

Bylaws of the Association of Cancer Executives

January 24, 2013

ARTICLE I NAME(S) AND PURPOSES

Section 1. Name. The name of this organization shall be the Association of Cancer Executives, an independent professional organization. It shall be referred to hereafter in these bylaws as "ACE". These bylaws shall be the sole legal document governing the business practices of "ACE".

Section 2. Purposes. The purposes of ACE shall be to:

- A. Focus on enhancing the skills and talents of leaders of the business and non-medical management aspects of cancer care;
- B. Provide a forum for dialogue between members on matters of professional interest;
- C. Disseminate information to and among the members of the Association as well as the cancer care community;
- D. Promote the field of cancer care administration.

In addition, ACE is organized exclusively for educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 3. Use of Name and Logo. The use of the name and logo for the Association of Cancer Executives shall be at the discretion of the Board of Directors and shall be employed in connection with all official business and activities of ACE.

ARTICLE II MEMBERSHIP

Section 1. Levels of Membership. There shall be three (3) levels of ACE Membership: Delegate, Associate and Honorary Member.

- A. **Delegate.** To qualify for Delegate membership status, individuals must have responsibility for at least one (1) functional oncology diagnostic or treatment area and/or serve the cancer community in a related administrative role. Delegates are encouraged to serve on ACE standing committees. Delegates are entitled to the full benefits of the organization including the right to vote and hold office on the ACE Board.
- B. **Associate.** Associate members are those who, for whatever reason, do not meet the criteria for delegate membership, but contribute value to the organization. Association members may vote and serve on all committees. There may be no more than two (2) associate members on the board of directors at any given time. One (1) of the two (2) may serve as an officer of the association. In the event that two associate members are nominated for different offices in the same year, and both win their respective elections, the associate member being elected to the higher office will assume that office and the runner-up for the lower office will assume the responsibilities of that lower office. [Hierarchy of offices is: 1) President-elect; 2) Treasurer; and 3) Secretary.]
- C. **Honorary.** Honorary lifetime membership may be conferred upon any person who has

rendered distinguished service to the association. Honorary lifetime members shall have all the privileges of membership except those of voting, serving on committees and holding elective office.

Section 2. Membership Regulations.

- A. **Resignation.** Any member may resign by mailing, faxing or e-mailing written notice of resignation to the ACE Executive Director. The resigning member shall be responsible for payment of all outstanding dues and fees and shall not be entitled to a refund of dues.
- B. **Expulsion.** Any member may be expelled from membership for good cause by a two-thirds (2/3) vote of the entire Board of Directors. Expulsion shall occur only after the member has been given ample notice and an opportunity to present to the Board, either in person or in writing, a defense against the expulsion. The member may be represented by counsel only if such representation is requested at least ten (10) days prior to the hearing date and is approved by the Board.
- C. **Reinstatement.** A former member desiring a continuous membership record may be reinstated by showing proof of their membership qualifications and by paying all ACE dues in arrears. If, however, a continuous membership record is not desired, the member may be reinstated by showing proof of their membership qualifications and the payment of the current year's dues.

Section 3. Dues. The Board of Directors will establish the annual dues and review the periodically, except for Honorary members whose dues may be waived.

- A. Dues will be assessed and collected annually by ACE and will be considered delinquent if not paid within sixty (60) days from the due date.
- B. There will be no refunds of membership dues to any member whose membership has been terminated for any reason.

ARTICLE III ORGANIZATIONAL STRUCTURE AND BOARD OF DIRECTORS

Section 1. Structure. The Organizational Structure of ACE shall consist of a Board of Directors composed of eleven (11) members, including President, President-Elect, Secretary, Treasurer, Immediate Past-President, and six (6) Directors-At-Large, whom shall be ACE members in good standing.

The Board of Directors shall govern the Association's Standing Committees of Bylaws and Elections, Education/Annual Meeting, Member Services, Membership, Newsletter/Publication Support, and Vendor Relations.

Section 2. Officers and Board.

- A. The Executive Committee of ACE shall include the President, President-Elect, Secretary, Treasurer and Immediate Past-President.
- B. As the most visible representatives of the organization, the officers and board of directors shall professionally represent and support ACE. Board members are the governing authority of ACE and, as such, shall represent the interests of ACE in all official activities. Board members have the ability to decide and/or influence ACE strategy or business-planning decisions; consequently, they have an obligation to act in the best interest of the Association of Cancer Executives. Officers and Board members should refrain from activities that would

result in an actual or a perceived conflict of interest. Where a member has an actual, potential or a perceived conflict of interest, it shall be disclosed to the Board and the member shall recuse himself or herself in decisions involving the conflict of interest. The Board may elect, at its sole discretion, to further limit activities of members or take actions it deems appropriate to protect the interests of the organization, up to and including removal from office for cause, based on a perceived, potential or actual conflict of interest.

