SECTION 1. NAME

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

SECTION 2. PURPOSE

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

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.

Section 3.2 Eligibility for Membership

Membership in the Society and the Association is limited to Oncology Medical Professionals, defined in these Bylaws as those individuals who meet any one of the qualifications as set forth below in Sections 3.2(A) through (C):

   A. individuals whose professional credentials and activities involve cancer patient care and/or research, education, or advocacy in the biology, diagnosis, prevention or treatment of human cancer;

   B. 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 who are students training to be professionals described in Section 3.2(A).

Further definition and clarification of the foregoing membership qualifications may be adopted from time to time by both the Society Board of Directors and the Association Board of Directors.

Section 3.3 Voting Membership

Member voting in the Society and the Association 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 by the Society and the Association 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 3.5 Membership Discipline/Termination

If membership in the ASCO Association is terminated for any reason including, but not limited to, the failure to pay membership dues to ASCO Association, membership in the Society will terminate immediately without any further action by the member or 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 remains a member in good standing under the membership eligibility criteria in effect at the time of induction shall be subject to termination of membership solely because such membership eligibility criteria were subsequently changed in these Bylaws.

Section 3.6 Member Meetings and Voting

A. Regular Meetings

The Society shall hold at least one (1) regular member meeting annually (hereinafter referred to as the Annual Business Meeting). The Annual Business Meeting shall be held in conjunction with the Society’s primary annual scientific meeting or at such other date, time, and place as determined by the Board of Directors. The Board of Directors may call additional regular meetings of the membership 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.

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.
B. 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

A quorum of the members for the transaction of business at any meeting of the membership of the Society shall consist of no fewer than 100 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 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

The Society may in its discretion permit Voting Members to vote by proxy for any vote by members set forth in these Bylaws. 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 by the proportion of votes cast by Voting Members as would be required to approve such action if the votes were cast at a meeting of the members. Such consent may be written or electronic.

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.

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;
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

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.
An Elected Director shall serve a term of four (4) years, or until a successor 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

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.
The Society shall have the following four (4) Elected Officers: a President-Elect, a President, a Chair of the Board, and a Past President. 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. Only a Voting Member in good standing who is an Oncologist shall be eligible to hold office as an Elected Officer.

A. **Election and Succession of Elected Officers**

Each year, a President-Elect shall be elected by the Voting Members. The Nominating Committee shall submit two (2) candidates for the position of President-Elect to the Society Board of Directors. The Board of Directors will select one of the candidates by action as described in Section 4.5(d). Such candidate will be submitted to the Voting Members for election.

The individual elected as President-Elect will serve a four (4) year term as an Elected Officer, succeeding automatically and annually during that four (4) year term to successive years in the offices of President, Chair of the Board, and Past President as described in this Section 5.1. No individual who has served as an Elected Officer may be reelected to serve an additional term as an Elected Officer. The Elected Officers’ terms and respective successions of office commence at the earlier of the conclusion of the Annual Business Meeting or June 15 of each year.

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.
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. In the case of a vacancy in the office of the Chair of 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.

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 treated 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 in such office for one (1) year and then shall automatically succeed to the office of Treasurer. The Treasurer-Elect shall serve 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 retain 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

Explanation: The proposed Bylaws clarify that any of the Elected Officers (President-Elect, President, Chair, and Past President) can be removed by vote of the members. The Board of Directors does not have authority to remove any of the Elected Officers from office outright, but can suspend an Elected Officer from the duties of office if there is cause to do so. The Bylaws already specify who takes over the duties of the suspended Officer.

Explanation: In the current Bylaws, the members elect a Treasurer. In the proposed Bylaws, each year the Board will vote for one of the Board members to be the Treasurer-Elect. After 1 year the Treasurer-Elect automatically becomes the Treasurer.

Explanation: In the proposed Bylaws, after serving a one-year term as Treasurer-Elect, the individual serving as Treasurer-Elect becomes Treasurer. The Treasurer serves a one-year term and has essentially the same roles and responsibilities as the elected Treasurer does in the existing Bylaws. The Treasurer remains a voting Board member with all the normal rights of a Board member.
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 of Treasurer. The Treasurer shall remain an Elected Director for purposes of these Bylaws. An individual who resigns or is removed as Treasurer shall remain an Elected Director absent resignation or removal from The Board of Directors.

Section 5.4. Chief Executive Officer

The Chief Executive Officer shall be the chief executive of the Society, 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 5.5. Compensation

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

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.

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 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 and shall perform such other functions in connection with the annual audit of the Society as may be requested by the Board. The Audit Committee shall review and report to the Board the results of special financial, 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 serve ex-officio, with vote, as chair of the Audit Committee.

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

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.

