



# BYLAWS

## **Article I. Name**

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

## **Article II. Mission**

Working together to reduce the incidence and impact of cancer for all North Dakotans

## **Article III. Vision**

A cancer free future for North Dakota

## **Article IV. Purposes**

The NDCC has the following purposes:

1. To develop, implement and evaluate a comprehensive plan through data driven planning. This plan is designed as a framework to impact 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 priorities identified by the state's burden of cancer and priorities of the National Comprehensive Cancer Control Program. Elements of the plan include:
  - a. A data-driven analysis of the burden of cancer in North Dakota to monitor the progress made toward reducing cancer incidence, mortality, and morbidity;
  - b. Objectives and strategies to address prevention, screening/early detection, treatment, survivorship/quality of life, health equity and workforce;
  - c. Strategies to advance cancer prevention and control policies and promotion of evidence based strategies;
  - d. Measures to evaluate NDCC 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.
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.

## **Article V. Membership**

1. *Eligibility.* The NDCC membership is broad-based and open to all interested individuals and organizations committed to reducing the incidence and impact of cancer for all North Dakotans. Membership is open to all who meet the membership requirements as noted in Article V.3 Member Expectations.

2. Application Procedure. Prospective members must submit a member application form to an executive committee member or the NDCC Coalition Manager. The application form is available by request or on the NDCC website.
3. 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 own organization as well as outside organizations to implement strategies that address one or more NDCC priorities;
  - d. Complete or assist annual membership survey regarding implementation of progress and accomplishments of cancer plan activities;
  - e. Attend regularly scheduled meetings to share ideas and recommendations (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;
4. 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 (in person or conference call) of members or may be sent to the executive committee by the membership for further action.
5. Member Term. Members retain membership status as long as the NDCC membership expectations of Article V.3 are met.
6. Member Resignation. Any member may resign their membership at any time by unsubscribing from the NDCC listserv.
7. Member Removal. A coalition member may be removed at any time if they misrepresent the NDCC or do not follow NDCC member expectations as noted in Article V.3 Communication to address and resolve concerns regarding actions of the member in question will be conducted by an executive committee member prior to consideration for member removal. The vote to remove a member would be conducted by the NDCC Executive Committee or NDCC Steering Committee if the member in question is serving on the executive committee.

## **Article VI. Meetings of Members and Voting**

1. Annual Business Meeting. The business meeting of members is held at a place, date, and time as determined by the executive board. At the business meeting, there must be an election of successors for officers elected by the members. The meeting must also include a report on the activities and financial condition of NDCC.
2. Regular Meetings. The regular meetings (in-person and/or online or conference calls) of the NDCC are held at a frequency as determined by the executive committee. The coalition shall meet at least one time per year.
3. Special Meetings. A special meeting of the members may be called by the executive committee 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 request 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. Coalition members must be notified of full coalition meetings at least seven (7) days before the date of the meeting except for ad hoc project meetings.
5. Voting. Each NDCC member present is entitled to one vote, no proxy or absentee vote at any officially called NDCC meeting (in-person or conference call). Voting will be decided by a simple majority of those in attendance. Regular or special meetings 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 meeting. Members may take action at a meeting by voice and/or written ballot. The executive committee shall implement all actions taken by the voting members.

Action by Electronic Ballot. Action may be taken by NDCC members outside of regularly scheduled meetings by electronic ballot at the request of the NDCC executive committee. Ballots are to be sent by e-mail or electronic survey. Every member is entitled to vote on the matter and must receive the ballot. Approval is valid only if the number of votes cast by ballot equals or exceeds 25% of the membership.

## **Article VII. 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 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 committee and the committee 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;
  - 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
  - h. Perform other duties prescribed by the executive committee.
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 (co-chair) Chair shall perform the duties and have the powers as may be prescribed by the executive committee. In the absence or disability of the Chair, the Vice Chair shall perform the duties and exercise the powers of the Chair.
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:
  - i. Ensure that accurate financial records for the NDCC are kept;
  - j. 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;
  - k. Endorse for deposit all notes, checks, and drafts received by the NDCC as directed by the executive board;
  - l. Disburse NDCC funds and issue checks and drafts in the name of the NDCC, as directed by the executive board;
  - m. 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
  - n. Perform other duties prescribed by the executive board or by the Chair.

