

ASSOCIATION OF COMMUNITY CANCER CENTERS

BYLAWS

Adopted Unanimously by House of Delegates - March 1984

Amended by Vote of House of Delegates

March 1988
March 1990
March 1991
March 1993
March 1994
March 1998
March 2001
March 2002
March 2003
March 2004
April 2008
April 2014

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ARTICLE I. NAME

Section 1. The name of this Corporation shall be the Association of Community Cancer Centers, hereinafter sometimes referred to as ACCC or the Association.

Section 2. No member or other person shall use the Association's name or logo without the prior written approval of the Board of Trustees or the Executive Office of the Association. This provision shall not prevent members from stating that they are a member or from using the Association's name in connection with Association activities, unless the Board of Trustees or the Executive office determines that the use of the Association's name is misleading or inappropriate.

ARTICLE II. PURPOSE

The primary purposes for which this Corporation is formed are as stated in the Articles of Incorporation filed in the State of California on September 6, 1974 and read as follows:

Section 1. To provide improved cancer care at the community level by implementing present knowledge and technology relating to cancer detection, cancer diagnosis, cancer treatment, and cancer rehabilitation, so that it is made available to the greatest number of cancer patients possible;

Section 2. To translate and communicate to the local community level new developments, knowledge, and technology about cancer care;

Section 3. To do research into the development and delivery of cancer care at the local community level.

ARTICLE III. MEMBERSHIP

Section 1. Classes of Membership: The Association shall have four (4) classes of Active membership: Cancer Program Members; Chapter Members; Individual Members and System Members.

Section 2. Qualifications of Members:

- A. Cancer Program¹: Any hospital or other provider, which has a multi-disciplinary cancer committee advisory group, team, or department, which is involved directly with the management of cancer patients, may be eligible to become a Cancer Program Member. Any physician group practice, which is involved directly with the management of cancer patients, may be eligible to become a Cancer Program Member. Each Cancer Program Member shall appoint one Delegate and one Alternate Delegate Representative to the House of Delegates.
- B. Chapter: Groups (of individuals) who are affiliated with an oncology state society may be eligible to become a Chapter member. Chapters shall fulfill the purposes of ACCC at the local level. The structure and function of the chapter shall be consistent with the Bylaws and Policy and Procedures Manual of ACCC. Each chapter shall appoint one Delegate and one Alternate Delegate Representative to the House of Delegates.
- C. Individual: Any person engaged in health care services, who is interested in, involved in, or with a commitment to cancer care may qualify to become an Individual Member of the Association.
- D. System: Any system that includes entities that are eligible to become Cancer Program Members may be eligible to be a System Member.

Section 3. Privileges of Members: Cancer Program and Chapter Members shall have voting rights and are eligible to serve as an Officer or on the Board of Trustees as outlined herein. No member shall hold more than one (1) voting membership in the Association. Individual and System Members shall have no voting rights and are not eligible to serve as an Officer or on the Board of Trustees.

Section 4. Admission to Membership: The Board of Trustees has the ability to determine the criteria for admission to membership as outlined in the Association's Policy and Procedures.

Section 5. Dues: The amount of dues for each membership class is set by the Board of Trustees. An increase exceeding 5% shall be recommended by the Board of Trustees to the voting membership and approved by the voting membership at the annual meeting.

Section 6. Termination of Membership: The Board of Trustees may, by at least a two-thirds vote of those Trustees currently in office, terminate the membership of any member who or which fails to pay dues in a timely manner, fails to continue meeting the relevant qualifications for membership, violates any provision of these bylaws or any rule or regulation of the Association or any directive of the Board of Trustees or President of the Association, or acts in a way which is in any other way contrary to the purposes of the Association. The Board's decision on termination shall be final and not subject to review or challenge in any forum.

