

AMENDED BYLAWS
OF
CANCER SERVICES OF NEW MEXICO

ARTICLE 1 - BOARD OF DIRECTORS

Section 1.1. Management. The affairs and the property of Cancer Services of New Mexico (the "Corporation") shall be managed by the Board of Directors (hereinafter sometimes referred to as the Board). The Directors shall act only as a Board and individual Directors shall have no power as such.

Section 1.2. Annual Meeting. The annual meeting of the Board for the election of officers and for the transaction of such other business as properly shall come before the meeting shall be held in May in each year.

Section 1.3. Special Meetings. Special meetings of the Board shall be called at any time by the Secretary upon the request of the President or two or more of the Directors.

Section 1.4. Place of Meetings. All meetings of the Board shall be held at such places within or out of the State of New Mexico as shall be specified in the respective notices of such meetings or waivers thereof.

Section 1.5. Notice of Meetings. Notice of every annual meeting of the Board and of every special meeting shall be served personally, by mail or E-Mail on each Director not more than thirty (30) nor less than three (3) days before the meeting. Annual meetings of the Board shall be general meetings and open for the transaction of any business within the powers of the Board without special notice of such business except in any case where special notice is required by law, by the Articles of

Incorporation or by the Bylaws. Notice of special meetings shall state the purpose or purposes for which the meeting is called, and the notice of any meeting shall state the time when and the place where it is to be held. If mailed, such notice shall be directed to each Director entitled to notice at his address as it appears on the books or records of the Corporation. No notice of the time, place or purpose of any meeting need be given to any Director who attends such meeting or to any Director who in writing, executed and filed with the records of the Corporation, either before or after the holding of such meeting, waives such notice.

Section 1.6. Quorum. At all meetings of the Board, the presence of one-third of the Directors (but not less than three) shall be necessary and sufficient to constitute a quorum, and, except as otherwise provided by law or by the Bylaws, the act of a majority of the Directors present shall be the act of the Board.

Section 1.7. Voting. At all meetings of the Board, or of any committee thereof, all matters shall be decided by the vote of a majority of those persons present at the meeting. Any Director may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 1.8. Number of Directors. The number of Directors shall consist of no fewer than three nor more than nine.

Section 1.9. Election of Directors. The Directors shall be elected annually at the annual meeting of the Board to serve a three-year term. Directors may succeed themselves in office. At least sixty (60) days before the annual meeting of the Board, the President shall appoint a nominating committee of three (3) persons; such persons need not be Officers or Directors of the Corporation.

The Board of Directors shall ratify the appointments made by the President. The President shall serve as Chairman of the Nominating Committee. The Nominating Committee shall meet before the annual meeting of the Board and shall nominate one or more candidates to fill each vacancy for elected directors then existing on the Board of Directors. Each person elected a Director shall continue in office for a three-year term beginning after his or her election and until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation or removal in accordance with the Bylaws. Additional Directors to fill any vacancy or vacancies caused by any increase in the number of Directors or by the death, resignation or removal of any Director, may be elected at any meeting of the Directors of the Corporation called for that purpose.

Section 1.10. Resignation and Removal of Directors. Any Director may be removed at any time with or without cause and with or without notice at any meeting of the Directors by a vote of two-thirds of the Directors of the Corporation. Any Director may resign at any time.

Section 1.11. No Meeting Required. Any action that is required or permitted to be taken at a meeting of the Directors, or a committee, may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the Directors, or members of the committee. The consent shall have the same effect as a unanimous vote. Such action shall be effective as of the date specified in the consent.

Section 1.12. Compensation. The Directors shall not receive compensation for their services as such but the Board may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties; provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity or receiving compensation for any such services.

Section 1.13. Indemnification. Any person made a party to any action, suit or proceeding by reason of the fact that he is or was a director, officer or employee of the Corporation, or of any corporation for which he served as a director or officer at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable for willful misconduct or recklessness in the performance of his duties. The foregoing right of indemnification shall be in addition to any other rights to which any such director, officer or employee may be entitled as a matter of law.

ARTICLE 2 - OFFICERS

Section 2.1. Number of officers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. One person may hold two or more of the aforesaid offices. The Board may also establish the office of Chairman of the Board and such other offices of the Corporation as it may determine and it may define the powers and duties of each. All officers must also be a Director of the Corporation.

Section 2.2. Election of officers. The officers shall be elected annually at each annual meeting of the Board by a majority of the votes cast and may succeed themselves in office. Each person elected an officer shall continue in office until the next annual meeting after his election or until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in accordance with the Bylaws. Vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by a majority vote of the Board at a special meeting called for that purpose or at the annual Board meeting.

Section 2.3. Appointment of Additional Officers. The Board at any meeting may appoint additional officers and agents and determine their duties, terms of office and compensation, and it may delegate such authority to any officer or committee.

