ARTICLE I - NAME

SECTION 1. NAME

The official name of this organization shall be American Society of Clinical Oncology, Inc. (hereinafter referred to as the Society).

ARTICLE II - PURPOSE

SECTION 2. PURPOSE

The purposes of the Society shall be as set forth in the Certificate of Incorporation.

ARTICLE III - MEMBERSHIP

SECTION 3. MEMBERSHIP

Section 3.1 Reciprocity with ASCO Association

Members of the ASCO Association (hereinafter referred to as the “Association”) in good standing are also members of the same membership class or classes of the Society. Likewise, members of the Society in good standing are also members of the same membership class or classes of the Association.

Membership in the Society and the Association is limited to:

Full Section 3.2 Eligibility for Membership

Experienced licensed physicians of any nation Membership in the Society and the Association is limited to Oncology Medical Professionals, defined in these Bylaws as those individuals who devote a majority of their time to the qualifications as set forth below in Sections 3.2(A) through (C):

A. individuals whose professional activity involves cancer patient care and/or research in the biology, diagnosis, prevention or treatment of human cancer; in exceptional cases, other physicians who have made significant contributions to the oncology field shall be eligible for Full Member status.

B. Other health professionals at the doctoral level (e.g., epidemiologists, biostatisticians, public health specialists, nurses, other scientists) or individuals with equivalent academic rank (in the latter instance to be determined in each case by the Society and the Association) who devote a majority of their professional activity to cancer patient care and/or research or education in the biology, diagnosis, prevention or treatment of human cancer.

Explanation: The existing concept of “Full Members” and “Other Members” is proposed to be replaced with the concept of “members” and “Voting Members.”

In the existing Bylaws, Full Members are physicians and some doctoral level providers, who devote a majority of their professional activity to oncology research, teaching, and patient care. Other Members are what the Society and Association Boards define in their policies. Only the Full Members (and Emeritus Members who used to be Full Members) may vote and hold office.

In the proposed version, “member” means anyone whose professional credentials and activities involve cancer. The concept of spending a majority of one’s professional activity on cancer-related activities is removed.
Full Members are eligible to: attend meetings of the members of the Society; submit and sponsor abstracts in the manner set by the Board of the Society; serve as voting members of Committees of the Society; and vote and hold office in the Society.

The eligibility and rights of Full Members as set forth in this Article III, Section 1.A shall not be abridged except by amendment of these Bylaws.

A. Other Membership

Other individuals who are retired from professional activities, but whose professional activities prior to retirement included those set forth in Section 3.2(A); and

C. Individuals in the oncology community who meet the various requirements for students training to be professionals described in Section 3.2(A).

Further definition and clarification of the foregoing membership qualifications set forth in writing may be adopted from time to time and approved by both the Society Board of Directors and the Association Board of Directors shall be eligible for membership in.

Section 3.3 Voting Membership

Member voting in the Society and the Association on the terms set forth in writing shall be limited to Voting Members, defined as Oncology Medical Professionals who have been awarded and hold the degree of Doctor of Medicine, Doctor of Osteopathy, Doctor of Philosophy, Doctor of Pharmacy, Doctor of Medical Science, Doctor of Nursing Science, Doctor of Nursing Practice, or equivalent doctoral-level degree as determined from time to time and approved by both the Society Board of Directors and the Association Board of Directors in their sole discretion. Only Voting Members as so defined shall be eligible to serve as Elected Officers (subject to the further eligibility requirements described in Section 5.1 of these Bylaws), Elected Directors (subject to the further eligibility requirements described in Section 4.3 of these Bylaws), or elected Nominating Committee members (subject to the further eligibility requirements described in Section 6.2 of these Bylaws).

Section 3.4 Membership Application, Induction and Dues

Application for membership, review of applications, and induction of members shall be conducted in accordance with processes approved by both the Society Board of Directors and the Association Board of Directors. In consultation with the Society, the dues for members shall be prescribed from time to time by the Association Board of Directors and may be waived in part or in total in appropriate circumstances through a process approved by the Boards of Directors of the Society and the Association.

Section 2. Membership Privileges

Explanation: In the proposed version, all Members who have attained a doctoral-level degree are designated as Voting Members. Voting Members are the only ones eligible to serve on the Board or be elected as officers.
Members of the Society and the Association shall have the rights, privileges, and responsibilities set forth in writing from time to time and approved by both the Society Board of Directors and the Association Board of Directors, provided that the rights of Full Members are consistent with Section 1.A of this Article III.

Section 3. Membership Discipline/Termination

Membership Discipline/Termination

If membership in the ASCO Association is terminated for any reason including, but not limited to, the payment of membership dues to ASCO Association, membership in the Society will terminate immediately without any further action by the Society.

Any member may be disciplined in accordance with procedures adopted by both the Society Board of Directors and the Association Board of Directors, for actions which violate the Bylaws of the Society or the Association, discredit or embarrass the Society or the Association, or are otherwise inimical to the best interests of the Society or the Association. Member discipline may include, without limitation, censure, membership suspension, membership termination, suspension or termination of volunteer roles, or restitution. The Society and the Association may, at their discretion, suspend any member from any and all Society and/or Association roles and activities during a member discipline procedure.

Members may be required to renew their membership eligibility from time to time by eligibility re-verification, and the membership of any member not meeting the applicable qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet membership qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet membership qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet membership qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet membership qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet membership qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet membership qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet membership qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet membership qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet membership qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet membership qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet membership qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet membership qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet membership qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet membership qualifications may be terminated. Notwithstanding the foregoing, no individual who was inducted as a member and who continues to meet eligibility criteria in effect at the time of induction shall be subject to termination of membership solely because those eligibility criteria were subsequently changed by action of the Boards of Directors of the Society and the Association in these Bylaws.

