

CANCER ACTION COALITION OF VIRGINIA (CACV) BY-LAWS

Version – 22 July 2016

Adopted by Membership – 8 September 2016

ARTICLE I: NAME AND AREA OF SERVICE

Section 1.1 Name

This organization within the Commonwealth of Virginia shall be known as the **Cancer Action Coalition of Virginia** (hereafter referred to as **CACV**).

Section 1.2 Area of Service

CACV shall serve the Commonwealth of Virginia.

ARTICLE II: MISSION AND PURPOSE

CACV is an alliance of entities and individuals that shall provide statewide guidance, support, leadership and coordination of cancer prevention and control activities in Virginia. The purpose of CACV is to serve as a catalyst for cancer prevention and control activities throughout Virginia, as well as any and all services that the Board of Directors sees consistent with CACV's Internal Revenue Code 501(c)(3) tax-exempt status, including the development and implementation of the state cancer plan.

ARTICLE III: MEMBERSHIP

Section 3.1 Eligibility

CACV membership shall be service providers, organizations, and individuals living with cancer. Members must reside or work in the Commonwealth of Virginia. Membership in CACV is to be inclusive and continuously open and should represent the continuum of services provided in the Commonwealth of Virginia. Membership applications shall be submitted to the Board of Directors for approval by majority vote. CACV's official membership list shall be reviewed and updated bi-annually.

Section 3.2 Requirements

All members shall subscribe to the mission of CACV and agree to behave in a respectful manner to all members and guests at any meeting held by CACV and when representing CACV at any other meeting.

Section 3.3 Voting Members

All persons approved for CACV membership shall have the right to vote and be eligible for election to office. Voting members shall support the purpose and mission of CACV. All members, including those seeking election to office, are encouraged to actively participate in general membership meetings and other CACV-related initiatives.

Section 3.4 Resignation

Any individual member or member agency may at any time resign as an active member of the CACV. Notice of resignation should be submitted to the Board of Directors.

Section 3.5 Removal

Members may be removed due to unethical behavior or for other good cause as determined by the Board of Directors. The process for removal shall include a fair and reasonable opportunity to be heard by the Board of Directors, and written notice to the member at least four (4) weeks in advance of proposed removal. Removal must be approved by a two-thirds (2/3) majority vote of the Board of Directors.

Section 3.6 Reinstatement

Removed members may be reinstated by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE IV MEETINGS OF MEMBERS

Section 4.1 General Meetings of Members

CACV members shall meet four (4) times annually. Meetings shall be presided over by the Chair and/or Vice-Chair of the Board of Directors or their designee. Meetings are open to all members and the public. The Secretary is responsible for ensuring that minutes of CACV's meetings of members are maintained and distributed to members. All minutes are considered drafts until reviewed and approved by a majority of members attending the subsequent general meeting.

Section 4.2 Special Meetings

The Board of Directors may call special meetings of CACV by giving members at least ten (10) working days written notice in advance of the proposed meeting.

Section 4.4 Voting

Each member shall have one vote on each matter submitted to a vote of members. If a member is unable to attend a meeting, she/he shall be permitted to give his or her proxy to another member provided such designation is communicated in writing to the Board Chair or Vice-Chair at least twenty-four (24) hours in advance of the scheduled meeting.

Ten percent of the voting membership shall constitute a quorum at each general meeting. A quorum of voting members shall be required for a vote.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 Purpose

The purpose of the Board of Directors is to serve as the organizing body of CACV and to assume responsibility for decision-making in the business and affairs of CACV. The Board of Directors shall be the only elected body. Elections shall take place within the fourth quarter of each year (December).

Section 5.2 Composition

The Board of Directors shall have up to eleven (11), but not fewer than five (5) members. Each agency or organization represented shall have only one voting member on the Board of Directors. Given the Virginia Department of Health's Comprehensive Cancer Control Program's regular support and commitment to the mission of CACV, they shall also be permitted to attend board meetings in the capacity of a voting member. To further support the work of CACV and the Board of Directors, ad-hoc (non-voting) members, including representation from the Virginia Cancer Registry, are permitted to attend board meetings as needed.

Section 5.3 Officers

There shall be five (5) officers of the board, consisting of a Chair, Vice-Chair, Secretary, Treasurer and Parliamentarian. If the board has more than five (5) members, the members who are not officers shall be considered members-at-large.

Section 5.4 Executive Committee

The Officers shall compose the Executive Committee. Meetings of CACV Officers may be called by the Chair to discuss and make decisions when it is not possible or practical to call a meeting of the full Board of Directors. All

decisions made by the Officers shall be ratified by the full Board of Directors. The Chair or Vice-Chair shall chair meetings of the Executive Committee.

Section 5.5 Qualifications

Board members must be members of CACV. They are also strongly encouraged to regularly support the work of CACV through their participation in general meetings and other activities prior to, and after, election to office.

Section 5.6 Term of Office

Board members shall be elected from the current CACV membership for a term of two years, with staggered terms so that members' terms shall not expire at the same time. Members may serve two consecutive terms, but must run and be re-elected after the first term. A Board member who has completed two consecutive terms shall remain off the Board for one full term before being considered again for election.

At the first meeting of the newly elected Board of Directors, the Board shall elect the Executive Committee including Vice-Chair, Treasurer, Secretary and Parliamentarian by majority vote. The Vice-Chair shall serve a two-year term in office: one year as Vice-Chair and the second year as Chair. The Secretary, Treasurer and Parliamentarian shall serve one-year terms and may be appointed to other positions within the Board of Directors during their second year on the Board.

