

# BYLAWS

## **Article I. Name**

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

## **Article II. Mission**

Collaborating to reduce the incidence, mortality, and effects of cancer across the care continuum for all North Dakotans.

## **Article III. Vision**

A cancer-free future for North Dakota

## **Article IV. Purpose**

The North Dakota Cancer Coalition fosters statewide collaboration efforts to improve comprehensive cancer control and coordinates cancer prevention and control activities across North Dakota.

### **The ND Mission is driven by five key principles:**

1. Success begins with VISION

The North Dakota Cancer Coalition is charged with implementing the North Dakota Cancer Plan, which provides a clear vision of how we can address a leading cause of death in the State. The plan outlines North Dakota's comprehensive cancer control goals and strategies for cancer prevention, early detection, treatment, and quality of life.

2. The vision is based on COLLABORATION

Comprehensive Cancer Control utilizes the power of collaboration as a key approach to reducing cancer. The North Dakota Cancer Coalition is made up of organizations and individuals united through shared vision, common commitment, and collaborative activities.

3. Collaboration promotes EFFICIENCY.

Cancer is a complex problem too large for any one entity to address efficiently. By pooling information, ideas, skills, and strategies, a united partnership is better equipped to set priorities, enhance existing coordination, prevent overlap, maximize resources, and evaluate impact.

4. Efficiency turns plans into ACTION

The North Dakota Cancer Coalition helps its members adapt the goals and strategies of the North Dakota Cancer Control Plan, engage others in their efforts, and build community capacity.

5. Action yields RESULTS

North Dakota Cancer Coalition members carry out North Dakota's Cancer Plan through activities that promote and advocate for positive health behaviors, increased cancer screenings, broader access to quality treatment, and better quality of life for survivors. These results bring us closer to the ultimate goal of a cancer-free North Dakota.

## **Article V. Membership**

1. **Eligibility.** Any organization or individual that is committed to reducing the burden of cancer in North Dakota and that subscribes to the mission of the NDCC is eligible for membership.
2. **Application Procedure.** Members must complete an application form online at [www.ndcancercoalition.org/join-us/](http://www.ndcancercoalition.org/join-us/) annually. All individual members shall pay an annual membership dues of \$50, with a due date to be established by the executive committee. All dues are non-refundable and cover membership benefits, communication from the NDCC, and other privileges. A Membership Dues Waiver Application may be completed by any potential coalition member for approval by the Executive Committee.
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. Participate in an action team to support the implementation of NDCC strategies.
  - e. Attend meetings to share ideas and recommendations.
4. **Member Term:** Membership will continue until terminated by the member.
5. **Member Resignation:** Any member may resign their membership at any time by submitting a request in writing using the “contact us” feature on the NDCC website.
6. **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 the actions of the member in question will be conducted by an executive committee member before 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 technology). 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 ballot. The executive committee shall implement all actions taken by the voting members.

6. Action Outside of Official Meeting. 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 and must receive the ballot. Approval is valid by a simple majority of those voting.

## **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 over 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 the coalition manager 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.
  - 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, 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 of 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.
- f. 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 the 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 several 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 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, 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 or single action item may be held by conference technology or group email in which a motion, a second, and a vote are cast by a quorum of board members. 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 remain, 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. Compensation. A board member may not receive compensation for service on the board.
12. Reimbursement. A board member may be reimbursed for actual expenses incurred for service on the board, with the approval of the executive committee.

## **Article IX. Steering Committee**

1. Purpose. The Steering Committee will focus on building programmatic support. Programmatic support provides input and information to improve the infrastructure, administration, and sustainability of NDCC and its efforts. To this end, the Steering Committee will be composed of individuals who have the ability and are willing to actively support this primary focus.