Section 3. Terms.

- A. The term of office for the President, President-Elect and Immediate Past President shall be for one (1) year and shall not succeed themselves. The President-Elect may be the Chairman of the Education/Annual Meeting Committee. The President-Elect shall become President in the event of death or resignation of the President. Nominees for President-Elect must have completed at least one (1) year on the Board of Directors to be eligible for this office. Board members who are serving in the first year of their initial term on the Board at time of nominations for the office of President-elect are eligible to be nominated for that office. Additionally, nominees must have attended at least two (2) of the three (3) most recent annual meetings, or served as Chair for a given Standing Committee/Subcommittee of ACE within the past two (2) years. Nominees shall be approved by the Board and the Bylaws and Elections Committee prior to placement on the slate for general election. The President-Elect shall become President of ACE upon completion of term. The President shall become Immediate Past President upon completion of term.
- B. The term of office for the Secretary and Treasurer shall be for two (2) years.
- C. The term of office for Directors-At-Large will be two-years. Three members will be elected in the even-numbered years and three members will be elected in the odd-numbered years.
- D. Terms of office for the Board shall begin at the conclusion of the annual meeting. New and current Board members shall attend the Spring Board meeting at the initiation of their term through the last meeting two years later. Official Board meetings are held every Spring and Fall under direction of the President.
- E. Board members, including the Secretary, Treasurer and Directors-at-Large shall be limited to two (2) consecutive terms in any one of those specific positions. Members not eligible to serve another term may return to the board after a one-year interval.
- F. All board members shall attend meetings and participate in conference calls when held.

Section 4. Responsibilities.

- A. The Board of Directors shall be the governing body of the Association, shall act as liaison to allied organizations and shall have the responsibility and authority to manage the affairs and property of the Association, including without limitation, the following powers and duties to:
 - Develop and determine the vision and strategic direction of ACE;
 - Convene meetings;
 - Develop an annual meeting of the membership;
 - Levy dues and assessments;
 - Adopt the annual budget on the recommendation of the Treasurer;
 - Establish and support standing committees and committee procedures;
 - Develop, adopt and review association administrative policies;
 - Employ and monitor such personnel as may be necessary to conduct the business of the Association;
 - Authorize officers and/or agents of ACE to enter into and execute contracts or services on behalf of the Association;

- Authorize and review all financial transactions entered into on behalf of ACE;
- Develop and maintain positive sustaining vendor relationships.

Section 5. Vacancy and Removal

- A. In the event of a vacancy of a board position, other than Presidency, the President, with a 2/3rds endorsement of the Board, will appoint an eligible ACE member to complete the remaining term.
- B. The President-elect shall become President of ACE upon the completion of term, death or resignation of the President.
- C. Removal for cause, as determined by the Board of Directors, may occur resulting in removal of an officer of the Board of Directors upon 2/3rds vote of the Board. Cause may be malfeasance, nonfeasance, or non-performance. Written notice to the officer to be removed should occur to allow for reasonable time for the officer to develop a response to the Board for consideration of reinstatement. Reinstated Board members may complete their elected term and apply for future leadership positions within the Association.
- D. The President, or designated Board representative, may fill vacancies for other committee chairs, who may not be Board members, as needed.

Section 6. Meetings.

- A. The Board shall convene an Association business meeting at the annual education meeting of ACE. All voting members will be entitled to one (1) vote. Notice thereof shall be given to all members at least thirty (30) days prior to any such meeting.
- B. The Board shall convene a board meeting twice a year. Additional meetings of the Board may be called by the President or by a majority of the Board, as needed throughout the year.
- C. Each member of the Board shall have one (1) vote; a simple majority of the Board shall constitute a quorum. Members of the Board of Directors unable to attend meetings of the Board may select another member to vote their proxy, except if said vote is a deciding vote on any motion.

Section 7. Elections.

- A. The Association shall elect a President-Elect annually. Bi-annual election of Secretary and Treasurer shall occur in alternate years. Candidates must receive a simple majority of votes cast to be declared the winner.

Section 8. Nominations.

