

North Dakota Cancer Coalition

BYLAWS

Article I. Name

The name of the organization is the North Dakota Cancer Coalition (NDCC).

Article II. Mission

The North Dakota Cancer Coalition is a group of professional stakeholders working together with the common vision of implementing an integrated and coordinated plan, without delay, to reduce the incidence, morbidity and mortality of cancer in North Dakota. This vision will be accomplished through data-driven planning for prevention, screening, early detection and effective quality care management.

Article III. Purposes

The NDCC has the following purposes:

1. To develop, implement and evaluate a comprehensive plan through data driven planning. This plan is designed to reduce cancer incidence and mortality and to improve the quality of cancer care and patient care management in North Dakota. The North Dakota Cancer Coalition promotes prevention, screening and early detection. Elements of the plan will include:
 - a. A data-driven analysis of the burden of cancer in North Dakota and the progress made toward reducing cancer incidence, mortality, and morbidity;
 - b. The identification of priorities for cancer prevention, detection, treatment, rehabilitation and/or palliation;
 - c. Recommended strategies to implement cancer control priorities, and to remove barriers to screening, diagnosis, and treatment. Strategies are included that emphasize reaching underserved and high-risk populations;
 - d. The identification of areas that need evaluation and research related to the development and delivery of effective cancer prevention and control efforts.
2. To assist in efforts to identify and attract resources needed to implement its priorities and evaluate impact.
3. To advocate as needed to achieve its cancer control priorities.

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4. To identify opportunities and mechanisms for information exchange and coalition building and make referrals for those parties interested in addressing cancer control issues that are beyond the mission of NDCC.
5. To engage in any other lawful nonprofit activity.

Article IV. Membership Administration

1. *Application Procedure.* Membership application is open to any organization or individual whose mission supports NDCC's mission and purposes and who meets all membership requirements. There is only one class of members.
2. *Member Expectations.* Each member is expected to do the following:
 - a. Endorse and support the implementation of NDCC priorities;
 - b. Assist with recommending and recruiting new members;
 - c. Coordinate and collaborate within its own organization to implement strategies that address one or more NDCC priorities;
 - d. Coordinate and collaborate with one or more organizations to implement strategies that address one or more NDCC priorities;
 - e. Provide information at least annually about organization progress and accomplishments;
 - f. Attend regularly scheduled meetings (attendance can be in person or via teleconference). If unable to attend, all effort will be made to appoint someone to attend in their place or share updates with the membership;
 - g. Share ideas and recommendations; and
 - h. Participate in establishing statewide priorities for the control of cancer toward which the collective energies of the NDCC will be directed.
3. *Member Acceptance.* Acceptance of new memberships (individual and organizations) must be approved by a majority vote of the members at the next regularly scheduled meeting of members or may be sent to the executive committee by the membership for further action.
4. *Member Resignation.* Any member may resign their membership at any time by filing a written resignation with the Secretary.

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Article V. Meetings of Members and Voting

1. *Annual Meeting.* The annual business meeting of members is held in the second quarter of the fiscal year at the place, date, and time as determined by the executive board. At the annual meeting, there must be an election of successors for officers elected by the members and whose terms have expired or whose terms expire at the annual meeting. The meeting must also include a report on the activities and financial condition of NDCC and other matters as may be raised consistent with the notice of meeting requirements.

2. *Regular Meetings.* The regular meetings of the NDCC are held on a quarterly basis.

3. *Special Meetings.* A special meeting of the members may be called by the executive board at any time. A special meeting must be called by the Chair and held within thirty days if at least ten percent of the members sign, date, and deliver to the Chair or Secretary a written request for a special meeting. The business to be transacted at any special meeting must be stated in the notice for the meeting and no other business may be considered at that time.

4. *Meeting Notice.* Written notice of any meeting of members must be delivered, either by email, in-person, mail or fax to the last known address of each member at least fourteen (14) days before the date of the meeting.

5. *Voting.* Each member organization will designate a representative who will vote on behalf of their organization, communicate their organization's viewpoints to the NDCC and inform their organization of the NDCC's mission, decisions, and activities. Each member has one vote, and may take part and vote in person only. However, a regular or special meeting may be held by telephone conference call or any other means of communication through which members may simultaneously hear each other, and votes may be cast during that conference. Members may also submit their votes by facsimile transmission pursuant to procedures adopted by the members. Members may take action at a meeting by voice or ballot, by action without a meeting, or by written ballot. The voting rights of a member may not be delegated to another or exercised by proxy. At a regular or special meeting, a quorum consists of twenty-five percent of the voting members. Unless otherwise specifically provided by these bylaws, a majority vote of those voting members present and voting is required for action of the members. The executive board shall implement all actions taken by the voting members.

