placed on probation for one year. Members on probation do not vote as Members and are not full Members for purposes of Board representation, but will receive information transmitted to Members and their

representatives may attend Member and Board meetings. If participation criteria are not met thereafter, the Member's Membership in the Foundation may be terminated by action of the Board of Directors. If participation criteria are met during a probationary period, full membership rights may be restored by action of the Board on recommendation of the Membership Evaluation Committee.

Section 2.8 Membership Dues. Initial and Annual Membership dues will be set annually by the Executive Committee. .

Section 2.9 Certain Contract or Compensation Decisions. In any case in which any payment to or agreement with a Member or the Member's designated representative(s) is to be approved by the Board of Directors or Members, the affected Member and its representative(s) shall not participate in the vote, and no such payment or agreement shall confer an "excess benefit" as defined in Section 4958(c) of the Code on any "disqualified person" as defined in Section 4958(f) of the Code. Without limiting the generality of the foregoing, in considering any such payment or agreement, the Board or Members shall require evidence that the proposed payment or agreement is comparable to other such payments or agreements relating to similar services provided to other nonprofit or proprietary corporations by parties unrelated to such organizations, and the record of the action approving the payment or agreement shall reflect such comparison.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Authority. Subject to any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Foundation, the affairs of the Foundation shall be under the general direction of a Board of Directors which shall administer, manage, preserve and protect the property of the Foundation.

Section 3.2 Number and Term. The Board of Directors shall consist of one representative from each full Member institution, either the principal investigator or a designated alternate. Each Director shall serve until such Director's death, resignation or removal. A Member institution may remove its representative and appoint a replacement by written notice to the Foundation.

Section 3.3 Vacancies. Vacancies occurring on the Board by death, resignation, refusal to serve, or otherwise shall be filled by the Member whose representative's death, resignation, etc. has caused the vacancy.

Section 3.4 Compensation. No compensation shall be paid to any Director for services as a Director but, at the discretion of the Board, a Director who is not an officer or employee of the Foundation may be reimbursed for documented expenses that are reasonable and necessarily incurred in attending meetings and performing other duties on behalf of the Foundation.

Section 3.5 Meetings. The Board shall meet at least annually at dates and times established by the Board. The meeting following the close of the Foundation's

fiscal year or such other time as the Board may designate from time to time by resolution shall be the annual meeting of the Board. Special meetings shall be called by the Secretary upon the order of the Chairperson or at the written request of a number of Directors constituting a quorum of the Directors then in office and entitled to vote. All physical meetings of the Board of Directors shall be held at the registered office of the Foundation unless otherwise designated in the notice.

Section 3.6 Quorum. At all meetings of the Board of Directors, the presence of a majority of the Directors in office and entitled to vote shall constitute a quorum. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting if the meeting is conducted by telephone, electronic messaging or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time or access all communications from each other on a real time basis; provided that the identity of all participants has been authenticated to the satisfaction of the presiding officer. The act of a majority of the Directors entitled to vote at a meeting at which a quorum is present shall be the act of the Board. A majority of the Directors present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjournment meeting shall be given to the Directors who are not present at the time of adjournment.

Section 3.7 Voting. Each Director entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

Section 3.8 Standard of Care and Fiduciary Duty. Each Director shall stand in a fiduciary relation to this Foundation and shall perform his or her duties as a Director, including his or her duties as a Member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of this Foundation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, each Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(a) one or more officers or employees of this Foundation whom the Director reasonably believes to be reliable and competent in the matters presented;

(b) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons; and

(c) a committee of the Board of this Foundation upon which the Director does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Section 3.9 Factors Which May Be Considered by Directors. In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of this Foundation, consider to the extent they deem appropriate, the effects of any action upon any or all groups affected by such action, including public users of the services provided by the Foundation, employees, suppliers, and creditors of the Foundation, and upon communities in which offices or other establishments of the Foundation are located, and all other pertinent factors.