- A. Recommendations, including qualifications, shall be submitted in writing to the Bylaws and Election Committee. Only members in good standing are eligible for nomination to any office.
- B. The Bylaws and Election Committee shall prepare a ballot listing at least one (1) candidate and preferably two (2) or more for a board position, with the consent of the nominees having been given prior to placement on the association ballot form.
- C. Ballots shall be distributed by the Executive Director of ACE to voting members no later than forty-five (45) days prior to the annual meeting and returned no later than thirty (30) days prior to the annual meeting. The Executive Director will select a group for Ballot Validation; this group shall receive and count all ballots prior to the first session of the Association's annual business meeting. Results shall be announced by the President at the Association business meeting.
- D. A simple majority of votes shall be necessary to elect. In the case of a tie vote, a runoff

election for that office shall take place at the Association Business Meeting by the members present and voting.

- E. A Board Member, by a 2/3 majority of all members of the Board of Directors, may be removed from office for malfeasance, nonfeasance, or non-performance.

ARTICLE IV COMMITTEES

Section 1. Standing Committees. There shall be seven (7) standing committees of the Association of Cancer Executives. All committees should attempt to reflect the diversity, both geographically and by service site, of the membership. These include, but are not limited to:

- A. **Executive Committee** shall consist of the ACE President as Chairperson and the officers of the Board of Directors, which include the President-Elect, Secretary, Treasurer and Immediate Past President. The Executive Director shall serve as ex-officio member.
- B. **Education/Annual Meeting Committee** is charged with developing, implementing and evaluating the success of organizational initiatives directed at enhancing the knowledge, skills and competencies of its members. The President-elect may serve as chairperson. Other delegate or corporate members may volunteer to serve in this capacity in any given year; in this case the President-elect would serve as advisor to the committee and liaison to the Board.
- C. **Bylaws and Elections Committee** is charged with recommending and maintaining current and thorough bylaws for the organization and coordinating the conduct of the annual election process in a manner consistent with established bylaws.
- D. **Member Services Committee** is charged with developing, implementing and evaluating innovative and value-added services to be offered to the organization's members.
- E. **Membership Committee** is charged with increasing the membership of the organization.
- F. **Newsletter/Publication Support Committee** is charged with supporting the efforts of the ACE Newsletter Editor and assisting with the development of written publications which promote the organization. The Newsletter Editor shall be appointed by and serve at the will of the Board. This is a non-voting position. An elected Board member may be asked to serve as Editor and will continue in a voting capacity for Board actions if serving in this dual role.
- G. **Vendor Relations Committee** is charged with enhancing and maintaining productive and mutually beneficial relationships with vendors with the intent of maximizing their financial support of organizational initiatives and conferences.

Section 2. Ad Hoc Committees. Ad Hoc Committees may be established as needed on the recommendation of the Board of Directors.

ARTICLE V BUSINESS AFFAIRS OF THE ASSOCIATION OF CANCER EXECUTIVES

Section 1. Severable or Transferable interest. No member shall have any personal or transferable interest in the property of the Association. All property of the Association shall be subject to the control and management of the Board of Directors. Any accumulation or disposal of real property, except a dissolution of the Association, shall be approved in advance by the Board of Directors.

Section 2. Dissolution. Upon dissolution of the Association of Cancer Executives, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under sections 501 (c) (3) of the Internal Revenue Code of 1986 (or the law corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI INDEMNIFICATION

Section 1. The activities of the Association of Cancer Executives shall in no way encumber or cause liability of the offices and/or members of ACE.

ARTICLE VII BYLAWS AMENDMENT

Section 1. The Bylaws Committee shall review the Bylaws annually and may propose amendments.

- A. Additional bylaw amendments may be recommended annually to the Bylaws Committee by the Board of Directors or by ten (10) Members of the Association at least ninety (90) days prior to the Annual Business Meeting. Proposed bylaw changes will accompany the ballot for the election of officers. To amend the bylaws, two-thirds of the respondents must vote in favor of the proposed bylaws changes. Results will be announced at the Annual Business Meeting.
- B. Special bylaw amendments may be presented to the membership between annual meetings when the Board determines that extenuating circumstances exists. Special amendment ballots will be distributed to the membership. The Ad Hoc Committee for Ballot validating will validate the vote and announce the results of the bylaws amendment to the Board. The President will announce the results in a special communication to the members.

ARTICLE VIII PARLIAMENTARY AUTHORITY

Section 1. The rules contained in “Robert’s Rule of Order, Newly Revised” shall govern ACE in all cases to which they are applicable and on which they are consistent with the Bylaws of ACE.

Submitted by Bill Laffey
Chair, Bylaws and Election Committee
January 24, 2013