Steering Committee Member responsibilities include:

- a. Monitor the progress of the implementation and outcomes of the North Dakota Cancer Control Plan and ensure timely action on issues that arise between NDCC meetings.
  - b. Make operational and policy recommendations to the NDCC to guide cancer prevention and control efforts and support the mission set forth in the North Dakota Cancer Control Plan.
  - c. Attend Coalition meetings and events.
  - d. Attend and participate in at least 50% of the required, regularly scheduled Steering Committee meetings.
  - e. Intervene to mediate and support the resolution of conflicts within the membership.
  - f. Focus efforts on priority issues such as funding and increased visibility of the NDCC.
  - g. Support implementation of practices to help sustain NDCC efforts.
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 particular expertise that is deemed helpful to the coalition. Committee members are selected based on the 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. The 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 of job, lack of active participation, etc.).
  5. Compensation. A steering committee member may not receive compensation for service, but by resolution, the board may allow for reimbursement of approved actual expenses incurred for service on the committee.

## **Article X. Action Teams**

1. Purpose. An Action Team structure within the Coalition is used to implement objectives and strategies outlined in the North Dakota Cancer Plan. Action Team topics are proposed based on findings from the ND Burden of Cancer Report, monitoring of the cancer plan's implementation, and other resources. New Action Teams may be developed with the approval

of the executive board.

2. Composition. Action Team membership is based on the NDCC member's interest in the group's work focus. A coalition member may be added or removed from the Action Team at any time by contacting the Coalition Manager.
3. Regular Meetings. Action Teams will meet on a regular schedule set by the majority of the Action Team. Members who cannot attend meetings will receive meeting notes from the Action Team lead.
4. Action Team Leaders. Action Team leaders are members of the Action Team who volunteer to take on additional responsibilities. Action Team Leader responsibilities include:
  - a. Align Action Team projects with objectives and strategies outlined in the ND Cancer Plan.
  - b. Coordinate completion of projects and ensure timelines are met.
  - c. Lead Action Team calls and face-to-face meetings.
  - d. Work with NDCC leadership to share updates and provide member feedback on NDCC goals and strategies.
  - e. Provide a copy of meeting minutes to Action Team members and to the coalition manager to be uploaded to the website.
  - f. Workgroups within the Action Team will submit minutes of their meetings to the Action Team Leader.

#### **Article XI. 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 at least 90 days before the annual meeting. The Nominating Committee shall garner candidates to be presented to the membership not less than thirty days before the annual meeting. In addition, the Nominating Committee will call for additional nominations at the annual meeting, with those names being added to the ballot. All nominees must present a bio, including their credentials for the position, at the annual meeting. 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 XII. Coalition Logistics & Management**

1. Coalition Manager. The Coalition Manager shall:
  - a. Maintain a membership email database.
  - b. Create news and informational communications and distribute them to membership.
  - c. Coordinate with Action Team leads and outside contractors on the development of outreach, awareness, and educational materials and media pieces.
  - d. Update and maintain the NDCC website.
  - e. Maintain member database and Action Team/committee email lists.
  - f. Contact new members to provide welcome/orientation information and to assist with directing them to appropriate Action Teams.
  - g. Respond to member questions and concerns.
  - h. Create and send meeting calendar invitations.
  - i. Assist Executive & Steering Committees in the planning of in-person and virtual meetings and events.
  - j. Manage and coordinate logistical considerations for meetings and events.
  - k. Coordinate with guest speakers for meetings and conferences.
  - l. Take meeting notes and minutes.

- m. Assist in the development of project budgets and timelines.
- n. Assist the Executive Committee in the review and execution of contracts and agreements.
- o. Assist the Treasurer in maintaining financial records and reporting.

### **Article XIII. 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 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 organization 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 members' information without their prior knowledge. By consenting to participate on an Action Team, 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 Action Team leadership will have access to contact information. Contact information will be used only for NDCC and Action Team 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 is 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 XIV. 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 XV. 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 evidence 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.
4. Audit. An audit of the ND Cancer Coalition financials will be performed annually by two members appointed by the Chair, with results reported at the annual meeting. The Treasurer shall be available to answer any questions.

#### **Article XVI. 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.