The Board of Directors, committees and Directors are not required, in considering the best interest of the Foundation or the effects of any action, to regard any corporate interest or the interests of any particular group affected by such action as a dominant or controlling interest or factor. The consideration of interests and factors in the manner described in this section shall not constitute a violation of Section 3.8 hereof.

Section 3.10 Rules and Regulations. The Board of Directors may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Foundation and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Directors present and entitled to vote at a meeting of the Directors where a quorum is present.

Section 3.11 Removal of Directors. The Board of Directors, by a majority vote of all of the Directors, may declare vacant the office of a Director who has failed without excuse to attend or to designate an alternate to attend two (2) consecutive annual meetings, or who is declared of unsound mind by an order of court or is convicted of a felony or for other cause. "Other cause" shall mean any action or inaction which, in the sole discretion of the Board, materially and adversely affects or may affect the Foundation.

Section 3.12 Consents. Any action that may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and entitled to vote and shall be filed with the Secretary of the Foundation. A consent in writing shall include a consent delivered by electronic mail if authenticated in a manner satisfactory to the Board.

ARTICLE IV

OFFICERS

Section 4.1 Enumeration. The officers of the Foundation shall consist of a Chairperson of the Board of Directors ("Chairperson"), Vice -Chairperson, Secretary, Treasurer who shall be elected from among the Members of the Board of Directors, and such other officers and assistant officers, who need not be Directors, as the Directors may, from time to time, designate. Other than the offices of Chairperson and Secretary, any two or more offices may be held by the same person.

Section 4.2 Term of Office. Each officer shall serve for a term of four (4) years and until the officer's successor is duly elected and takes office; provided, however, that any officer may be reelected for one (1) additional four-year term; and provided, further, that the term of the Chairperson may be extended by the vote of the Executive Committee by up to eighteen (18) months to ensure continuity.

Section 4.3 Election. All officers shall be elected by the Directors at the annual meeting of the Directors or a special meeting called for such purpose. Candidates for officer positions will be nominated by a Nominating Committee of the Board as follows:

(a) The Nominating Committee shall have at least four Members appointed by the Board of Directors, of which one shall be the Chairperson, and who shall be broadly representative of the diversity of the IGKRF Membership.

(b) Approximately two months prior to a planned election, the Nominating Committee will prepare a list of candidates for nomination after consultation with the Chairperson.

(c) The Nominating Committee will evaluate the preliminary list of suitable candidates and submit the list for subsequent election.

(d) Representatives of voting Members may also nominate officers from the floor at the annual meeting of Directors.

(d) At the annual meeting of the Board of Directors, ballots containing the names of the nominees nominated by the Nominating Committee and from the floor will be distributed for a vote by the Board.

Section 4.4 Vacancies. Any vacancy may be filled by the Directors entitled to vote.

Section 4.5 Chairperson. The Chairperson shall serve as the presiding officer at meetings of the Board of Directors and shall rule on all procedural questions relating to the Board's activities, including questions of conflict of interest.

Section 4.6 Vice Chairperson. The Chairperson shall appoint from among the Directors and their alternates a Vice Chairperson to supervise headquarters activities, oversee protocol development and represent the Chairperson at meetings, including meetings of the Foundation, in the Chairperson's absence.

Section 4.7 Additional Vice Chairpersons. The Chairperson, with the approval of the Executive Committee, shall appoint additional Vice Chairpersons who shall act as the chairs of the Membership Evaluation Committee, Protocol Review Committee, Publications Committee and other committees as needed to oversee other IGKRF activities