Explanation: Just as in the existing Bylaws, the Treasurer is a member of the Audit Committee but not its chair. In the proposed Bylaws, the Treasurer-Elect will be also a member of the Audit Committee and could even be the chair of the Audit Committee.

Explanation: Just as in the existing Bylaws, the Treasurer is Chair of the Finance Committee. In the proposed Bylaws, the Treasurer-Elect will also be a member of the Finance 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. The purposes and authority of such Committees of the Board shall be set forth by resolution of the Board of Directors.

Section 6.2. 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 the Elected Officers, each with a vote, and seven (7) elected members, each with a vote; provided that at least one (1) of the elected Nominating Committee members shall be a community 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 Nominating Committee members;

Year 3: one (1) designated community Oncologist and two (2) undesignated Nominating Committee members;

Explanation: In the existing Bylaws, the President and Chair of the Board are automatically voting members of the Nominating Committee. In the proposed Bylaws, the President-Elect, President, Chair of the Board, and Past President are all voting members of the Nominating Committee. There are no changes to the composition of the 7 elected members of the Nominating Committee.

In the existing Bylaws, the elected Nominating Committee member who receives the most votes from members in the election ultimately becomes the chair of the Nominating Committee. All those who have been so elected will serve their terms as Nominating Committee Chairs. Beginning in 2023, in the proposed Bylaws, the Nominating Committee will be chaired by the Chair of the Board.
The Nominating Committee shall determine whether a candidate for the Nominating Committee (nominated or write-in) satisfies the designation for such seat.

Elected Nominated Committee members (i.e. those who are not Elected Officers) shall serve terms of three (3) years, which shall be staggered. No elected Nominating Committee member shall serve more than one (1) term 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 additional Committees 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.

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.

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 such individual being or having been such an Officer, Director, Committee member, employee, or agent with respect to any matters as to which such individual acted in good faith in the reasonable belief that such individual’s 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.

SECTION 9. AMENDMENTS TO BYLAWS

Explanation: In the existing Bylaws, only Full Members are eligible to be voting members or chairs of standing Committees. In the proposed Bylaws, other than the Nominating Committee (which is made up of Voting Members), any ASCO member can be a voting member of a standing Committee and can chair the Committee.
Section 9.1 Amendment of Bylaws

These Bylaws may be amended by the members through a majority affirmative vote of those cast by the Voting Members, provided that the proposed amendments have been approved by the Board of Directors. The proposed Bylaws amendments will be made available to the membership at least thirty (30) days prior to the last eligible date for casting votes. Proposed amendments may originate with the Board of Directors or under the written signature of one hundred (100) Voting Members in good standing. All proposed amendments must be submitted to the Board of Directors.

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.
RESTATED CERTIFICATE OF INCORPORATION
OF
AMERICAN SOCIETY OF CLINICAL ONCOLOGY, INC.

Under Section 805 of the Not-for-Profit Corporation Law

THE UNDERSIGNED, for the purpose of restating the Certificate of Incorporation under the Not-for-Profit Corporation Law of the State of New York, hereby certifies that the Certificate of Incorporation is amended and restated in its entirety, as follows:

FIRST: The name of the corporation is American Society of Clinical Oncology, Inc. The corporation was formed under the name “The American Society of Clinical Oncology, Inc.”.

SECOND: The date of filing of the Certificate of Incorporation by the Department of State is April 16, 1965.

THIRD: The Certificate of Incorporation of the corporation is hereby amended to effect the following amendments or changes authorized by the Not-for-Profit Corporation Law:

(a) Article THIRD of the Certificate of Incorporation is hereby amended to change the address to which the Secretary shall mail a copy of any process against the corporation served upon the Secretary;

(b) Article FIFTH of the Certificate of Incorporation is hereby amended to remove reference to the corporation being a Type B corporation under Section 201 of the Not-for-Profit Corporation Law, and to state that the corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

(c) A new Article NINTH is added to the Certificate of Incorporation to provide that, as permitted under Section 614(a) of the Not-for-Profit Corporation Law, the written consent of less than all of the members is sufficient for corporate action.

FOURTH: The Certificate of Incorporation of the corporation is hereby restated in its entirety to read as follows:
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:
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 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 an 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.
FIFTH: This Restatement of the Certificate of Incorporation was authorized at a meeting of the members held on [insert date], by majority vote of the members who are entitled to cast votes, in accordance with Section 802(a)(1) of the Not-for-Profit Corporation Law.

IN WITNESS WHEREOF, the undersigned has subscribed this certificate this ___ day of __________, 2021 and affirmed under penalties of perjury that the statements made herein are true.

By: Clifford A. Hudis, MD, FACP, FASCO
Title: Chief Executive Officer