ARTICLE IV - MEETINGS AND VOTING OF THE MEMBERSHIP

Section 1. Annual Meeting

Member Meetings and Voting

A. Regular Meetings

The Society shall hold at least one regular member meeting annually in a combined business and scientific session (hereinafter referred to as the Annual Business Meeting). The business portion of the Annual Business Meeting shall be chaired by the Chair of the Board, and the Society’s primary annual scientific portion of the Annual Meeting shall be chaired by the President. The meeting or at such other date, time, and place of the Annual Meeting will be

Explanation: The proposed Bylaws make clear that while a member discipline proceeding is going on, a member may be suspended from Society or Association roles such as being an editor or committee member.

Explanation: In the existing Bylaws, the Annual Business Meeting of the members must be held in a combined session with the scientific portion of the Annual Meeting. The proposed version removes that requirement, providing additional flexibility to hold the Annual Business Meeting at a different time and place that the Board determines. Ten percent of the Voting Members can call a special member meeting.

Notice requirements are updated to reflect the New York not-for-profit corporation statute, which is the law that governs the Society as a corporate entity.
determined by the Board of Directors, and notice thereof shall be provided to members at least thirty (30) days prior to such meeting.

Section 2. Additional Meetings

The Board of Directors may call additional scientific and special regular meetings of the Society, or meetings in co-sponsorship with other organizations, public or private, in such manner and format as they deem appropriate to the pursuit and advancement of the purposes of the Society, as well. Notice of the date, time and place of each regular meeting will be provided to Voting Members not less than ten (10) and not more than fifty (50) days prior to such meeting.

Section 3B. Special Meetings

Special meetings of the membership may be called by the Board of Directors or upon the written demand of at least ten percent (10%) of the Voting Members. Notice of the date, time, place, and purposes of each special meeting will be provided to Voting Members not less than ten (10) and not more than fifty (50) days before the date of such meeting.

C. Quorum and Voting; Electronic Meetings

A quorum of the members for the Annual Meeting or any other official transaction of business at any meeting of the membership of the Society shall consist of no fewer than 100 members eligible Voting Members. Voting Members’ eligibility to vote is determined by the Society based on membership records fifty (50) calendar days before the member meeting at which votes are cast or, if action is to be taken as provided in Section 4.3.6(E), as of fifty (50) calendar days before Voting Members may take action without a meeting.

To the extent permitted by law, the Board of Directors may from time to time determine that a meeting of the members shall be held partially or solely by means of electronic communication.

D. Proxy Voting

In every election, the Society may in its discretion permit Voting Members to vote by proxy for any vote by members set forth in these Bylaws, the opportunity for proxy voting shall be available. The Board of Directors may establish rules and procedures concerning notice of and voting at membership meetings and proxy voting, including validation and voting of proxies. If proxy voting is permitted, each such proxy shall name the Chair of the Board (or the designee of the Chair of the Board) as the proxy holder.

E. Action of Members Without a Meeting

As permitted under the Society’s Certificate of Incorporation, whenever members are required or permitted to take any action by vote, such action may be taken without a meeting if (1) no fewer than 100 Voting Members authorize such action in writing or electronically and (2) such action is approved
F. Elections

The Voting Members shall elect the Elected Directors, the Elected Officers, and the elected members of the Nominating Committee. Voting Members may each cast one (1) vote for each available position. For each election, the candidates who receive the most votes will be elected for the positions for which they are running. For example, if there are two (2) available undesignated Nominating Committee member positions available, the two (2) candidates who receive the most votes will win. If there is only one (1) available position, the individual receiving the most votes in the election will win, even if such person receives less than a majority of the votes cast. In the event that two (2) or more individuals receive the same number of votes for the same position, the winner will be determined via coin flip or similar randomized process. In every election, Voting Members shall have the opportunity to write in one (1) additional eligible candidate for each open position.

If a proxy is used for any such election, the availability of this proxy will be communicated to the Voting Members at least ten (10) and not more than fifty (50) days prior to the last eligible date for casting proxies. Such communication will be via electronic mail, on the Society’s website, or any other means authorized by the Board of Directors.

SECTION 4. BOARD OF DIRECTORS

Section 4.1. General Governance

The affairs of the Society shall be governed by the Board of Directors who shall do such things as in their own judgment and discretion will carry out the purposes of the Society.

ARTICLE V—OFFICERS

Section 4.2. Composition

The Board of Directors shall consist of the Elected Officers as described in Section 5.1 of these Bylaws, fourteen (14) Elected Directors, and two ex-officio Directors. Elected Officers and Elected Directors shall have the right to vote on actions by the Board of Directors.

Section 4.3. Elected Directors

A. Eligibility

Only Voting Members in good standing shall be eligible to hold office as Elected Directors. The fourteen (14) Elected Directors shall consist of such Voting Members in the following categories:

1. three (3) individuals who shall be community Oncologists.

Explanation: The proposed Bylaws clarify that if there is a tie vote in the ASCO election, the winner is chosen by coin toss. This is a common technique to quickly and objectively resolve a tie. Resolution of a tie is not addressed in the existing Bylaws.

Explanation: The proposed Bylaws do not alter the composition of the Society Board as it relates to community practice, subspecialties, and international representation. The proposed Bylaws do not alter the fact that Board members are nominated by the Nominating Committee and elected by the members.

In the existing Bylaws, all Board members must be physicians. In the proposed Bylaws, any Voting Member is eligible to occupy any of the 5 “undesignated” Board seats. This means that up to 5 of the 18 voting Board members may be an oncology professional who holds a doctoral-level degree (not limited to physicians).

The proposed Bylaws do not alter the requirement that the 9 Elected Directors who occupy the “designated” seats (community, medical, pediatric, radiation, surgical, international) must be oncologists. The new version of the Bylaws clarifies that the term “Oncologist” means physician.

The proposed Bylaws clarify that if there is a question about whether a member meets the special designation (e.g. whether a member is a community oncologist or holds a doctoral-level degree), the Nominating Committee makes the determination.
2. one (1) individual who shall be a medical Oncologist;
3. one (1) individual who shall be a pediatric Oncologist;
4. one (1) individuals who shall be a radiation Oncologist;
5. one (1) individual who shall be a surgical Oncologist;
6. two (2) individuals who shall be international Oncologists (Oncologists residing in a country outside of the United States of America); and
7. five (5) individuals who shall hold undesignated seats.

