



Ohio Partners for Cancer Control

Bylaws

November 16, 2017*

Definitions:

1. Organization: A unified body of individuals committed to specific purposes, such as a university or a non-profit entity.
2. Distinct Program: A group of individuals that are a subset of a larger organization and are charged and funded to complete distinctive tasks that contribute to the goals of the larger entity.
3. Individual Member: A person with interest in cancer prevention and control but does not represent a specific organization or distinct program.
4. Voting member: Representatives of an organization or distinct program and individual members have the right to cast one vote

Article I: ORGANIZATION, MISSION AND PURPOSE

- Section 1. Name. The name of the organization shall be the Ohio Partners for Cancer Control (hereafter referred to as the OPCC).
- Section 2. Area of Service. The OPCC shall serve the state of Ohio.
- Section 3. Mission. The OPCC is a collaboration of organizations, distinct programs, and individuals dedicated to reducing the cancer burden in Ohio.
- Section 4. Purpose. The purpose of the OPCC is to develop, implement, and evaluate a comprehensive plan to reduce cancer in Ohio through collaboration with a network of organizations, distinct programs, and individuals. OPCC provides statewide leadership and coordination and serves as a catalyst for cancer prevention and control activities throughout Ohio.

Article II: MEMBERSHIP

Definitions:

Organization

The organization member category is for a person representing an organization that has an interest in advancing the mission of the OPCC and will represent their organization's interest while participating in OPCC. Members representing an organization are dedicated to advancing the cancer control activities outlined in the current version of the *Ohio Comprehensive Cancer Control Plan*. Members representing organizations agree to all terms of the membership as outlined in the OPCC governance. Members representing an organization cast one vote and are eligible to hold elected office within the OPCC. An organization may have more than one OPCC member but will only cast one vote and have one member hold elected office on any committee within the OPCC at any given time.

Distinct Programs

The distinct program category is for a person representing a distinct program housed within a larger organization that has an interest in advancing the mission of the OPCC and will represent their distinct program's interest while participating in the OPCC. This category would include larger organizations (e.g. universities, government entities) that have a number of unique and diverse programs dedicated to cancer control activities. Examples of distinct programs would include a university that has unique programs dedicated to the advancement of cancer control such as cancer genetics, cancer registries, tobacco cessation etc. Members representing a distinct program are dedicated to advancing the cancer control activities outlined in the current version of the *Ohio Comprehensive Cancer Control Plan*. Members representing distinct programs agree to all terms of the membership as outlined in the OPCC governance. A member representing a distinct program may cast one vote and are eligible to hold elected office within the OPCC. A distinct program may have more than one OPCC member but will only cast one vote and have one member hold elected office on any committee within the OPCC at any given time.

Individual Member

The individual member category is for a person that has an interest in advancing the mission of the OPCC but does not have any current affiliation with an organization/distinct program involved in cancer activities. Such a person may be (but is not limited to) someone who is retired, a cancer survivor, or a community/family member dedicated to advancing cancer control activities in Ohio. Individual members are dedicated to advancing the cancer control activities outlined in the current version of the *Ohio Comprehensive Cancer Control Plan*. Individual members agree to all terms of membership as outlined in the OPCC governance. Individual members cast one vote and are eligible to hold elected office within the OPCC.

Section 1. Eligibility.

- A. Membership is open to any organization, distinct program, or individual with an interest in reducing the burden of cancer in Ohio and which meets all membership requirements. Membership in the OPCC is to be inclusive and continuously open and should reflect the geographic, racial, ethnic, and cultural diversity of Ohio.
- B. Any organization, distinct program, or individual meeting the eligibility requirements shall be eligible for membership as approved by the Executive Committee.

Section 2. Requirements and Rights of Member Representatives.