Section 2.4. Removal of Officers. Any officer may be removed at any time with or without cause and with or without notice by a vote of the majority of the Board at any meeting of the Board.

Section 2.5. Chairman of the Board. If the office shall be established by the Board, the Chairman of the Board shall preside at all meetings of the Board and shall have such other powers and duties as may be assigned to him or her from time to time by the Board or as prescribed by the Bylaws.

Section 2.6. President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the affairs and property of the Corporation and over its several officers, and shall generally do and perform all acts incident to the office of President. In the absence of the Chairman of the Board, the President shall preside at all meetings of the Board and shall have such other powers and duties as may be assigned to him or her from time to time by the Board or as prescribed by these Bylaws. When authorized by the Board, the President may execute in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation. The President shall receive such compensation for his or her services as the Board may authorize.

Section 2.7. Vice President. The Board may elect one or more Vice Presidents and shall determine their duties and compensation. In general, the Vice President shall perform all the duties of the President at his or her request or in his or her absence or disability, and if more than one Vice

President is elected, they shall serve in the order designated by the Board, or by the President if no order has been specified by the Board. When so acting, a Vice President shall have all the powers of and be subject to all the restrictions upon, the President. When authorized by the Board, any Vice President may also sign and execute, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the Board or by the President.

Section 2.8. Treasurer. The Board shall elect a Treasurer and shall determine his or her duties and compensation. In general the Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the organization. Treasurer shall be responsible for reporting the fiscal picture of the organization from time to time and at least quarterly. Treasurer shall assist in the preparation of the budget, help develop financial processes, and make financial information available to Board Members and the public.

Section 2.9. Secretary. The Board shall elect a Secretary and shall determine his or her duties and compensation. The Secretary shall act as secretary of, and keep the minutes of, all meetings of the Board in one or more books provided for that purpose, and whenever required by the President, he or she shall perform like duties for any committee; provided that in the absence of the Secretary, the majority of the Directors present at any meeting thereof may designate any person to act as Secretary for such meeting. The Secretary shall see that all notices are duly given in accordance with these Bylaws and as required by law; he or she shall be custodian of the seal, if any, of the Corporation and shall affix and attest the seal to any and all documents the execution of which

on behalf of the Corporation under its seal shall have been specifically or generally authorized by the Board; he or she shall have charge of the books, records and papers of the Corporation relating to its organization as a Corporation and shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer. He or she shall perform all the duties normally incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Board or by the President.

ARTICLE 3 - COMMITTEES

A majority of the whole Board may from time to time by resolution, constitute committees of Directors, officers, or employees, with such functions, powers and duties as the Board shall determine. Unless the Board shall provide otherwise, each such committee shall enact rules and regulations for its governance.

ARTICLE 4 - MISCELLANEOUS PROVISIONS

Section 4.1. Offices. The Board may establish, from time to time, one or more offices of the Corporation at any place or places within or out of the State of New Mexico and may maintain such office or offices for such period or periods of time as it may deem expedient.

Section 4.2. Fiscal Year. The fiscal year of the Corporation shall end on December 31 in each year.

Section 4.3. Execution of Contracts. The President, acting with the approval of the Board, may enter into any contract or execute any contract or other instrument in the name and on behalf of the Corporation. The Board may authorize any officer, employee or agent, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such

authority may be general or confined to specific instances. Unless so authorized by these Bylaws or by the Board, no officer, employee or agent shall have any power to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 4.4. Commercial Paper. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or evidences of indebtedness of the Corporation, shall be executed on behalf of the Corporation by such officer or officers, or employee or employees, as the Board may, by resolution, from time to time determine.

Section 4.5. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may from time to time select or as may be selected by any officer or employee of the Corporation to whom such power may from time to time be delegated by the Board; and for the purpose of such deposit, any officer, or any employee to whom such power may be delegated by the Board, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

Section 4.6. Notices. Except as may otherwise be required by law, any notice required to be given under these Bylaws shall be deemed to be sufficient if (1) given by E-Mail addressed to the person entitled thereto at his or her last E-Mail address appearing on the records of the Corporation or (2) depositing the same in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his or her last post office address appearing on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Any notices required to be given under these Bylaws may be waived by the person entitled thereto in writing, whether before

or after the meeting or other matter in respect of which such notice is to be given, and in such event such notice need not be given to such person.

ARTICLE 5 - AMENDMENT OF BYLAWS

These Bylaws or any of them may be altered, amended or repealed, or new Bylaws may be made, only by a majority vote of the entire Board (not just those present) at a regular or special meeting, provided that notice of such alteration, amendment or repeal shall be included in the notice of such meeting.

ADOPTION OF BYLAWS

The foregoing Bylaws have been duly adopted by the Board of Directors of the Corporation as of January 31, 2010.