Section 4.8 Secretary. The Secretary shall make or cause to be made minutes of all meetings of the Board of Directors and the Members. The Secretary or his or her designee shall be responsible for the timely mailing or delivery of all notices of meetings

of the Board of Directors, shall affix the corporate seal at the direction of the Chairperson and, generally, will perform all duties incident to the office of secretary of a Foundation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Section 4.9 Treasurer. The Treasurer shall supervise the financial activities of the Foundation. Specifically, the Treasurer shall see that (a) full and accurate accounts of receipts and disbursements are kept, (b) a system is in place such that all monies and other valuable effects are deposited in the name and to the credit of the Foundation in such depositories as shall be designated by the Board, (c) the Directors at the regular meetings of the Board or whenever they may require it, receive an account of the financial condition of the Foundation, and, (d) to the extent required by law or by any agreement to which the Foundation is subject, an annual audit of the Foundation's books and records is performed by one or more independent auditors selected by the Board. The Treasurer shall supervise the Foundation's fundraising activities. In the absence or disability of the Treasurer, the Assistant Treasurer, if any, shall perform all the duties of the Treasurer and when so acting shall have all of the powers of and be subject to all of the restrictions upon the Treasurer.

Section 4.10 Other Officers. The Board may appoint such other officers or assistant officers as the Board deems advisable. Each other officer shall have such responsibilities, perform such duties and receive such compensation as may be prescribed by the Board from time to time. Each assistant officer shall carry out the responsibilities and duties of the officer which the assistant officer assists in the event such officer is unable to perform such responsibilities or duties, except that no assistant officer shall become a Director solely by virtue of being an assistant officer.

Section 4.11 Bonds. The Board may, in its discretion, require the Treasurer and any other officer or employee to give bond in such amount and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of the office and for the restoration to the Foundation, in case of the officer's or employee's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind belonging to the Foundation in the officer's possession or under the officer's control.

Section 4.12 Removal of Officers. Any officer or employee elected or appointed to office may be removed by the persons authorized under these Bylaws or the Foundation's Articles of Incorporation to elect or appoint such officers whenever in their judgment the best interests of the Foundation will be served. Removal of an employee shall be without prejudice to the contract rights of such employee.

ARTICLE V

COMMITTEES AND RESEARCH MANAGEMENT

Section 5.1 Executive Committee. The Executive Committee of the IGKRF shall consist of the Chairperson, Vice Chairperson, any additional Vice-Chairpersons,

Secretary and Treasurer. The executive committee shall meet periodically during the calendar year to manage IGKRF duties and report to the full Board. Meetings may be in person or via conference call.

Section 5.2 Membership Evaluation Committee. The Membership Evaluation committee will develop criteria for membership and evaluate continuing membership as provided in these Bylaws.

Section 5.3 Publications Committee. The Publications Committee will monitor publications, evaluate abstracts and peer reviewed publications which are appropriate outcomes of IGKRF clinical trials. The Publication Committee will be responsible for storing such publications and provide access to members as needed.

Section 5.4 Protocol Review Committee.

(a) Proposals for new studies may be submitted by any Member to the Protocol Review Committee. The Protocol Review Committee will work with the proposing Member to develop the proposal for submission to the full Board. The protocol for the proposed study shall be presented by the proposer to the Board of Directors together with a report of the Protocol Review Committee.

(b) The feasibility of a new study will be determined by the Board of Directors. If the study is approved by a majority of the Directors voting at a meeting at which a quorum is present, the Board of Directors will appoint a Vice Chairperson who will serve as the study/project leader.

(c) studies in progress will be monitored by the Protocol Review Committee.

Section 5.5 Project Leader. Each new study will be chaired by a Member representative who typically will have been instrumental in the creation of the study. He or she will be aided by other group members and have overall responsibility for the quality assurance and data safety of the proposal.

Section 5.6 Committees Generally. There shall be such other standing and ad hoc committees of the Board as the Board may deem advisable for the administration and conduct of the affairs of the Foundation. Such committees shall meet as necessary to accomplish their goals. The Board of Directors may approve reimbursement for reasonable expenses necessarily incurred by members of committees in attending committee meetings and in performing other official duties as such, subject to the requirements of Section 2.8 of these Bylaws. Except as otherwise provided in these Bylaws or in the resolution creating the applicable committee, Board committee chairpersons and members shall be appointed as necessary by the Chairperson of the Board of Directors, and such committee members may be reappointed to a committee for an unlimited number of terms. Any person authorized by these By-Laws to appoint the chair and/or members of any committee may appoint himself or herself as chair and/or member. The chair of each committee shall determine the date and place of all committee meetings. Each committee may adopt its own rules of procedure not inconsistent with these Bylaws.

