

Iowa Consortium for Comprehensive Cancer Control dba the Iowa Cancer Consortium

Bylaws

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 advance cancer prevention and control in Iowa through advocacy, equity, and collaboration.

SECTION 2. *Not for Profit*

The Corporation is not organized for profit, nor organized to engage in an activity ordinarily carried on for profit, and no part of its net earnings will be for 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 individuals interested in reducing the burden of cancer in Iowa who pay dues or who are approved by staff to receive a scholarship for dues. Organizations may be represented by designated individuals.

SECTION 2. *Non-Election Voting*

Each individual member and each individual designated to represent an organization through an organizational membership 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 by electronic or printed ballot. Resolutions will be adopted if favored by a majority of those submitting their ballots in line with established voting guidelines and deadlines.

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. *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 executive director. The executive director will select additional staff members. 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. Members shall be given a 30-day 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. *Number, Tenure, and Qualifications*

- a. The number of Directors shall be at least seven. The President, Vice-President, Secretary, Treasurer, and three or more at-large Directors shall be members of the Board of Directors. An Immediate Past President may also be a voting member of the Board of Directors as outlined in Article VII of these bylaws.
- b. With the exception of the Immediate Past President (see Article VII), the Directors of the Corporation shall be elected in staggered terms annually for two-year terms by the Members of the Corporation by ballot. New Directorships may be created and filled at any meeting of the Board of Directors of the Corporation. Each Director shall hold office until that Director's successor is duly elected and qualified, or until that Director's death, resignation, or removal.
- c. No more than 35% of the total Board seats shall be affiliated with a single institution, organization, or entity ("Affiliated Entity"). For the purposes of this bylaw, an "Affiliated Entity" is defined as any institution, organization, corporation, or entity that shares common leadership, control, ownership, or significant financial interests with another, as determined by the Board. Affiliation refers to a substantial professional (paid or unpaid), advocacy, educational, or financial relationship. If the number of Board members affiliated with a single Affiliated Entity exceeds the limitation set forth above due to circumstances beyond the control of the Board (e.g., resignations, expirations of terms), the Board shall take appropriate measures to restore compliance with this limitation in a reasonable timeframe. Such measures may include, but are not limited to, adjusting the composition of the Board through nomination and election procedures.
- d. Except as otherwise provided herein, and excluding the Immediate Past President, each Director shall hold office until that Director's successor is elected and qualified.
- e. No provision of these Bylaws shall preclude a member from serving consecutive terms as a Director.
- f. Any Director 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 3. *Annual Meeting*

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

SECTION 4. *Regular Meeting*

The President or the President's designee 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 5. *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. At least a two-day notice shall be given for any special meeting of the Board of Directors.

SECTION 6. *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 7. *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 8. *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. A Director so elected shall serve for the unexpired term of that Director's predecessor in office or the full term of such new directorship.

SECTION 9. *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 10. *Web Conference and/or Teleconference Meetings*

Members of the Board of Directors may participate in a meeting of the Board by web conference, teleconference, 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, Secretary, and Treasurer, each of whom shall be elected by the members of the corporation. Additionally, immediately following the conclusion of one or more terms as President, an individual may serve a single two-year term in the office of Immediate Past President (see ARTICLE VII. SECTION 9.). 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 that Director's successor is duly elected and qualified, or until his or her death, resignation, or removal.

The Board shall exercise due diligence in evaluating nominees to ensure compliance with the limitation in Article VI, Section 2, item c. If a nominee's affiliation with an Affiliated Entity would cause the Board to exceed the identified limitation, the nominee shall not be eligible for election or appointment to the Board.

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 meetings of the Board of Directors. The President 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 that individual 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 the President's 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 by the President or by the Board of Directors.

SECTION 7. *Treasurer*

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of 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. The Treasurer 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 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 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.

SECTION 9. *Immediate Past President*

The Immediate Past President is a voting member of the Board of Directors and provides counsel and guidance to the Board President and other officers of the board and acts as an ambassador for the organization.

ARTICLE VIII. ELECTIONS

SECTION 1. *Election of officers and directors*

The election of Officers and Directors shall be by ballot, with the exception of the Immediate Past President as outlined in Article VII of these bylaws. Board of Directors candidates receiving the highest number of votes—or the highest percentage if ranked voting is used—will be elected to office. Candidates running for an Officer position may simultaneously run for an at-large (non-officer) Director position. The Board of Directors will approve the officer candidates and the ballot before member voting.

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 or its designee is responsible for the form of the ballot. The President or the Board of Director'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 any Director's agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 and end on June 30.

ARTICLE XII. STATEMENT OF ANTI-DISCRIMINATION POLICY

This Corporation does not discriminate on the basis of race, gender identity, 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 their 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 their position in the matter, nor from answering pertinent questions of other Board Members since their 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 office.

ARTICLE XIV. AMENDMENTS TO BYLAWS

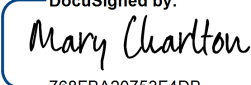
These Bylaws may be altered, amended or repealed, and new Bylaws adopted, by the affirmative vote of a majority of the Directors at a meeting of the Board of Directors. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Director, at least ten days prior thereto by written notice delivered personally, sent by U.S. mail, or sent by electronic mail with receipt acknowledged to each Director at their 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.

The Bylaws are amended on the 24th day of May, 2022, by a majority of the Directors.

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Mary Charlton, PhD
President, Iowa Cancer Consortium

Date: 6/28/2024