The term “Oncologist” in these Bylaws shall refer to an Oncology Medical Professional who is licensed to practice as a physician. For each of the seats described in Section 4.3(A)(1) – (6), the Nominating Committee shall determine whether a candidate (nominated or write-in) satisfies the designation for such seat.

B. Terms

An Elected Director shall serve a term of four (4) years, or until a successors shall have been duly elected and qualified. No Elected Director shall serve more than one (1) full term. A term as an Elected Officer shall not be considered a term as an Elected Director.

C. Election

Elected Directors shall be elected by the Voting Members as provided in Section 3.6(F) of these Bylaws from among candidates selected by the Nominating Committee and candidates that are written in by Voting Members. Elections shall be such that, to the extent possible, every other year, three (3) Elected Directors shall be elected; and for all other years, four (4) Elected Directors shall be elected. Over each four-year period, the Elected Directors will be elected in such order:

Year 1: one (1) community Oncologist, one (1) medical Oncologist, and one (1) undesignated Elected Director;
Year 2: one (1) community Oncologist, one (1) radiation Oncologist, one (1) international Oncologist, and one (1) undesignated Elected Director;
Year 3: one (1) community Oncologist, one (1) surgical Oncologist, and one (1) undesignated Elected Director;
Year 4: one (1) pediatric Oncologist, one (1) international Oncologist, and two (2) undesignated Elected Directors;

D. Vacancies; Changes in Designated Category
Vacancies occurring among the Elected Directors shall be filled by the unelected candidate nominated by the Nominating Committee who received the highest number of votes for that Director’s designated category in the most recently held election at which Directors in such designated category were elected, with the concurrence of the Board of Directors. Should the Board of Directors fail to concur, or should the individual be unable to serve, the Director’s position shall remain vacant until the next scheduled election. The Elected Director so elected shall serve for the unexpired term.

In the event that an Elected Director elected from a designated category as set forth in Section 4.3(A)(1)–(6) of these Bylaws (community Oncologist, medical Oncologist, pediatric Oncologist, radiation Oncologist, surgical Oncologist, or international Oncologist) leaves that designated category during such individual’s term in office, the Board of Directors shall determine whether or not that Director may continue to serve on the Board of Directors. If the Board of Directors determines that such Director shall not continue to serve on the Board of Directors, the vacancy shall be filled as set forth in the preceding paragraph.

E. **Removal**

Any Elected Director may be removed with or without cause by vote of the Voting Members. To the extent permitted by law, any Elected Director may be removed for cause by vote of the Board of Directors.

**Section 4.4. Ex-Officio Directors**

The Ex-Officio Directors shall be:

- A. the Chief Executive Officer of the Society; and
- B. the Chair of the Board of Directors of the Conquer Cancer Foundation of the American Society of Clinical Oncology (hereinafter referred to as Conquer Cancer), or such other member of the Conquer Cancer Board of Directors as the Conquer Cancer Board of Directors may designate.

**Section 4.5. Meetings**

A. **Regular Meetings**

The Board of Directors shall meet at such times and places as may be designated by the Board of Directors.

B. **Special Meetings**

Special meetings of the Board of Directors may be called at any time by the Chair of the Board or upon the written request of any three (3) voting members of the Board of Directors.

C. **Notice**
Written notice of the date, time and place of regular and special meetings shall be provided to each Director no less than seven (7) days prior thereto.

D. Quorum and Voting

A majority of the voting members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. The vote of a majority of the voting-eligible Directors present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors, except as otherwise required by law or these Bylaws.

Any one or more members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

E. Action by Written Consent

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the voting members of the Board of Directors consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic.

SECTION 5. OFFICERS

Section 5.1. Elected Officers

The Society shall have the following four (4) Elected Officers: a President-Elect, a President, a Chair of the Board, and a Past President, and a Treasurer. These Elected Officers shall perform those duties usually associated with their offices, those duties outlined in these Bylaws, and those duties established from time to time by the Board of Directors.

A. A President-Elect shall be elected annually to serve a four (4) year term as an Elected Officer.

Explanation: In the existing Bylaws, the Treasurer is elected by the Members to that specific office. In the proposed Bylaws there is no separate elected office of Treasurer. Instead, the Board selects one of the elected Board members to serve as Treasurer, as described below. This has the effect of reducing the Board size from 19 to 18 voting members (and the 2 non-voting members).

Only an Oncologist (a physician) is eligible to serve as President-Elect, President, Chair, and Past President.

Explanation: In the existing Bylaws, the Nominating Committee chooses a slate of two candidates for the office of President-Elect, and the selection is made through a member vote. Write-ins are allowed. In the proposed Bylaws, the Nominating Committee still chooses two candidates for President-Elect. The Board of Directors selects one of these two candidates, and the candidate appears on the ballot for an up-or-down member vote. Members still have the ability to write in another person’s name.
B. Terms of Elected Officers; Eligibility; Duties; Vacancies

1. President-Elect

The President-Elect shall serve in that office for one (1) year and then shall automatically succeed to the office of President. The President-Elect shall be an individual who has completed a term as an Elected Director; however, no individual may be elected as President-Elect while such person is currently serving as a Director.

The President-Elect shall perform the duties of the President in the absence or incapacity of the President. In the event of a vacancy in the office of President-Elect, the second candidate that was selected by the Nominating Committee as described in Section 5.1(A) shall fill such vacancy. If such individual is unable to serve in such position, the Board of Directors shall appoint an individual who would have been eligible to be nominated to the office of President-Elect to fill such vacancy.

An individual filling a vacancy in the office of President-Elect shall hold office for the unexpired term until such individual’s successor is elected or appointed and qualified.