- C. Requirements and rights of member representatives shall include:
 - a. Complete and submit a membership application. A member may represent themselves or their organization/distinct program. For members representing organizations/distinct programs, an official representative and alternate representative should be identified, if possible.
 - b. Endorse the mission, purpose, goals, and objectives of OPCC;

- c. Receive regular communication from OPCC about comprehensive cancer control issues and activities and be eligible to submit information about their organization and activities for publication in OPCC communications;
 - d. For members representing organizations/distinct programs, communicate their organization's/distinct program's viewpoints to OPCC and inform their organization/distinct program of OPCC's mission, decisions, and activities;
 - e. Attend half or a majority of general meetings in a calendar year;
 - f. Participate on the Executive Committee or at least one subcommittee;
 - g. Stated commitment to execute the *Ohio Comprehensive Cancer Control Plan*; and,
 - h. Annual completion of an in-kind contribution survey/questionnaire
- D. Resignation of Membership:
- a. Any member representative has the right to resign their membership at any time. Resigning member representatives of organizations/distinct programs should designate a replacement representative (alternate) for their organization/distinct program to the OPCC.

Section 3. Termination of Membership.

- A. A member representative not meeting all of the membership requirements (see Section 2) may be removed from membership by a majority vote of the members of the Executive Committee present at a meeting of the Executive Committee.
- B. A member representative may be removed from the OPCC for cause only after the member representative has had the opportunity to be heard by the Executive Committee. Upon voting to remove any member representative from the OPCC, the Executive Committee shall give written notice to the removed member representative at least fifteen (15) days prior to the next Executive Committee meeting. The notice shall set forth the date on which the removed member representative's membership shall terminate and the reasons for such termination.

Article III: MEETINGS

Section 1. Frequency. The OPCC membership and the Executive Committee will meet no less than annually, unless otherwise specified by the Executive Committee.

Section 2. Meetings. Meetings will be provided to member representatives as the schedule is set at the beginning of each calendar year. Meeting reminders will be distributed no later than fifteen (15) days prior to meetings.

Section 3. Annual Meeting. The annual meeting is to be held each year at such a date, time, and place as may be fixed by the Executive Committee. The purpose of the Annual Meeting is to elect Executive Committee members and to transact such other business as may be brought before the membership.

Section 4. Special Meetings. Special meetings of member representatives may be convened at the discretion of the Executive Committee.

Section 5. Quorum. A quorum for any meeting of the member representatives shall be comprised by the presence, in person or by written proxy, of one-third of the active members.

Section 6. Voting.

- A. Voting. Each voting member shall have the right to cast one (1) vote, in person or by written proxy, with respect to all matters properly placed before voting member representatives for a formal vote as determined by the Executive Committee.
- B. Proxy Votes. Proxy votes shall be submitted to an official OPCC representative (Administrator, Chair, Co or Vice-Chair or designated Executive Committee member) prior to the date of the meeting for which the proxy was intended. Every proxy shall be valid only for the meeting specified therein or any adjournment thereof, and shall comply with all requirements of the Executive Committee reasonably designed to assure the authenticity of such proxy.
- C. Action without a Meeting. Any action that may be authorized or taken at a members' meeting may be authorized or taken without a meeting in a writing or writings signed by a majority of the members who would be entitled to notice of a meeting of the members held for such purpose, and such writing or writings shall be made a part of the records of the organization. Writings may include electronic media such as email.

Section 7. Minutes. Minutes will be recorded, filed, and distributed to the OPCC member representatives by OPCC staff or selected volunteers.

Section 8. Parliamentary Authority. Executive and general member meetings shall follow to the extent practical the current edition of *Robert's Rules of Order* that are consistent with the OPCC Bylaws.

Article IV: EXECUTIVE COMMITTEE AND STAFF

Section 1. Composition & Quorum.

- A. The Executive Committee is the only standing committee within OPCC. The Executive Committee shall establish the subcommittees outlined in Article 5.
- B. The Executive Committee may be composed of an odd number of no more than fifteen (15) active OPCC member representatives, including either two (2) Co-Chairs or a Chair, Vice-Chair

structure. The Administrator of OPCC shall serve as an ex-officio member of the Executive Committee. Subcommittees Chairs may serve as ex-officio members of the Executive Committee if not serving as an official member of the Executive Committee. No more than two-member representatives of distinct programs within a single organization may serve on the Executive Committee. Each elected member of the Executive Committee may have an alternate to take their place if they cannot attend a meeting.