Section 5.7 Limitation on Power of Committees. No committee of the Board shall have any power or authority as to the following:

- (a) the filling of vacancies in the Board of Directors;
- (b) the adoption, amendment or repeal of the Bylaws;
- (c) the amendment or repeal of any resolution of the Board; or
- (d) action on matters committed by the Bylaws or a resolution of the Board to another Committee of the Board.

Section 5.8 Advisory Board. At the recommendation of any member of the Board of Directors, any Member representative or alternate may be asked to serve on the Advisory Board. This adjunct committee will have the responsibility to provide advice to the IGKRF Board of Directors, for example advice related to policies and procedures, clinical trials, and fiscal responsibilities. Members of the Advisory Board will be appointed by the Chairperson with the approval of a majority of the Board of Directors.

ARTICLE VI

GENERALLY APPLICABLE PROVISIONS

Section 6.1 Notices. Written notice of the date, time and place of each meeting of the Members, or of the Board of Directors or any committee thereof shall be given to all Members or members of such body at least five (5) days in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting. For special meetings, the notice shall also state the general nature of the business to be transacted. Such notice shall be given by the Secretary or another designated officer of the Foundation and shall be given to each Member or member of such body, either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram (with messenger service specified), telex or TWX (with answer back received) or courier service, charges prepaid, or by facsimile or electronic mail to each such Member's address (or telex, TWX or facsimile number or electronic mail address) appearing on the records of the Foundation. If the notice is sent by mail, courier service or telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service or telegraph office, in the case of telex or TWX, when deposited; and in the case of facsimile or electronic mail, when automatic or manual confirmation of receipt is received by the sender. Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment.

Section 6.2 Waiver of Notice. Whenever any written notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Foundation, or these Bylaws, a waiver of such notice in writing signed by a person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a Member of a body at a meeting of that body shall constitute a waiver of notice of the meeting unless the Member attends for the express

purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 6.3 Interested Directors or Officers. Subject to the prohibition on voting as to certain matters contained in Section 2.9 of these Bylaws: (a) No contract or transaction between the Foundation and one or more of its Directors or officers or between the Foundation and any other Foundation, partnership, association, or other organization in which one or more of the Foundation's Directors or officers are directors or officers or Members, or have a financial interest, shall be void or voidable solely for such reason, or solely because a Director or officer of the Foundation is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because (if permitted hereunder) the votes of such Director or officer are counted for such purpose, if

(i) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or

(ii) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to voting Members and the voting Members in good faith authorize the contract or transaction by the affirmative votes of a majority of the disinterested Members even though the disinterested Members are less than a quorum; or

(iii) the contract or transaction is fair as to the Foundation as of the time it is authorized, approved or ratified by the Board of Directors.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in subsection (a) of this section. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the effect on the quorum.

(c) Actual and potential conflicts of interest involving one or more Directors or officers shall be dealt with in the manner described in Section 6.4 of these bylaws.

Section 6.4 Conflict of Interest.

(a) Identification. An actual or potential conflict of interest arises with respect to a Director when any of the following circumstances exists or is threatened:

(i) a proposed transaction under consideration by the Board or any ongoing business relationship, involves a Contracting Entity or Competing Entity with respect to which there is an Interested Director; and

(ii) an opportunity within the scope of activities of the Foundation could be exploited by the Director, the Director's Family Member, a Competing Entity

with respect to which there is an Interested Director, or a Contracting Entity with respect to which there is an Interested Director.

(b) Procedure for Determining Whether a Conflict Exists.

(i) Disclosure. If, at any time, including but not limited to, during the course of a meeting of the Board of Directors, a Director is aware that he or she has or may have an actual or a potential conflict of interest in a matter under discussion, the Director shall immediately disclose the material facts about his or her interest in the matter to the Board of Directors. If, at any time, including during the course of a meeting, the Chairperson or any Director believes that another Director has or may have an actual or potential conflict of interest in a matter under discussion, such person shall immediately make such concern known to the Board of Directors.

