

Iowa Consortium for Comprehensive Cancer Control

By-Laws

ARTICLE I. NAME

The name of the Corporation is the Iowa Consortium for Comprehensive Cancer Control (ICCCC).

ARTICLE II. MISSION

SECTION 1. *Mission*

The mission of the Corporation is to reduce cancer incidence and mortality in Iowa through collaborative efforts that provide services and programs directed toward comprehensive cancer prevention and control.

SECTION 2. *Not for Profit*

The Corporation is not organized for profit, or organized to engage in an activity ordinarily carried on for profit, and no part of its net earnings will inure to the benefit of any member or individual.

ARTICLE III. OFFICES

SECTION 1. *Principal Office*

The principal office of the Corporation in the State of Iowa shall be located in the state of, Iowa. The Corporation may have such other offices, either within or without the State of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

SECTION 2. *Registered Office and Registered Agent*

The Corporation shall have and continuously maintain in the State of Iowa a registered office, and a registered agent whose office is identical with such registered office, as required by the Iowa Nonprofit Corporation Act. The registered office may be, but need not be, the same as its principal office in the State of Iowa. The registered office or the registered agent at such registered office, or both, may be changed from time to time by the Board of Directors by compliance with the applicable provisions of the Iowa Nonprofit Corporation Act.

ARTICLE IV. MEMBERS

SECTION 1. *Number*

The members of the Corporation shall consist of all dues paying individuals interested in reducing the burden of cancer in Iowa, approved for membership by the Board of Directors and meets all Membership requirements. Organizations may be represented by designated individuals.

Membership Requirements:

All members will agree to the following:

- a. Serve as a contact point and gatekeeper for information to and from the ICCCC with their constituents:

- b. Identify and share strategic resources;
- c. Provide input on identified needs of ICCCC as requested;
- d. Attend ICCCC annual meetings or send a representative if unable to attend; and
- e. Identify with and be actively involved with a committee or project group.

SECTION 2. *Voting*

Each member, or his or her proxy, shall be entitled to one vote on each matter submitted by the Board of Directors to a vote of the members. Voting may be conducted at annual meetings or by electronic ballot. A quorum for voting will constitute a simple majority of the membership.

SECTION 3. *Contact Information for Members and Directors*

Members and Directors shall be responsible for keeping their contact information, including mailing address, phone number and e-mail address, current with the Secretary of the Corporation or designated staff member.

SECTION 4. *Proxy Voting Procedure*

Members who are not able to attend the annual meeting and who desire to submit a vote by proxy at the annual meeting shall contact the Secretary or the President of the Corporation and request the appropriate ballots for the annual meeting. Ballots may be sent by the Secretary, the President or their designee via e-mail or U.S. mail or fax to the member. Proxy ballots must be received by fax, U.S. mail or e-mail by the President of the Corporation before the date of the annual meeting.

SECTION 5. *Staff Members*

Staff, if any, will support the roles of the officers as well as other responsibilities. The Board of Directors of the Corporation will select the staff. Staff members will not be voting members because of their staff position.

ARTICLE V. MEETINGS OF MEMBERS

SECTION 1. *Regular Meetings*

Meetings shall be held annually in conjunction with the Annual Board of Directors meeting. Members shall be given 30 days notice of annual meetings. Additional meetings may be scheduled as needed.

SECTION 2. *Special Meetings*

Special meetings of the Board of Directors may be held on call of the President of the Corporation, or by any three members of the Corporation.

SECTION 3. *Parliamentary Procedure*

The Corporation shall strive towards accomplishing its decision-making through consensus, but in situations where consensus process has been utilized and the decision-making process does not proceed, Robert's Rules of Order are adopted.

ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. *General Powers*

The affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. First Board

Upon the adoption of these bylaws, the first Board of Directors shall consist of the following individuals: George Weiner as President, Ron Nielsen as Vice-President, Amber Leed-Kelly as Secretary, Norm van Klompenburg as Treasurer and three At-Large members. This first board shall serve for a period of 1 year. Future members of the Board of Directors shall be elected in accordance with the provisions of Article VII, Section 2.

SECTION 3. *Number, Tenure, and Qualifications*

- a. The number of Directors shall be at least seven. The President, Vice-President, Secretary, Treasurer, and three at-large Directors shall be members of the Board of Directors.
- b. With the exception of the first Board (Article VII. Section 2.), the Directors of the Corporation shall be elected in staggered terms annually for two-year terms by the Members of the Corporation by ballot. The Vice-President will be elected as the President-Elect, thus serving a four-year term. New Directorships may be created and filled at any meeting of the Board of Directors of the Corporation. Each Director shall hold office until his or her successor is duly elected and qualified, or until his or her death, resignation, or removal.
- c. Except as otherwise provided herein, each Director shall hold office until his or her successor is elected and qualified.
- d. No provision of these Bylaws shall preclude a member from serving consecutive terms as a director.
- e. Any Director elected by the members of the Corporation may be removed by the Board of Directors of the Corporation whenever in its judgment the best interests of the Corporation would be served thereby.

SECTION 4. *Annual Meeting*

An annual meeting of the Board of Directors shall be held in person or via conference phone. The Board of Directors will be notified via US mail or e-mail at least 14 days in advance of the meeting.

SECTION 5. *Regular Meeting*

The President will call meetings of the Board of Directors as necessary. The Board of Directors will be notified via US mail or e-mail at least 14 days in advance of the meeting.