ARTICLE IV. OFFICERS AND TRUSTEES

Section 1. Officers:

- A. The Officers of this Association shall be a President, a President-Elect, a Secretary and a Treasurer.
- B. Eligibility of Officers: In order to be elected as an Officer an individual must be formally affiliated with a Cancer Program or Chapter Member. Officers need not be a voting Delegate Representative to serve as an Officer.
- C. Term of Office: President and President-Elect shall serve for a term of one (1) year or until their successors are elected. Secretary and Treasurer shall serve for a term of two (2) years or until their successors are elected. The term of office shall begin at the conclusion of the Annual Meeting at which the Officer is elected.
- D. Duties of Officers:
 - 1. Officers shall perform the duties prescribed by these Bylaws, the parliamentary authority adopted by the Association, the Board of Trustees and the voting membership.
 - 2. President-Elect: The President-Elect shall automatically succeed to the office of President. In the absence of the President and in the event a vacancy is created in the office of the President, the President-Elect shall perform all the duties of the President and, in so acting, shall have all the powers of the President.

Section 2. Trustees:

- A. There shall be ten (10) elected Trustees.
- B. Eligibility of Trustees: In order to be elected as a Trustee an individual must be formally affiliated with a Cancer Program or Chapter Member. Elected Trustees need not be a voting Delegate Representative to serve as a Trustee.
- C. Term of Office: All Trustees shall serve for a term of two (2) years or until their successors are elected. Trustees shall not serve for more than two (2) consecutive terms. The term of office shall begin at the conclusion of the Annual Meeting-at which the Trustee is elected.

Section 3. Election of Officers and Trustees:

- A. A President-Elect, Secretary and five Trustees shall be elected in the even - numbered years. In the odd-numbered years, a President-Elect, Treasurer and five Trustees shall be elected.

- B. The Nominating Committee shall: solicit the membership for nominees; review the qualifications and select nominees to be placed on the ballot; prepare a ballot for all elected offices of the Association and, whenever possible select at least two nominees for each open Board of Trustee position. The Nominating Committee shall endeavor to secure nominees from as many different Cancer Programs and Chapters as is possible.
- C. Ballots shall be mailed or sent by electronic means to all (voting) Delegate Representatives and returned to the Association's Executive Offices in accordance with instructions provided. The candidate/candidates who receive the highest number of valid votes for each position shall be elected.
- D. Election results shall be presented at the Annual Meeting.

Section 4.

Removal from Office:

- A. Resignation: Any Officer, Trustee or Immediate Past-President may resign from their position.
- B. Without Cause: Any Officer, Trustee or Immediate Past-President may be removed from office without cause by a two-thirds vote of the voting membership.
- C. For Cause: Any Officer, Trustee or Immediate Past-President may be removed from office for cause by unanimous vote of the Board of Trustees, with the exception of the Trustee being considered for removal. Cause shall mean a material violation of the Association's policies and procedures which is or is reasonably likely to be injurious to the Association, monetarily or otherwise.
- D. Membership Status Change: Any Officer, Trustee, or Immediate Past-President who ends their member affiliation may be subjected to steps taken by the Board in accordance with the Association's Policy and Procedures.
- E. Absence: Any Officer, Trustee or Immediate Past-President may be removed from office by a two-thirds vote of the Board of Trustees or the Executive Committee for failure to attend at least fifty percent (50%) of the combined total of meetings of the Executive Committee (if a member of said committee), Board of Trustees and Annual Meeting during any six-month period following the Annual Meeting of the Membership.

Section 5.

Vacancies: In the event a vacancy should occur, such vacancy shall be filled for the unexpired term, by a majority vote of those Trustees remaining on the Board of Trustees (even though less than a quorum) with the following exceptions:

- A. Should a vacancy occur in the office of the President, the President-Elect shall succeed to the Presidency and shall serve for the unexpired term of the President.

- B. The office of the President-Elect shall remain vacant and shall be filled by the voting membership at the next Annual Meeting. At the conclusion of the President's term, the President-Elect shall continue in the office of the President for one (1) year.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. Place: Meetings of Members shall be held at such time and place as is specified by the Board of Trustees.