(ii) Analysis of Conflict Issue. The determination of whether there is a conflict of interest in any particular circumstances shall be made by the Chairperson. In the event that the question involves the Chairperson the ranking officer present shall make the decision regarding whether a conflict of interest exists. The review shall be subject to the following process:

(a) Questioning of the Involved Director. It is the Involved Director's duty to respond fully and frankly to any questions from the Chairperson or other Directors relating to the actual or potential conflict of interest.

(b) Exclusion of Involved Director. At the Chairperson's direction, or upon motion and majority vote of the other Directors present (excluding the Involved Director), the Involved Director shall leave the Board meeting while the question of whether a conflict exists is discussed and, if a conflict is determined to exist, the Involved Director shall leave the Board meeting while the substantive issue which is the subject of the conflict is discussed and shall not vote on said substantive matter.

(iii) Minutes. The minutes shall reflect (i) the disclosure of any alleged conflict; (ii) the determination as to whether an actual or potential conflict of interest exists; (iii) whether the Involved Director was excluded from the Board's deliberations on the conflict issue and/or the substantive issue; (iv) any abstention from voting; and (v) any action to be taken.

(c) Definitions.

(i) Competing Entity. Any entity, whether organized for profit or not-for-profit, engaged in scientific or medical research related to the subject matter of research activities coordinated by the Foundation.

(ii) Contracting Entity. Any entity engaged in the delivery of products or services (e.g., legal accounting, management, and billing and record keeping services) to or under contract with the Foundation.

(iii) Interested Director. A Director who, or whose spouse or other family member residing in the same home ("Family Member"), (i) is an officer, director, employee or agent of a Competing Entity or a Contracting Entity or (ii) is the actual or beneficial owner of at least 5% of the outstanding stock or other ownership interest in a Competing Entity or a Contracting Entity.

(iv) Involved Director. A Director who is implicated in an actual or potential conflict of interest.

ARTICLE VII

LIMITATION OF PERSONAL LIABILITY OF DIRECTORS

Section 7.1 Limitation of Directors' Personal Liability. A Director of the Foundation shall not be personally liable for monetary damages for any action taken unless the Director has breached or failed to perform the duties of his office under Chapter 57, Subchapter B of the NPCL as in effect at the time of the alleged action by such Director and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Such limitation on liability does not apply to the responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to any Federal, state or local law.

Section 7.2 Preservation of Rights. Any repeal or modification of this Article by the Foundation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Foundation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VIII

INDEMNIFICATION

Section 8.1 Mandatory Indemnification of Directors and Officers. The Foundation shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NPCL), each Director and/or officer (including each former Director or officer) of the Foundation who was or is or is threatened to be made a party to or a witness in any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation), by reason of the fact that the Director or officer is or was an authorized representative of the Foundation, or is or was serving at the request of the Foundation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Director or officer in connection with such action, suit or proceeding if such Director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Foundation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 8.2 Mandatory Advancement of Expenses to Directors and Officers. The Foundation shall pay expenses (including attorneys' fees) incurred by a Director or officer of the Foundation referred to in Section 8.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 8.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or officer shall be paid by the Foundation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or officer to repay all amounts advanced if it shall ultimately be determined that the Director or officer is not entitled to be indemnified by the Foundation as provided in Section 8.4 hereof.

Section 8.3 Permissive Indemnification and Advancement of Expenses. The Foundation may, as determined by the Board of Directors from time to time, indemnify, in full or in part to the fullest extent now or hereafter permitted by law, any person who was or is or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the Foundation or is or was serving at the request of the Foundation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Foundation and, with respect to any criminal proceeding, had no reasonable cause to believe his or

her conduct was unlawful. The Foundation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 8.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Foundation as provided in Section 8.4 hereof.