- C. A quorum of the Executive Committee shall be comprised of more than one half of the Executive Committee membership.

Section 2. Authority.

- A. The Executive Committee shall be the governing body of the OPCC and shall have full power to conduct, manage and direct the business, establish the policies, and protect the property of the OPCC. The Executive Committee delegates responsibility for day-to-day operations to the Administrator or OPCC's staff and/or subcommittees.
- B. The Executive Committee will have responsibility for the fiduciary oversight and administration of all or any funds by the organization.

Section 3. Voting.

- A. Each member of the Executive Committee shall have the right to cast one (1) vote, in person or by written proxy, with respect to all matters properly placed before the Executive Committee and member representatives.
- B. Proxy votes shall be submitted to an official OPCC representative (Administrator, Chair, Co or Vice-Chair or designated Executive Committee member) prior to the date of the meeting for which the proxy was intended. Each proxy shall be valid only for the meeting specified therein or any adjournment thereof, and shall comply with all requirements of the Executive Committee reasonably designed to assure the authenticity of such proxy.
- C. Any action that may be taken at a members' meeting may be authorized or taken without a meeting in writing or writings signed by a majority of the members who would be entitled to notice of a meeting of the members held for such purpose, and such writings shall be made a part of the records of the organization. Writings may include electronic media such as email.

Section 4. Officers.

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The officers shall be a Chair or two Co-Chairs, one or two Chair-Elects, and the Administrator, each of whom shall be elected or appointed by the Executive Committee. Such other officers as may be deemed necessary may be elected by the members and shall have the authority to perform the duties prescribed, from time to time, by the Executive Committee. Initial officers and vacancies in offices may be filled by an "interim officer" appointed by a majority vote of the Executive Committee until the next annual election. The Past-Chair will serve as an ex-officio Executive Committee member for up to two years.

- a. Chair/Co-Chairs: The Chair(s) shall preside at all meetings of the members and of the Executive Committee.
- b. Chair/Co-Chair- Elect(s): In the absence of the Chair(s) or in event of the Chair's inability or refusal to act, the Co-Chair(s) Elect shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Co-Chair(s)-Elect shall perform such other duties as from time to time may be delegated to them by the Chair or by the Executive Committee. The Co-Chair(s)-Elect will serve two years and then transition to the role of Chair/Co-Chairs for two more years.
- c. Administrator: A standing member of the Executive Committee, the Administrator is the program manager for the Ohio Department of Health Comprehensive Cancer Control Program, and shall act as the chief administrator of OPCC. The Administrator is responsible for the daily operations of the OPCC. The Administrator will serve as the agent for all notifications and financial matters of the duties assumed by the Chair and /or their designee.

Section 5. Qualifications:

Executive Committee member(s) shall be OPCC members who are empowered to obtain commitments of resources and support from within their organization and who are empowered to be a voice for their organization.

Section 6. Nomination.

- A. An ad-hoc Nominating Committee shall be appointed by the OPCC Executive Committee at least two months prior to the Annual Meeting and submit a slate of new Executive Committee members to be voted on by the voting member representatives at the Annual Meeting. The proposed slate shall represent the geographic, racial, ethnic, and cultural diversity of the state. Nominees selected by the Nominating Committee must be member representatives of the OPCC.
- B. In addition to the slate of nominees presented by the Nominating Committee, any member representative may become a nominee by agreeing to be nominated by another OPCC member who moves his or her nomination. Nominations from the floor are permitted.

Section 7. Election.

Executive Committee members shall be elected by the full membership. The election will be held at the Annual Meeting in accordance with the election procedures established by the Executive Committee. Each member shall receive one ballot to be cast in person or by written proxy and shall have a number of votes equal to the number of openings to be filled.