2. President

The President shall serve for one (1) year and then shall automatically succeed to the office of Chair of the Board. The President shall be primarily responsible for leading the educational and scientific activities of the Society. In the case of a vacancy in the office of President, the President-Elect shall immediately succeed to the office of President and shall serve for the unexpired term, and shall, after the expiration of such term, serve as President for such individual’s intended term as President. In a situation where the office of President-Elect is also vacant while the office of the President is vacant, the Board of Directors shall appoint a President from among the Elected Directors and the other Elected Officers to fill the unexpired term of the President, who shall hold office for the unexpired term and until such individual’s successor is elected or appointed and qualified.

3. Chair of the Board

The Chair of the Board shall serve for one (1) year and then shall automatically succeed to the office of Past President. The Chair of the Board shall be primarily responsible for leading the governance activities of the Society, including presiding over the Board of Directors. The Society’s initial Chair of the Board shall assume that role at the conclusion of the 2019 Annual Meeting, being the individual whose term as President-Elect commenced at the conclusion of the 2017 Annual Meeting. Until that individual becomes Chair of the Board, the roles and responsibilities of the Chair of the Board as described in these Bylaws shall be performed by the President, concurrently with his or her service as President; provided however that the Chair’s position on the Nominating Committee shall be filled during this transition period by the Past President. In the case of a vacancy in the office of the Chair of the Board, the second candidate that was selected by the Nominating Committee as described in Section 5.1(A) shall fill such vacancy. If such individual is unable to serve in such position, the Board of Directors shall appoint an individual who would have been eligible to be nominated to the office of Chair of the Board to fill such vacancy.

An individual filling a vacancy in the office of Chair of the Board shall hold office for the unexpired term until such individual’s successor is elected or appointed and qualified.
the Board, the Past President shall assume the office of Chair of the Board and shall serve as both Chair of the Board and Past President through the unexpired term. After the expiration of such term filling the vacancy in office as Chair of the Board, such individual shall serve another year as Past President. In a situation where the office of Past President is also vacant while the office of Chair of the Board is vacant, the Board of Directors shall appoint a Chair of the Board from the Board of Directors to fill the unexpired term of the Chair of the Board, who shall hold office for the unexpired term and until such individual’s successor is elected or appointed and qualified.

4. Past President

The Past President shall serve for one (1) year. The Past President shall perform the duties of the Chair of the Board in the absence or incapacity of the Chair of the Board. In the case of a vacancy in the office of the Past President, the office shall remain vacant, and the duties of the Past President shall be carried out by the other Elected Officers as directed by the Chair of the Board.

A. Treasurer

C. Removal and Suspension

Any Elected Officer may be removed, with or without cause, by vote of the members eligible to vote. The Board of Directors may suspend any Elected Officer’s authority to act as an Elected Officer for cause. Such suspension shall be elected every four (4) years as a vacancy in the office.

Section 5.2. Treasurer-Elect

The Society shall have a Treasurer-Elect, who shall be appointed from among the Elected Directors by the Board of Directors. The Treasurer-Elect shall be an Elected Director who shall be serving in any of the first three (3) years of such individual’s term as Elected Director. The Treasurer-Elect shall serve a one-year term in such office for one (1) year term. Notwithstanding the foregoing, any Treasurer whose term commenced at any time before the conclusion of the 2018 Annual Meeting and then shall automatically succeed to the office of Treasurer. The Treasurer-Elect shall serve the three (3) year as Treasurer in the absence of the Treasurer. The Treasurer-Elect may be removed, with or without cause, by the Board of Directors. In the case of a vacancy in the office of Treasurer-Elect, the vacancy shall be filled by an individual appointed by the Board of Directors from among the other Elected Directors eligible to serve as Treasurer-Elect. The Treasurer-Elect shall remain an Elected Director for purposes of these Bylaws. An individual who resigns or is removed as Treasurer-Elect shall remain an Elected Director absent resignation or removal from the Board of Directors.

Section 5.3. Treasurer

The Society shall have a Treasurer, who shall serve in that office for one (1) year immediately following such individual’s term as Treasurer-Elect. The Treasurer shall be in charge of the Society’s financial affairs, funds, securities, and valuable papers, and shall keep full and accurate records thereof. The Treasurer shall also be in charge of its books of accounts and accounting records, and of its accounting procedures. The Treasurer shall have such other duties and powers as designated by the Board of Directors. The Treasurer may be removed, with or without cause, by the Board of Directors. In the case of a vacancy in the office of Treasurer, the vacancy shall be filled by the Treasurer-Elect, and such
individual shall hold office for the unexpired term for which he or she was elected. An individual who resigns or is removed as Treasurer shall remain an Elected Director absent resignation or removal from The Board of Directors.

G. The Elected Officers’ terms and respective successions of office commence at the conclusion of the Annual Meeting.

G. No Elected Officer can be reelected to serve an additional term in the same office.

Section 25.4. Chief Executive Officer

The Chief Executive Officer shall be the chief executive of the Society; and, who shall be appointed by the Board and serve at its pleasure. The Chief Executive Officer shall be an ex-officio non-voting member of the Board of Directors and the Executive Committee, and shall carry out those responsibilities of the office as defined by the Board of Directors, subject to the general supervision and control of the Elected Officers. The Chief Executive Officer shall be appointed for a term as shall be determined by the Board of Directors, and until said officer’s successor is chosen and qualified, and may be reappointed to an unlimited number of consecutive or non-consecutive terms. The Chief Executive Officer may be removed, with or without cause, by the Board of Directors. In the case of a vacancy in the office of the Chief Executive Officer, the position shall remain vacant unless and until an interim or permanent Chief Executive Officer is appointed by the Board of Directors or in accordance with a policy on executive succession adopted by the Board of Directors, as may be amended from time to time.