Section 8.4 Scope of Indemnification. Indemnification under this article shall not be made by the Foundation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by the Code or by Chapter 57, Subchapter D of the NPCL or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 8.5 Miscellaneous. Each Director and officer of the Foundation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of Members, disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Foundation and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Foundation. Any repeal or modification of this Article by the Board of Directors of the Foundation shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

Section 8.6 Definition of Authorized Representative. For the purposes of this Article, the term, "authorized representative" shall mean a director, officer or employee of the Foundation or of any corporation controlled by the Foundation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Foundation or by any corporation controlled by the Foundation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Foundation. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Foundation, and shall not include agents of the Foundation unless indemnification thereof is expressly approved by the Board of Directors.

Section 8.7 Procedure for Effecting Indemnification. Unless ordered by a court, any indemnification under this Article VII or the NPCL shall be made only following a determination that the indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct. Such determination shall be made

(a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not party to the action or proceeding; or

(b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

ARTICLE IX

RESTRICTIONS REGARDING THE OPERATIONS OF THE CORPORATION: ADMINISTRATION OF FUNDS

Section 9.1 No Private or Political Beneficiaries. In keeping with the purposes of the Foundation as set forth in its Articles of Incorporation, no part of the earnings or assets of the Foundation shall inure to the benefit of any private individual, and no substantial part of the activities of the Foundation shall be used for lobbying and the Foundation shall not engage in any political campaign activities on behalf of or in opposition to any candidate for public office.

Section 9.2 No Violation of Purposes. In no event and under no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Foundation to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

Section 9.3 Additional Requirements Applicable to Private Foundations. In the event the Foundation is determined to be a Private Foundation (as defined in Section 509 of the Code), the following additional requirements shall apply:

(a) Distributions. The income of the Foundation for each taxable year shall be distributed at such time and in such manner as not to subject the Foundation to tax under Section 4942 of the Code.

(b) No Self-Dealing. The Foundation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code.

(c) No Excess Business Holdings. The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) No Jeopardizing Investments. The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) No Taxable Expenditures. The Foundation shall not make any taxable expenditures, as defined in Section 4945(d) of the Code. Without limiting the generality of this subsection, in connection with any proposed research grant to a Member or other institution that is not a

publicly supported charity organized in the United States or Canada, the Foundation shall either make a good faith determination that the grantee organization is an organization described in Section 509(a)(1), 509(a)(2) or 509(a)(3) of the Code, or shall exercise “Expenditure Responsibility” over the grant as described in Treas. Reg. §53.4945-5(b)

Section 9.4 Tax Records. The Foundation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made publicly available either by posting on the internet or having them available at the office of the Foundation during regular business hours for inspection by any person requesting to see them.

Section 9.5 Annual Report. The Treasurer shall submit annually to the Board of Directors a statement containing those details required to be included under the provisions of the NPCL, as it may be amended from time to time or any successor statute governing Pennsylvania nonprofit corporations or these Bylaws, and sufficient to enable the Foundation to fulfill its reporting obligations under the Code and other statutes to which it is subject that impose reporting requirements, including but not limited to laws governing charitable solicitation.

Section 9.6 Books and Records. This Foundation will keep correct and complete books and records of account and will also keep minutes of the proceedings of the Board of Directors and committees. The Foundation will keep at its registered office the original or a copy of its Bylaws including amendments to date, certified by the Secretary of the Foundation.

Section 9.7 Definition of Code. Unless the context requires otherwise, terms used in this Article IX of these Bylaws shall have the meanings ascribed to them in the Code. References to the Code in this Article shall be deemed to extend to corresponding provisions of any subsequent United States tax laws. The provisions of this Article shall apply notwithstanding other provisions of these Bylaws, if any, which are inconsistent.

ARTICLE X

BY-LAW AMENDMENTS

Section 10.1 Authority. These Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of a majority of the Directors entitled to vote; subject to the right of the Members to amend the Bylaws under the NPCL; provided, however, that the provisions of Section 2.9 and of Article IX of these Bylaws may not be amended or altered unless such amendment or alteration shall not have the effect of jeopardizing the Foundation’s status as an organization, contributions to which may be deducted for federal income and transfer tax purposes.