Section 8. Terms.

- A. All Executive Committee members shall serve two-year terms, not to exceed two (2) consecutive two-year terms, unless it is decided by the OPCC that no other willing or able candidates are

available for a position. Two-year terms shall be staggered so that approximately half of the Executive Committee is elected each year.

- B. The term of office will be January 1 to December 31 of each year. Elections will be held at the Annual Meeting.

Section 9. Removal, Resignation, and Vacancy.

- A. Any member of the Executive Committee may be removed from the office without assigning any cause by a vote of two thirds of other Executive Committee members.
- B. An Executive Committee member shall be removed for excess absences from the Executive Committee if he or she has two (2) consecutive unexcused absences from Executive Committee meetings in one (1) year.
- C. Resignation from the Executive Committee must be in writing and received by an officer or the Administrator.
- D. When a vacancy on the Executive Committee exists due to leave of absence, resignation, or vacancy, the vacancy will be filled by the organization's alternate representative or through appointment by the Executive Committee. If the alternate representative cannot or will not meet the qualifications of an Executive Committee member (see Section 3), the vacancy will be filled by the Executive Committee. In other cases of vacancy, the Executive Committee Chair may nominate an OPCC member representative who meets the requirements of the vacated class to serve the remainder of the term. The nomination must be ratified with a majority vote of the Executive Committee.
- E. In the absence of an Administrator, these duties shall be assumed by the Chair and/or their designee.

Article V. SUBCOMMITTEES

Section 1. Subcommittees.

- A. The Executive Committee shall establish subcommittees as necessary to fulfill the mission and purpose of the OPCC, including the development, implementation, and evaluation of the *Ohio Comprehensive Cancer Control Plan*. Subcommittees can be, but are not limited to: the priority objectives selected from the Cancer Plan and ad-hoc subcommittees such as the nominating Committee.
- B. The Subcommittees shall report directly to the Executive Committee on their work.
- C. Subcommittees may be composed of persons from the Executive Committee and the membership.

- D. Subcommittee Chairpersons shall serve one-year terms, not to exceed two (2) consecutive one-year terms unless otherwise decided by the Executive Committee.
- E. Meetings of the Subcommittee shall be held at a frequency determined by the Subcommittee Chairpersons.
- F. Meeting reminders should be provided to subcommittee members at least two (2) weeks in advance. The Chairpersons shall be responsible for ensuring that minutes are recorded, filed and distributed to the subcommittee members and the Executive Committee.

Article VI: VOTING

Decision making in the OPCC, the Executive Committee, and subcommittees shall be determined by a simple majority of the member representatives, with the exception that approval of amendments to these By-Laws requires a two-thirds majority vote of the OPCC membership

Article VII: CONFLICT OF INTEREST

On any matter brought to a vote, a member with a personal or organizational conflict of interest (financial or otherwise) between the interests of the OPCC and the individual or member representative's organization will be responsible to declare such a conflict. The OPCC Chair and/or designee shall decide whether the Executive Committee should vote on the issue about which the conflict has been declared.

Article VIII: AMENDMENTS

- Section 1. Bylaws Review. The Executive Committee shall undertake a review of these Bylaws every two (2) years.
- Section 2. Proposed Amendments. Any OPCC member may propose any amendment to these Bylaws by submitting the proposed amendment to the Executive Committee for review at least thirty (30) days prior to their next scheduled meeting for a vote to amend. Proposed amendments shall be distributed to all OPCC members at least 30 days prior to the next general member meeting.
- Section 3. Amendment Procedure. These Bylaws may be amended at a meeting of the OPCC by a two-thirds majority, either present or by written majority.
- Section 4. Effective Date of Amendments. Amendments to these Bylaws shall take effect immediately after they are adopted unless otherwise provided.

***Accepted by unanimous vote at the OPCC General Member meeting of November 16, 2017.**