6. *Waiver of Notice.* A member may waive notice of a meeting whether the waiver is given before, at, or after the meeting and whether given in writing or by attendance at the meeting. Attendance by a member at a meeting is a waiver of the notice of that meeting, except if the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting after the objection, or objects before a vote on an item of business because the item may not be lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

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7. Action Without Meeting. An action required or permitted to be taken at a meeting of the members may be taken by written action signed by all of the members entitled to vote on that action.

8. Action by Written Ballot. An action that may be taken at a regular or special meeting of members may be taken without a meeting if the NDCC mails or delivers a written ballot to every member entitled to vote on the matter. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only if:

- a. The number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and
- b. The number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Article VI. Officers

1. Election. The voting members shall elect all officers as provided in these bylaws for a period of two years or until their successors are elected or qualified or until the earlier death, resignation, removal, or disqualification of the officer. The previous Chair is the Immediate Past Chair. The election of officers must be held annually by the members. A majority vote of all members present and voting is necessary for election.

2. Term of Office. The terms of office begin immediately following the election. The executive board shall fill any vacancy by appointment of an active or life member to fill the unexpired term of the office. If a person no longer meets the criteria to serve as an officer, that person shall tender a resignation to the executive board and the board has the option of either accepting the resignation or requesting the person to complete their term of office. The election or appointment of an individual as an officer does not, of itself, create contract rights.

3. Chair. The Chair shall:

- a. Carry out responsibilities of leadership for the NDCC;
- b. When present, convene and preside at all meetings of the executive board and of members, and assign coalition members to do the same over committee meetings;
- c. See that all orders and resolutions of the executive board are carried into effect;
- d. Sign and deliver in the name of the NDCC, any contracts or other instruments pertaining to the business of the NDCC, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the executive board to some officer or agent of the NDCC;
- e. Assist with setting meeting agendas and priorities;
- f. Promote collaboration, encourage shared responsibility, share ideas and recommendations, and be open to diverse points of view;

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- g. Appoint or reconvene any committee, as needed, to provide advice on priority cancer sites or issues, which may include persons who are not NDCC members; and
 - f. Perform other duties prescribed by the executive board.
4. Immediate Past Chair. The Immediate Past Chair shall assist the Chair as requested by the Chair, and perform other duties prescribed by the executive board.
5. Vice Chair. The Vice Chair shall perform the duties and have the powers as may be prescribed by the executive board. In the absence or disability of the Chair, the Vice Chair shall perform the duties and exercise the powers of the President.
6. Secretary. The Secretary shall attend and give notice of all meetings of the executive board and members, make provision for the keeping of a record of all proceedings, keep a current listing of the members of the NDCC, and perform other duties prescribed by the executive board.
7. Treasurer. The Treasurer shall:
- a. Ensure that accurate financial records for the NDCC are kept;
 - b. Ensure that all money, drafts, and checks in the name of and to the credit of the NDCC are deposited in the banks and depositories designated by the executive board;
 - c. Endorse for deposit all notes, checks, and drafts received by the NDCC as directed by the executive board;
 - d. Disburse NDCC funds and issue checks and drafts in the name of the NDCC, as directed by the executive board;
 - e. Give to the Chair and the executive board, whenever requested, an account of all transactions by the Treasurer and of the financial condition of the NDCC; and
 - f. Perform other duties prescribed by the executive board or by the Chair.

Article VII. Executive Committee

1. Rules of Procedure. The Board of Directors of the NDCC, known as the “executive board,” may adopt rules for the conduct of its business as it deems advisable.
2. Composition. The executive board is comprised of the immediate past chair, chair, vice chair, secretary and treasurer. The executive committee will ensure that the North Dakota Cancer Plan is reviewed and correlates with NDCC activities.
3. Powers. The executive board is responsible for implementing decisions of the members and shall act for the members between member meetings.
4. Quorum and Board Action. At any meeting of the executive board, a majority of the voting members of the board constitutes a quorum for the transaction of business, and any business transacted is valid if it is affirmatively passed upon by a majority of those

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present and voting. In the absence of a quorum, a majority of board members may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the board members present may continue to transact business until adjournment even though the withdrawal of a number of members originally present leaves less than the number otherwise required for a quorum.

5. Regular Meetings. A regular meeting of the executive board must be held at the place and time as the board may prescribe. Notice of all regular meetings must be given to the board members not less than five days before the meeting is held.