Section 10.2 Procedure. Any proposed amendment to the Bylaws shall first be presented to the Board of Directors, which shall place the consideration of the proposed amendment on the agenda of an annual meeting of Directors or Members or of a special meeting of Directors or Members called for that purpose no less than four weeks after submission of the proposed amendment to the Board, or shall cause to be prepared and circulated a written consent approving the amendment, together with the text of the amendment, which shall be effective in accordance with the Bylaws and the NPCL.

CONFIDENTIAL

Your Name: _____

INTERNATIONAL GAMMA KNIFE RESEARCH FOUNDATION (the "Foundation")

Conflict of Interest Disclosure Statement

I. Employment

1. Current Employer _____
2. Position _____
3. To the best of your knowledge, does your employer offer any service (e.g., medical, legal, accounting) or product to, or do business with, the Foundation?
Yes _____ No _____
4. If yes, what is the service/product and what is the estimated annual dollar volume of such business? _____

II. DIRECT AFFILIATIONS

If you have an ownership interest of at least 5% in or are a director, trustee or officer of any entity that provides services or products for the Foundation, contracts with the Foundation or competes with the Foundation, please complete page 2.

II. INDIRECT AFFILIATIONS

If any family Member residing with you has an ownership interest of at least 5 % in or is a director, officer or trustee of any entity that provides services or products to the Corporation, contracts with the Foundation or competes with it, please complete page 3.

DIRECT AFFILIATIONS

- (a) Name of entity: _____
- (b) How long have you been associated with the entity? _____
- (c) What is your relationship with the entity?

- (d) Have you served as an officer, director or trustee? _____
If yes, when? _____
- (e) In what capacity will you be serving for the next 12 months? _____
- (f) What is the annual dollar volume, if any, between the Foundation (and its affiliates) and the entity? _____

- (a) Name of entity: _____
- (b) How long have you been associated with the entity? _____
- (c) What is your relationship with the entity?

- (d) Have you served as an officer, director or trustee? _____
If yes, when? _____
- (e) In what capacity will you be serving for the next 12 months? _____
- (f) What is the annual dollar volume, if any, between the Foundation (and its affiliates) and the entity? _____

- (a) Name of entity: _____
- (b) How long have you been associated with the entity? _____
- (c) What is your relationship with the entity?

- (d) Have you served as an officer, director or trustee? _____
If yes, when? _____
- (e) In what capacity will you be serving for the next 12 months? _____
- (f) What is the annual dollar volume, if any, between the Foundation (and its affiliates) and the entity? _____

- (a) Name of entity: _____
- (ii) How long have you been associated with the entity? _____
- (c) What is your relationship with the entity?

- (d) Have you served as an officer, director or trustee? _____
If yes, when? _____
- (e) In what capacity will you be serving for the next 12 months? _____
- (f) What is the annual dollar volume, if any, between the Foundation (and its affiliates) and the entity? _____

INDIRECT AFFILIATIONS

- (a) Name of Entity: _____
- (b) Name of family Member: _____
- (c) How long has the family Member been associated with the entity? _____
- (d) What is the relationship with the entity? _____

- (e) Has the family Member served as an officer, director or trustee?

If yes, when? _____
- (f) In what capacity will the family Member be serving for the next 12 months?

- (g) What is the annual dollar volume, if any, between the Foundation (and its affiliates) and the entity?

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- (a) Name of Entity: _____
 - (b) Name of family Member: _____
 - (c) How long has the family Member been associated with the entity? _____
 - (d) What is the relationship with the entity? _____

 - (e) Has the family Member served as an officer, director or trustee?

If yes, when? _____
 - (f) In what capacity will the family Member be serving for the next 12 months?

 - (g) What is the annual dollar volume, if any, between the Foundation (and its affiliates) and the entity?