Section 5.5. Secretary

The Society shall have a Secretary, who shall be appointed by and serve at the pleasure of the Board of Directors. The Secretary may be a member, a Director, an Elected Officer, or an employee of the Society; provided that neither the President nor the Chair of the Board may serve as Secretary. The Secretary shall perform those duties usually associated with the office and those duties outlined in these Bylaws. The Secretary shall be appointed for a term as shall be determined by the Board of Directors, and until said officer’s successor is chosen and qualified, and may be reappointed to an unlimited number of consecutive or non-consecutive terms. In the case of a vacancy in the office of Secretary, the vacancy shall be filled by the appointment by the Board of Directors, and such individual shall hold office for the unexpired term and until such individual’s successor is elected or appointed and qualified. The Secretary may be removed, with or without cause, by the Board of Directors.

Section 3. Vacancies

A. In the event of a vacancy in the office of President-Elect, the runner-up for that office from the preceding election shall assume the office and shall serve for the unexpired term, with the concurrence of the Board of Directors. Should the Board of Directors fail to concur, or should the runner-up be unable to serve, both a President and a President-Elect shall be elected in the manner described for election of the President-Elect at the next
scheduled election. The office of President-Elect shall remain vacant until the newly-elected Elected Officers begin their terms.

B. In the case of a vacancy in the office of President, the President-Elect shall assume the office and shall serve for the unexpired term of the President in addition to the originally intended term as President. In such situation where the office of President-Elect is also vacant, the Board of Directors shall appoint a President from the Board of Directors to fill the unexpired term of the President.

C. In the case of a vacancy in the office of the Chair of the Board, the Past President shall assume the office and shall serve the unexpired term of the Chair of the Board in addition to the originally intended term as Past President. In such situation where the office of Past President is also vacant, the Board of Directors shall appoint a Chair of the Board from the Board of Directors to fill the unexpired term of the Chair of the Board. The transition period before the initial Chair of the Board assumes that role at the conclusion of the 2019 Annual Meeting shall not be considered a vacancy in the office of Chair of the Board for purposes of this Section 4.C, and shall be handled as described in Section 1.D of this Article V.

D. In the case of a vacancy in the office of the Past President, the office shall remain vacant, and the duties of the Past President shall be carried out by the other Elected Officers as directed by the Chair of the Board.

E. In the case of a vacancy in the office of Treasurer, the vacancy shall be filled by appointment by the Chair of the Board, subject to approval of the Board of Directors. At the next scheduled election, a Treasurer shall be elected in the manner described for election of Treasurer. An individual appointed by the Chair of the Board to fill a vacancy in the office of Treasurer shall serve as Treasurer until the newly-elected Elected Officers begin their terms.

F. In the case of a vacancy in the office of Secretary, the vacancy shall be filled by appointment by the Chair of the Board, subject to approval of the Board of Directors.

ARTICLE VI—BOARD OF DIRECTORS

Section 1. Composition and Election

A. The Board of Directors shall consist of the Elected Officers and fourteen (14) Elected Directors, each with a vote. In addition to the foregoing, the Chief Executive Officer shall be an ex-officio member of the Board, without a vote, and the Chair of the Board of Directors of Conquer Cancer Foundation of the American Society of Clinical Oncology shall be an ex-officio member of the Board, without a vote.
B. The Elected Directors shall serve terms of four (4) years, or until their successors shall have been duly elected and qualified. Elections shall be such that three (3) Directors shall be elected each year, and two out of every four years an International Director shall also be elected.

C. Of the fourteen (14) Elected Directors, at least: five (5) shall be from undesignated specialties, three (3) shall be community oncologists, one (1) shall be a medical oncologist, one (1) shall be a pediatric oncologist, one (1) shall be a radiation oncologist, one (1) shall be a surgical oncologist, and two (2) shall be international oncologists. An international oncologist Director shall be a Full Member who resides in a country outside of the United States of America.

D. No Elected Director shall serve more than one (1) full term. A term as an Elected Officer shall not be considered a term as an Elected Director.

E. Elected Directors shall be elected by the members.

Section 2. Vacancies and Changes in Designated Class 5.5. Compensation

F. Vacancies occurring among the Elected Directors shall be filled by the unelected nominee who received the highest number of votes for that Director’s position in the preceding election, with the concurrence of the Board of Directors. Should the Directors fail to concur, or should the member be unable to serve, the Director’s position shall remain vacant until the next scheduled election. The Director so elected shall serve for the unexpired term.

G. In the event that a Director elected from a designated class (community oncologist, medical oncologist, pediatric oncologist, radiation oncologist, surgical oncologist, or international oncologist) leaves that designated class during that Director’s term, the Board of Directors shall determine whether or not that Director may continue to serve on the Board of Directors. If the Board of Directors determines that such Director shall not continue to serve on the Board of Directors, the vacancy shall be filled as set forth in Article VI, Section 2.A above.

Section 3. Duties

The affairs of the Society shall be governed by the Board of Directors who shall do such things as in their own judgment and discretion will carry out the purposes of the Society.

Section 4. Budget and Audit

H. The financial operations of the Society shall be guided by a budget which shall be initiated by the Treasurer and the Chief Executive Officer and forwarded to the Finance Committee. After consideration by this Committee, the budget shall be presented to the Board of Directors for approval.
I. An audit of the Society’s accounts will be made annually by a certified public accountant. The audit’s results will be presented to the Board of Directors and a copy will be made available, upon request, to any member of the Society.

Section 4. Meetings

A. The Board of Directors shall hold a meeting within the two (2) months prior to the Annual Meeting of members and shall meet at such times and places as may be designated by the Board of Directors.

B. The Chair of the Board may call special meetings of the Board of Directors at any time and must call a special meeting at the written request of any three (3) members of the Board of Directors.

C. The Chief Executive Officer of the Society shall give written notice of the date, time and place of regular and special meetings to each Director no less than seven (7) days prior thereto.

A majority of the voting members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. The vote of a majority of the voting eligible Directors present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors, except as otherwise required by law or these Bylaws.

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Compensation paid to any individual who serves as an Officer, if any, shall require the approval of the Board of Directors. For purposes of these Bylaws, “compensation” shall not include payment of or reimbursement for actual, reasonable expenses incurred by Officers in performance of duties.