#### **Article VIII. 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 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 e-mail, delivered mail, 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 e-mail or 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.
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 approved by a majority of the board members with notice of five business days.
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 pending availability of funds.

#### **Article IX. Steering Committee**

1. Purpose. The Steering Committee's role is to provide advice, ensure delivery of cancer plan goals and objectives, and provide support and oversight to the coalition. Members do not usually work on specific projects themselves; workgroups are responsible for projects. More specific responsibilities may include (but not limited to) the following:
  - Provide input on evaluation strategies
  - Provide advice on budget/how dollars are allocated
  - Identify and monitor cancer priorities
  - Identify and monitor potential risks
2. Composition. The steering committee is to be made up of representatives from key coalition organizations or individual members who are partners in cancer prevention, treatment, and survivorship and/or who have a particular expertise that is deemed helpful to the coalition. Committee members are selected based on their individual knowledge and skills they bring to the coalition. The Executive Board solicits recommendations from the current steering committee on an as needed basis to add members. Decision to add said member will be made by a simple majority vote of the current steering committee.
3. Meetings. Committee meetings must be held at the place and time as the board may prescribe. Notice of meetings must be given to the committee members not less than five days before the meeting is held.
4. Resignation/Removal. A member of the steering committee may choose to resign at any time. It is also possible that a member may need to be removed from the steering committee (e.g., change in job, lack of active participation, etc.). Removal of steering committee member occurs with a simple majority vote of the current steering committee membership at a regular committee meeting.

5. Compensation. A steering committee 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 committee which may not exceed two thousand dollars per year pending availability of funds.

#### **Article X. Nominating Committee**

A representative from the executive board in conjunction with the NDCC annual meeting planning committee shall appoint a Nominating Committee consisting of three voting members. 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 thirty 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 the membership. In addition, the nominating committee will call for additional nominations at the annual meeting, with those names being added to the ballot. 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 XI. Coalition Logistics & Management**

Coalition Manager. The Coalition Manager shall:

- a. Maintain a membership email database
- b. Create news and informational communications and distribute to membership
- c. Coordinate with Implementation workgroup leads and outside contractors on the development of outreach, awareness, and educational materials and media pieces
- d. Update and maintain NDCC website
- e. Maintain member database and workgroup/committee email lists
- f. Contact new members and provide orientation to Coalition and workgroups
- g. Introduce new members to implementation workgroup leads
- h. Lead member recruitment efforts and member recognition
- i. Respond to member questions and concerns
- j. Create and send meeting calendar invitations
- k. Assist Executive & Steering Committees in the planning of in-person and virtual meetings and events
- l. Manage and coordinate logistical considerations for meetings and events
- m. Coordinate with guest speakers for meetings and conferences
- n. Take meeting notes and minutes
- o. Facilitate meetings in absence of committee or workgroup leads
- p. Process invoices, issue payments, and complete requests for reimbursement
- q. Assist in the development of project budgets and timelines
- r. Assist Executive Committee in the review and execution of contracts and agreements
- s. Assist Treasurer in maintaining financial records and reporting

#### **Article XII. Restrictions**

1. 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.

2. The NDCC may not sign or endorse any policy or resolution intended for legislative consideration nor can NDCC and NDCC related committee meeting times be used for lobbying for any proposed or existing legislation. The NDCC is held to the anti-lobbying restrictions that apply to the funding source. Coalition members and organizational partners may lobby as individuals outside of coalition activities.
3. NDCC members may not use other coalition member's information without their prior knowledge. By consenting to participate on a workgroup, your contact information will be shared with relevant members or leaders to facilitate your participation. Member contact information will not be shared outside of the North Dakota Cancer Coalition Membership. Members of NDCC and workgroup leadership will have access to contact information. Contact information will be used only for NDCC and workgroup purposes. Members can opt out of receiving communications at any time by changing their subscription preferences.
4. The NDCC members contact information is confidential. Mass correspondence to the NDCC members using the NDCC distribution list are monitored for appropriate and relevant content that is useful or necessary for the coalition. Correspondence requests about policy and legislation will not be permitted through the NDCC member distribution lists.

#### **Article XIII. 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.

#### **Article XIV. 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 XV. 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 fourteen days' written notice is given to members of the date, time, and place of the meeting and a statement accurately describing the proposed amendments.