Section 2. Annual Meeting: At least fifteen (15) days before the date of the Annual Meeting, written notice of the meeting shall be sent to each Delegate Representative.

Section 3. Special Meetings:

- A. Special Meetings may be called at any time by the majority of the Board of Trustees or by no less than 25 voting members.
- B. Written notice of a Special Meeting shall be sent to each Delegate Representative at least fifteen (15) days prior to such meeting.
- C. Notice of Special Meetings must include, in addition to the time and place, the exact purpose of the meeting.

Section 4. Quorum: A quorum for any meeting of the Members shall be no less than twenty (20) voting members present.

Section 5. Voting:

- A. Each Delegate Representative is entitled to one vote on each matter submitted to a vote of the membership.
- B. Any vote may also be conducted by mail or electronic means. A majority vote of those responding shall constitute consent to actions taken.
- C. Vote of the President:
 - 1. If the President of the Association is not the Delegate Representative, the President may vote when the vote is a tie.
 - 2. If the President of the Association is also the voting Delegate Representative, the President shall be entitled to one vote on any issue to come before the Association for a vote. If the President has already voted on an issue that results in a tie vote, the tie vote shall be considered a NO vote.

ARTICLE VI. BOARD OF TRUSTEES

Section 1. The Board of Directors of this Association shall be known as the Board of Trustees and shall consist of the following fifteen members: Immediate Past President; President; President-Elect; Secretary; Treasurer; and ten (10) elected Trustees.

Section 2. Powers:

- A. To conduct, manage and control the affairs and business of the Association;
- B. To make rules and regulations not inconsistent with the Law, the Articles of Incorporation, or the Bylaws; and provide for representation of the Association to other organizations.

Section 3. Meetings:

- A. Regular meetings shall be held at such time and place as may be designated by the Board of Trustees.
- B. Special meetings may be called by the President, or a majority of the Board of Trustees.
- C. Notice: Written notice of the time and place of meeting shall be sent to each Trustee at least fifteen (15) days prior to the date of the meeting. The date and time of special meetings shall be designated by the person or persons calling the special meeting and will take place at the Executive Offices of the Association.

Section 4. Quorum: A ,majority of the Board of Trustees, including at least one Officer, shall constitute a quorum for the transaction of business.

ARTICLE VII. COMMITTEES

Section 1. Executive Committee: The Executive Committee shall consist of the Officers and the Immediate Past President. Between meetings of the Board of Trustees, the Executive Committee shall perform those duties delegated to it by the Board of Trustees.

Section 2. Nominating Committee: The Nominating Committee shall consist of five (5) members nominated by the Board of Trustees and elected by a mail ballot sent to all voting delegate representatives. The Nominating Committee shall perform those duties prescribed in these Bylaws. The Chairperson of the Nominating Committee shall be elected from among its members by the members serving on the Nominating Committee. No member of the Board of Trustees shall serve on the Nominating Committee.

Section 3. Other Committees: Other committees of the Association shall be appointed by the Board of Trustees as defined in the Policy and Procedures.

ARTICLE VIII. INDEMNIFICATION

Any director, officer, employee, or contractor of the Association made, or threatened to be made, a party to any threatened, pending or completed action, suit, appeal, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or contractor of the Association shall be indemnified and held harmless by the Association against expenses, including reasonable attorneys fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, appeal, or proceeding which is caused by or results from his employment by or service on behalf of the Association within the scope of such employment or service, except in such cases where the director, officer, employee, or contractor is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, however, that in the event of a settlement, the indemnification for such settlement amount shall apply only when and if the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director, officer, employee or contractor may be entitled.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE X. AMENDMENTS TO BYLAWS

These Bylaws may be amended by the vote or written assent of two-thirds of the Delegate Representatives voting. Written notice of proposed Bylaws amendments must be sent to voting members at least 30 days prior to the meeting at which they are to be acted on.