SECTION 6. COMMITTEES

Section 6.1. Committees of the Board

The Committees of the Board shall include those Committees specifically identified in this Section 6.1. All Committees of the Board shall consist solely of Directors and shall have at least three (3) members that are voting members of the Board of Directors. Except as otherwise noted in this Section 6.1, the chairs, composition and terms (which may be staggered) of members of all Committees of the Board shall be recommended by the Chair of the Board and approved by the Board of Directors.

A. Executive Committee

Explanation: Just as in the existing Bylaws, the Treasurer is a member of the Executive Committee of the Board. In the proposed Bylaws the Treasurer-Elect will also be a member of the Executive Committee.
The Executive Committee of the Board shall be composed of the Elected Officers (with the Chair of the Board serving as chair), Treasurer, Elect, Treasurer, those Directors serving the final year of their present term, and the Chief Executive Officer (as a non-voting member).

Except to the extent specifically prohibited by resolution of the Board of Directors or otherwise prohibited by law, the Executive Committee of the Board is empowered to make and implement major decisions between Board meetings and it may act on items requiring action prior to the next announced Board meeting. All actions of the Executive Committee shall be reported to the Board of Directors at the Board of Directors meeting immediately following the action taken by the Executive Committee.

ARTICLE VII – ELECTIONS

Section 1. Elections and Proxy-Ballots

Elected members of the Nominating Committee, Elected Directors, and Elected Officers shall be elected by the members. The proxy-ballot shall name the Chair of the Board (or his or her designee) as the proxy holder and shall allow the member to designate those individuals for whom the proxy holder shall cast a vote on behalf of the member. The Nominating Committee will communicate the availability of this proxy-ballot to the membership by electronic mail or by such other means prescribed by the Board of Directors at least thirty (30) days prior to the last eligible date for casting proxy-ballots. Members will be instructed to cast one (1) vote for each available position. The proxy holder will vote such proxies, as designated in the proxy-ballot. All references in these Bylaws to “ballots” shall include “proxy-ballots.” All references in these Bylaws to “proxy-ballots” shall include those submitted by postal mail or by electronic transmission, as determined by the Board of Directors, provided that the Society can reasonably determine that any such method of electronic transmission was authorized by the member.

Section 2. Candidates

A. Nominating Committee: Undesignated Members: The ballots shall include at least four (4) qualified candidates and space for write-in candidates for the Nominating Committee for the undesignated positions on the Nominating Committee. The two (2) individuals receiving the most votes will serve.

B. Nominating Committee: Community Oncologist Designated Member: Every three (3) years the ballot will include the names of at least two (2) candidates and space for a single write-in candidate for the Designated Community Oncologist position on the Nominating Committee. Election shall require a plurality of the votes cast.

C. President-Elect: The ballot will include the names of at least two (2) candidates for President-Elect and a space for a single write-in candidate. Each candidate for President-Elect shall either (i) have previously completed a term as an Elected Director or as Treasurer, or (ii) at the time the proxy-ballot is made available to the membership, be
serving the final year of a term as an Elected Director or as Treasurer. Election shall require a plurality of the votes cast.

D. Treasurer: Beginning with the election of Elected Officers whose terms commence at the conclusion of the 2018 Annual Meeting, every four (4) years the ballot will include the names of at least two (2) candidates for Treasurer and space for a single write-in candidate. Election shall require a plurality of the votes cast.

E. Directors: To fill the fourteen (14) Elected Director positions, in the first and third years of each four (4) year period the ballot shall include six (6) candidates nominated by the Nominating Committee and space for write-in candidates for three (3) Elected Directors’ positions; and in the second and fourth years of each four (4) year period, the ballot shall include eight (8) candidates nominated by the Nominating Committee and space for write in candidates for four (4) Elected Directors’ positions. In each case, the candidate (where one (1) position is open) or the candidates (where two (2) positions are open) receiving the highest number(s) of votes will be elected. Each Elected Director shall serve a four (4) year term. In particular:

1. In the first year of each four (4) year period, two (2) candidates for one (1) undesignated specialty position, two (2) candidates for one (1) community oncologist position, and two (2) candidates for one (1) medical oncologist position;

2. In the second year of each four (4) year period, two (2) candidates for one (1) undesignated specialty position, two (2) candidates for one (1) community oncologist position, two (2) candidates for one (1) international oncologist position, and two (2) candidates for one (1) radiation oncologist position;

3. In the third year of each four (4) year period, two (2) candidates for one (1) undesignated specialty position, two (2) candidates for one (1) community oncologist position, and two (2) candidates for one (1) surgical oncologist position; and

4. In the fourth year of each four (4) year period, four (4) candidates for two (2) undesignated specialty positions, two (2) candidates for one (1) international oncologist position, and two (2) candidates for one (1) pediatric oncologist position.

ARTICLE VIII – COMMITTEES

Section 1. Standing and Other Committees of the Board

The Standing Committees of the Board shall include those Committees specifically identified in this Article VIII, Section 1. All Standing Committees of the Board shall consist solely of Directors and shall
have at least three (3) Director members. Except as otherwise noted in this Article VIII, the Chairs, composition and terms (which may be staggered) of members of all Standing Committees of the Board shall be recommended by the Chair of the Board and approved by the Board of Directors.

F. Executive Committee: The composition, terms and authority of this Committee shall be as set forth in Article VI, Section 6.

B. Audit Committee:
The Audit Committee shall recommend an independent audit firm for the Society to the Board, and shall receive, review and report to the Board on the resulting annual audit and management letter and any other related reports presented by the Society's independent audit firm. The Audit Committee shall also recommend to the Board any steps which the Audit Committee believes are necessary to correct any problem which may be identified in the annual audit, management letter, and other reports. The Audit Committee and shall also perform such other functions in connection with the annual audit of the Society as may be requested by the Board. The Audit Committee shall also review and report to the Board the results of any special audits and/or financial analyses, compliance, or operational reviews which the Audit Committee, the Board, or appropriate staff may have initiated. The Treasurer-Elect shall be an ex-officio voting member of the Audit Committee. The Treasurer shall be an ex-officio voting member of the Audit Committee, but shall not be its chair.