SECTION 6. *Special Meetings*

Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Directors. Two days notice shall be given for any special meeting of the Board of Directors.

SECTION 7. *Quorum*

A minimum one-half of the number of Directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 8. *Manner of Acting*

Except as otherwise provided in these Bylaws, the act of a majority of the Directors present and entitled to vote at such meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 9. *Vacancies*

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the remaining Directors entitled to vote though less than a quorum of the Board of Directors. A Director so elected shall serve for the unexpired term of his or her predecessor in office or the full term of such new directorship, as the case may be.

SECTION 10. *Compensation*

Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any Director from being reimbursed for expenses incurred in serving the Corporation or from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

SECTION 11. *Meetings by Conference Telephone*

Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting. Records of the meeting shall be kept as required by Article X of these Bylaws.

ARTICLE VII. OFFICERS

SECTION 1. *Officers*

The officers of the Corporation shall be a President, Vice-President (President-Elect), Secretary and Treasurer, each of whom shall be elected by the members of the corporation. Such other officers and assistant officers as may be deemed necessary may be elected by the members of the Corporation and shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

SECTION 2. *Election and Term of Office*

All Directors of the Board of Directors shall be elected in staggered terms annually for two-year terms by the Members of the Corporation by ballot. New offices may be created and filled at any meeting of the Board of Directors of the Corporation. Each officer shall hold office until his or her successor is duly elected and qualified, or until his or her death, resignation, or removal.

SECTION 3. *Removal*

Any officer, agent, or employee elected or appointed by the Board of Directors of the Corporation may be removed by the Board of Directors of the Corporation whenever in its judgment the best interests of the Corporation would be served thereby.

SECTION 4. *Vacancies*

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. *President*

The President shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary, Treasurer, or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. *Vice-President*

In the absence of the President or in event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Vice-President will serve two years as President-Elect and then transition to the role of President for two more years.

SECTION 7. *Treasurer*

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine, and, if any, the expense of the bond shall be paid by the Corporation. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation and from any source whatsoever; and deposit all such moneys in the name of the Corporation in such banks or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. A staff member may be assigned the above duties; in this instance the Treasurer will provide oversight.

SECTION 8. *Secretary*

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. A staff member may be assigned the above duties; in this instance the Secretary will provide oversight.

ARTICLE VIII. ELECTIONS

SECTION 1. *Election of officers and directors*

The election of Officers and Directors shall be by ballot.

SECTION 2. *Eligibility*

All members of the Membership are eligible to vote.

SECTION 3. *Elections*

Elections will be held in the last quarter of the fiscal year.

SECTION 4. *Ballots*

The Board of Directors is responsible for the form of the ballot. The president or president's designee shall be responsible for counting the ballots.

ARTICLE IX. CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. *Contracts*

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Any contract in excess of \$30,000 will be reviewed by a committee drawn from outside the membership.

SECTION 2. *Loans*

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. *Checks, Drafts, etc.*

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. *Deposits*

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

SECTION 5. *Gifts*

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise consistent with the objectives of the Corporation.

SECTION 6. *Loans to Directors or Officers*

No loans shall be made by the Corporation to the Directors or officers of the Corporation. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE X. BOOKS AND RECORDS

SECTION 1. *Books and Records Maintained*

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings. Board of Directors and committees having any of the authority of the Board of Directors, shall keep at the registered or principal office a record giving the names and addresses of the members of the Board of Directors and Staff.

SECTION 2. *Inspection*

All books and records of the Corporation may be inspected by any Director, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end December 31.

ARTICLE XII. STATEMENT OF ANTI-DISCRIMINATION POLICY

This Corporation does not discriminate on the basis of race, gender, ethnicity, disability, sexual orientation, religion, age, language, national origin, or color.

ARTICLE XIII. CONFLICTS OF INTEREST

SECTION 1.

Any duality of interest or possible conflict of interest on the part of any Board Member shall be disclosed to the other Members of the Board and made a matter of record through an annual procedure and also when the interest becomes a matter of Board action.

SECTION 2.

Any Board Member having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter, and he or she shall not be counted in determining the quorum for the meeting, even where permitted by law. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

SECTION 3.

The foregoing requirements shall not be construed as preventing the Board Member from briefly stating his or her position in the matter, nor from answering pertinent questions of other Board Members since his or her knowledge may be of great assistance.

SECTION 4.

Any new member of the Board will be advised of this policy upon entering on the duties of his office.

ARTICLE XIV. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws adopted, by the affirmative vote of a majority of the Directors at a meeting of the Board of Directors. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Director, at least ten days prior thereto by written notice delivered personally or sent by U.S. mail to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

ARTICLE XV. DISSOLUTION

Upon the dissolution of the Corporation or in the event it ceases to carry out the objects and purposes herein set forth, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Corporation, may make distributions to another organization exempt from taxation under Section 501(a) of the Internal Revenue Code or may make distributions to its members as permitted by the Iowa Nonprofit Corporation Act and the applicable sections of the Internal Revenue Code, as the Board of Directors may determine.

The Bylaws adopted by the full Board on the 1st day of May, 2008 by a majority vote of the Members.

Dated this 1st day of May, 2008

Iowa Consortium for Comprehensive Cancer Control

By: _____
_____, President