In the event of extenuating circumstances that prevent the Vice-Chair from serving as Chair in the second year of the Vice-Chair's term, the Board reserves the right to extend the term of the current Chair or appoint a new Chair from the Board, regardless of term expiration.

Section 5.7 Meetings

The Board of Directors shall meet a minimum of four (4) times per year, upon notice duly called. Meetings may be held via conference call or in person. A quorum shall consist of a simple majority of Board members. A quorum of Board members shall be required for a vote.

Section 5.8 Removal of Member

A Board member may be removed by majority vote of Board due to unethical behavior, conflict of interest, unauthorized use of the CACV name, acting contrary to the mission of CACV or for other good cause as determined by the Board.

Section 5.9 Appointment to Fill a Vacancy

In the event that the Chair or Vice-Chair positions become vacant, the remaining Board members shall appoint by majority vote a replacement from among the Board members to complete the term. In the event of a vacancy caused by a non-Chair Board member resignation or removal, members of the Board may appoint a new Board member from among the CACV membership to serve out the remainder of the term provided the remaining term is less than a year. The appointment shall be made within two months after a vacancy has been declared.

ARTICLE VI ELECTION OF THE BOARD OF DIRECTORS

Section 6.1 Nominating Committee

The Nominating Committee shall consist of a Chair and a minimum of two members. The Board Chair shall appoint the Chair of the Nominating Committee from among the CACV membership. The appointed Chair shall then select members for the Nominating Committee from among the CACV membership. A majority of the Nominating Committee shall be composed of members who are not current members of the Board of Directors. Committee members shall serve a one-year term, not to exceed two consecutive terms.

Section 6.2 Election

The Nominating Committee shall present a slate of nominees for the Board of Directors to the members of CACV for a vote. At least eight (8) weeks prior to presenting nominations to the members for vote, the Committee shall notify CACV members of the election and solicit nominations from the membership. All nominations must be submitted to the Committee at least four (4) weeks prior to the election. Nominees shall provide a résumé or curriculum vitae to the Nominating Committee outlining previous and current experience serving in leadership positions. The Nominating Committee shall review the qualifications and experience of the candidates and present a slate of proposed candidates to the Board of Directors for review and approval prior to announcing the slate to the membership. Board members shall be elected by a simple majority of voting members during a general meeting of members or by written or electronic ballot.

Section 6.3 Reporting

The Nominating Committee shall be responsible for tabulating and reporting the results of the election. In the case of a tie, the seated Board of Directors shall select the candidate to serve by majority vote. The Secretary shall report the results of the election to the members.

ARTICLE VII COMMITTEES

The Board of Directors may designate and appoint Committees to fulfill short or long-term objectives, including the development and implementation of the state cancer plan. Standing Committees may be formed, combined or dissolved by a majority vote of the Board of Directors. The Board of Directors shall approve Committee Chairs by majority vote.

ARTICLE IX CONFLICT OF INTEREST

Any Board member who stands to derive personal or financial gain from any matter coming before the Board of Directors shall fully disclose the nature of the conflict and withdraw from discussing, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the Coalition to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE X CONDUCT OF BUSINESS

All business meetings requiring a vote of the Board or general membership shall be guided by specific parliamentary procedure as adopted by the Board of Directors.

ARTICLE XI BY-LAWS AMENDMENTS

By-Laws may be amended upon recommendation of the Board of Directors or membership. Amendments shall be approved for distribution by a majority vote of the Board of Directors. The proposed amendment shall be distributed in person, by mail or via other means approved by the Board to all voting members for ratification. To be adopted, an amendment must receive a two-thirds (2/3) majority vote of the responding members.

ARTICLE XII RECORDS

CACV shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and standing committees having any authority of the Board. CACV shall keep all business records and a record of the names and addresses of its members at its registered office or principal office. All books and records of CACV may be inspected by any member, or any member's

agent or attorney, upon request.

ARTICLE XIII INDEMNITY OF OFFICERS AND DIRECTORS

Board members (and his or her heirs, executors and administrators) shall be indemnified by CACV to the fullest extent permitted by law against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been a member of the Board (whether or not he or she is a Director or Officer at the time such costs or expenses are incurred or imposed upon him or her), except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such director or officer.

If the Board determines that a Director or Officer is guilty of gross negligence or willful misconduct, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which an Officer or Director may be entitled by any bylaw, agreement, vote of members, or otherwise. CACV shall have the authority to purchase suitable policies of indemnification insurance on behalf of its Officers, Directors, or Agents, the premiums for which may be paid out of the assets of CACV.

ARTICLE XIV FINANCES

Board members shall donate their services and shall not be personally liable for debts incurred by the CACV. Funds may be raised by annual dues, special assessments, advertising, meeting registration fees, education and training fees, voluntary contributions and grants, sales, etc. Major expenditures for the general fund beyond usual operating expenses of CACV shall be approved by a two-thirds vote of the Board of Directors.

Section 14.1 Fiscal Year

The fiscal year of CACV shall begin on Jan 1 and end on Dec 31 of each year.

Section 14.2 Contracts

The Board of Directors may authorize an Officer or Agent of CACV to enter into contracts or execute and deliver instruments in the name of and on behalf of CACV, and such authority may be general or confined to specific instances subject to Board review.

Section 14.3 Loans

No loans shall be contracted on behalf of the CACV and no evidences of indebtedness shall be issued in the name of the CACV unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specified instances. No loan shall be made by the CACV to any member.

ARTICLE XV DISSOLUTION

Upon dissolution of the Coalition, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all the assets of the organization exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954.

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