C. Finance Committee:
The Finance Committee shall review the draft annual budget, and any amendments thereto, initiated by the Treasurer and the Chief Executive Officer, and after consideration of such items, shall present a budget, and any amendments thereto, to the Board of Directors for approval. The Finance Committee shall identify for the Board budget items of particular importance. The Finance Committee shall review the performance of the Society's investment trust(s), investment manager(s), investment advisor(s) and/or trustee institution(s), and report to the Board the results of such performance, along with any recommended changes. The Treasurer-Elect shall be an ex-officio voting member of the Finance Committee. The Treasurer shall serve ex-officio, with vote, as Chair of the Finance Committee.

D. Compensation Committee:
The Compensation Committee shall be comprised of the Elected Officers (with the Chair of the Board as chair) and the Treasurer, and shall be responsible for reviewing and recommending to the full Board for approval the compensation and all other terms of the employment contract, and any amendments or extensions thereto, for the Chief Executive Officer. The Compensation Committee shall also be responsible for review and approval of the compensation of any other Society employee who may be deemed by the Board or the Chief Executive Officer to be subject to such review.

E. Additional Committees of the Board:
As it deems necessary, the Board of Directors may appoint such additional Committees of the Board, which shall consist solely of Directors and shall have at least three (3) Director members. The purposes
and authority of such Committees of the Board shall be set forth by resolution of the Board of Directors. The composition and terms of such Committees, including the Chairs of such Committees, shall be recommended by the Chair of the Board and approved by the Board of Directors.

Section 6.2. Standing and Other Committees of the Society

The Committees of the Society shall include those Committees specifically identified in this Section 6.2. Committees of the Society may include Directors and/or non-Director members of the Society. Except as otherwise noted in this Section 6.2, each Committee of the Society’s Chair-Elect shall be recommended by the President-Elect and approved by the Board of Directors. Chairs-Elect shall serve a one (1) year term (concurrent with the appointing President-Elect’s term as President-Elect), shall then succeed to a one (1) year term as Chair (concurrent with the term of the appointing President-Elect’s term as President) and shall then succeed to a one (1) year term as Past-Chair (concurrent with the term of the appointing President-Elect’s term as Chair of the Board). Except as otherwise provided in these Bylaws, the composition of Committees of the Society shall be recommended by an Elected Officer and approved by the Board of Directors. Appointment of members to Committees of the Society shall be for a three (3) year term unless otherwise recommended by an Elected Officer and approved by the Board of Directors.

A. Nominating Committee

There shall be a Nominating Committee of the Society which, with guidance from the Board of Directors as to the needs of the Society, shall be responsible for providing the membership with a slate of candidates for elected positions. The Nominating Committee shall consist of nine (9) members: six (6) Elected Officers, each with a vote, and seven (7) elected undesignated members, each with a vote; provided that at least one (1) of the elected Nominating Committee members, one (1) designated member who shall be a community oncologist, the President, and the Chair of the Board. Elections shall be Oncologist.

Those Nominating Committee members who are not Elected Officers shall be elected by the Voting Members from among candidates selected by the Nominating Committee and candidates that are written in by Voting Members. To the extent possible, over each three-year period, the elected Nominating Committee members will be elected in such order:

Year 1: two (2) undesignated Nominating Committee members;

Year 2: two (2) undesignated members of the Committee shall be elected each year by the voting membership of the Society and Nominating Committee members;

Year 3: one (1) designated community oncologist shall be elected every three years by the voting membership of Oncologist and two (2) undesignated Nominating Committee members;

The Nominating Committee shall determine whether a candidate for the Nominating Committee (nominated or write-in) satisfies the Society. The elected members of the designation for such seat.
Elected Nominated Committee members (i.e., those who are not Elected Officers) shall each serve terms of three (3) years, which shall be staggered. No elected member of the Nominating Committee member shall serve more than one (1) term. The as an elected Nominating Committee member. A term served as an ex-officio Nominating Committee member (i.e., as an Elected Officer) shall not be considered to be a term as an elected Nominating Committee member.

Until June 5, 2023, the Chair of the Nominating Committee shall be the senior elected member who when elected received the highest number of votes. Beginning June 5, 2023 and thereafter, the Chair of the Board shall serve ex officio as Chair of the Nominating Committee.

B. Additional Committees of the Society.

As it deems necessary, the Board of Directors may appoint such additional Committees of the Society which shall consist of Directors and/or non-Director members of the Society. The purposes and authority of such additional Committees of the Society shall be set forth by resolution of the Board of Directors, and the composition of such Committees shall be recommended by the President and approved by the Board of Directors.

1. Except as specifically provided in these Bylaws, each Committee of the Society’s Chair-Elect shall be recommended by the President-Elect and approved by the Board of Directors. Chairs-Elect shall serve a one (1) year term (concurrent with the appointing President-Elect’s term as President-Elect), shall then succeed to a one (1) year term as Chair (concurrent with the term of the appointing President-Elect’s term as President) and shall then succeed to a one (1) year term as Past-Chair (concurrent with the term of the appointing President-Elect’s term as Chair of the Board).

2. Appointments to Committees of the Society shall be for a three (3) year term unless otherwise recommended by the President and approved by the Board of Directors.

ARTICLE IX - SECTION 7. AFFILIATES

The Society may establish a formal relationship with certain state and regional oncology societies which shall be affiliates of the Society in accordance with rules and regulations adopted by the Board of Directors. At a minimum, such rules and regulations shall require that such affiliates be separate legal entities which are incorporated under state law and which make written application to the Society for affiliate status, thereby agreeing to adhere to the Society's rules and regulations governing the affiliate program. The affiliates shall have no actual or apparent authority to act on behalf of the Society, may not bind the Society to any contracts, and may not hold themselves out as an agent of the Society except to the extent expressly authorized in writing by the Society.