6. Special Meetings. A special meeting of the executive board may be called by the Chair or at the request of two board members, by notice mailed, delivered, or transmitted by facsimile to each member of the board, not less than two days before the meeting is held. The notice must state the purpose of the meeting.

7. Voting. A regular or special meeting may be held by telephone conference call, or any other means of communication through which board members may simultaneously hear each other, and votes may be cast during that conference. Board members may also submit their votes by facsimile transmission pursuant to procedures adopted by the board. The voting rights of a board member may not be delegated to another or exercised by proxy.

8. Resignation. A member of the executive board may resign at any time by giving written notice to the Chair or Secretary.

9. Removal. A member of the executive board may be removed at any time, with or without cause, by a majority vote of all voting members present and voting at a regular or special meeting. If a board member is named by the board to fill a vacancy, the board member may be removed at any time, with or without cause, by a majority of the remaining board members voting affirmatively to remove the board member at a regular or special meeting if the members with voting rights have not elected board members in the interval between the time of the appointment to fill the vacancy and the time of the removal.

10. Vacancies. The remaining members of the executive board, though less than a quorum remaining, shall fill any vacancy occurring on the board. If no board members are remaining, the voting members shall fill the vacancies. A board member who is elected to fill a vacancy shall serve the unexpired term of the predecessor board member.

11. Action Without Meeting. An action required or permitted to be taken at an executive board meeting may be taken by written action signed by all of the board members.

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12. Compensation. A board member may not receive compensation for service on the board, but by resolution the board may allow for reimbursement of actual expenses incurred for service on the board which may not exceed two thousand dollars per year.

Article VIII. Nominating Committee

The executive board shall appoint a Nominating Committee consisting of three voting members, one of whom is the Immediate Past Chair. The Nominating Committee shall nominate a candidate to the board whenever a vacancy occurs in the board, with that candidate to be elected by a majority vote of the remaining members of the board. The Nominating Committee shall nominate a candidate for each elected office and shall notify, in writing, the membership of its choice not less than sixty days before the applicable annual meeting. Thirty days must be allowed for nominations from the membership. The ballot must indicate those nominees recommended by the Nominating Committee and those recommended by petition. The Nominating Committee shall conduct an election at the annual meeting in which each voting member has one vote to cast for each officer and board member position to be elected. The candidates receiving the highest number of votes for each office must be declared elected. The results of the election must be announced no later than the conclusion of the annual meeting.

Article IX. Restrictions

The NDCC may not carry on any activities or perform functions not permitted to be carried on or performed by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code (or the corresponding provision of any future federal Internal Revenue law). No part of the net earnings of the NDCC shall inure to the benefit of any member, director, or officer of the NDCC or any other private individual (except that reasonable payments may be paid for expenses incurred or compensation for services rendered on behalf of the corporation affecting one or more of its purposes) and no such member, director, or officer or any other private individual is entitled to share in any distribution of any of the NDCC's assets on dissolution of the corporation or otherwise. Any and all property, both real and personal, which may be owned by the NDCC at any time, is and shall always be exclusively and irrevocably dedicated to the tax-exempt purposes of the NDCC. All dues and income received by the NDCC must be used for the purposes described in these bylaws. No part of the assets of the NDCC may be contributed to any organizations whose net earnings or any part thereof inure to the benefit of any private individual.

Article X. Fiscal Year

The fiscal year of the NDCC begins on the first day of July and ends on the last day of June of each year.

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Article XI. Contracts, Checks, and Funds

1. *Contracts.* The executive board may authorize any officer or agent, in addition to the officers authorized by these bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the NDCC. This authority may be general or confined to specific instances.

2. *Checks.* All checks and drafts or orders for payment of money, and notes or other evidences of indebtedness, issued in the name of the NDCC must be signed by those officers or agents in the manner as determined by the executive board. In the absence of this determination by the executive board, those instruments must be signed by the Treasurer and countersigned by the Chair or Vice Chair.

3. *Deposits.* All funds of the NDCC must be deposited to the credit of this NDCC in such banks or other depositories as the executive board may determine.

Article XII. Amendments

Any active member may propose a resolution for action by the members to adopt, amend, or repeal bylaws by submitting the resolution in writing to the Secretary. Any amendments to the bylaws may be approved by the affirmative vote of a majority vote of the voting members present at a regular or special meeting, if at least thirty days' written notice is given to members of the date, time, and place of the meeting and a statement accurately describing the proposed amendments.