ARTICLE X - SECTION 8. INDEMNIFICATION
The Society shall indemnify to the extent legally permissible each of its Officers and Directors, and shall have the power to indemnify to the extent legally permissible each of its Committee members, employees, or agents, against all costs, liabilities and expenses (including counsel fees) reasonably incurred by him or her in connection with the defense or disposition of any action, suit, or other proceeding, asserted or threatened against him or her while in office or thereafter, by reason of his or her being or having been such an Officer, Director, Committee member, employee, or agent with respect to any matters as to which he or she acted in good faith in the reasonable belief that his or her action was in the best interests of the Society. The right of indemnification hereby provided shall not be exclusive of or affect any other right to which any Officer, Director, Committee member, employee, or agent may be entitled. As used in this Article, the terms “Officer,” “Director,” “Committee member,” “employee,” and “agent” include their respective heirs, executors, administrators, and legal representatives.

ARTICLE XI - SECTION 9. AMENDMENTS TO BYLAWS

Section 9.1 Amendment of Bylaws

These Bylaws may be amended by the members through a two-thirds majority affirmative vote of those cast by the voting membership Voting Members, provided that the proposed amendments have been approved by the Board of Directors. The proxy ballot shall name the Chair of the Board (or his or her designee) as the proxy holder. The proposed Bylaws amendments and the proxy ballot will be made available to the membership by electronic mail or by such other means prescribed by the Board of Directors at least thirty (30) days prior to the last eligible date for casting proxy ballots. Members will be instructed to cast one (1) vote in favor of or against the proposed amendments. The proxy holder will vote such proxies as designated in the proxy ballot. Proposed amendments may originate with the Board of Directors or under the written signature of one hundred (100) Full Voting Members in good standing. All proposed amendments must be submitted to the Board of Directors.

ARTICLE XII - DISSOLUTION

Section 1. Distribution of Assets

Upon the dissolution of this Society, all of the assets thereof, after payment of all debts and liabilities of the Society, shall be paid and distributed as set forth in the Certificate of Incorporation.

Section 2. Events of Dissolution

The Society shall be dissolved upon the occurrence of any one or more of the following events:

If and when the science of clinical oncology is no longer pertinent within the field of medical practice.

G. If it is deemed that the membership is no longer interested in the support of the Society.

Explanation: In the existing Bylaws, a 2/3 majority vote of ASCO members (with at least 100 members voting) is needed to amend the Bylaws. In the proposed Bylaws, a simple majority (51%) vote of the members is required. This reflects new flexibility offered in the New York non-profit corporation law.

As described above, the modernized New York law allows members to directly cast their votes electronically or by mail, instead of requiring that the members submit a proxy ballot that is officially “cast” by the Chair of the Board (or designee).

A section of the existing Bylaws, describing what happens if the Society is dissolved, has been removed from the proposed Bylaws. Corporate dissolution does not need to be addressed in the Bylaws because it is addressed in the corporate charter and in New York law.
Section 3. Action of Dissolution

Unless otherwise required by law, dissolution shall be proposed, processed, and voted upon in the same manner as that stipulated in these Bylaws for the Amendment thereto.

X X X X X X
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AMERICAN SOCIETY OF CLINICAL ONCOLOGY, INC.

FIRST: The name of the Corporation is American Society of Clinical Oncology, Inc.

SECOND: The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended (the “Code”). The purposes for which the Corporation is formed are as follows:

a) to promote and foster the exchange and diffusion of information and ideas relating to human neoplastic diseases, including the biology, prevention, diagnosis, staging, treatment, and psychosocial impact of cancer and cancer survivorship;

b) to further the training of all persons in cancer research and in the total care of patients with neoplastic diseases;

c) to encourage optimal communication among the various specialties concerned with neoplastic disease; and

d) to facilitate cancer research and the delivery of cancer care.

Notwithstanding the foregoing, the Corporation shall not organize, operate or conduct an institution of the kind referred to in Not-For-Profit Corporation Law §§ 404(a) through (c) and (e) through (w); and the Corporation shall not directly or indirectly carry on any activity which would prevent it from retaining exemption from federal income taxation under § 501(c)(3) of the Code.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific or educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Not-For-Profit Corporation Law.

In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in § 202 of the Not-For-Profit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

THIRD: The Corporation hereby designates the Secretary of State of the State of New York as agent of the Corporation upon whom process against it may be served. The post office address within or without the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation which is served upon him is:

2318 Mill Road, Suite 800
Alexandria, VA 22314
FOURTH: The office of the Corporation within the State of New York is to be located in the County of Albany.

FIFTH: The Corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. The Corporation shall be a [Type B charitable] corporation under § 201 of the Not-for-Profit Corporation Law. The duration of the Corporation shall be perpetual.

SIXTH: The Corporation shall have members. The rights and designation of members shall be set forth in the Corporation’s Bylaws. The directors need not be members of the Corporation unless so required by the Bylaws.

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, trustee or officer of the Corporation, or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate-in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

EIGHTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as exempt organization or organizations under § 501(c)(3) of the Code. In the event of voluntary dissolution, such organization or organizations shall be selected in the discretion of the directors, subject to approval of the plan of dissolution and distribution of assets upon an order of a Justice of the Supreme Court of the State of New York.

NINTH: Whenever, under the Not-for-Profit Corporation Law, members are required or permitted to take any action by vote, such action may be taken without a meeting if (1) no fewer than 100 members eligible to vote consent to such action in writing or electronically and (2) such action is approved by the proportion of votes cast by members eligible to vote as would be required to approve such action if the votes were cast at a meeting of the members.

Explanation: New York state law describing the types of not-for-profit organizations has been amended. “Type B” corporations are now referred to as “charitable” corporations.

Explanation: This new provision would permit members who are eligible to vote to submit their votes electronically or by mail. The Society currently uses a complicated proxy ballot system to permit members to vote electronically or by mail. This provision would lessen the administrative burden of the voting process.