

POTENTIAL REVISED BYLAWS 2012

FLORIDA SOCIETY OF CLINICAL ONCOLOGY

**Article I
NAME**

The name of this organization shall be the Florida Society of Clinical Oncology.

**Article II
OFFICES and REGISTERED AGENT**

Section 1. Principal Office:

The Corporation's principal office shall be fixed and located at such place as the Board of Directors shall determine. The Board is granted full power and authority to change the principal office of this Corporation from one location to another, but must be within the State of Florida.

Section 2. Other Offices:

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

Section 3. Registered Agent:

The Executive Director shall serve as the Registered Agent for the Florida Society of Clinical Oncology.

**Article III
PURPOSE**

The purpose of the organization shall be to facilitate and promote multidisciplinary efforts to improve patient care in Florida by:

1. Fostering access to quality cancer care to the citizens of Florida.
2. Assisting the cancer practitioners in providing the most cost effective quality care for their patients.
3. Acting as an advocate for Florida cancer patients and their families.
4. Coordinating the dissemination of information and providing an opportunity for physicians and other health care professionals to network and exchange information on cancer care.
5. Serving as a resource to other organizations and agencies seeking to interact with the Florida cancer care community.

Article IV MEMBERSHIP

Section 1. Qualifications:

The qualifications for Regular Membership are all physicians who are professionally committed to cancer care. This may be demonstrated by (but is not limited to) board certification or board eligibility in the following:

- American Board of Internal Medicine with Board Certification or Eligibility in the Board of Hematology and/or Oncology
- American Board of Radiology
- American Osteopathic Board of Internal Medicine
- A surgical specialty board but with focused cancer care training or experience
- Gynecology/Oncology Subspecialty Boards
- American Board of Pediatrics , Certification or eligibility in Pediatric Hematology/oncology

All Regular Membership are Physicians involved primarily in cancer research or have significant documented involvement as determined by the Board in the prevention, diagnosis, treatment, rehabilitation, hospice care or psychosocial care of the cancer patient.

Section 2: Classes of Membership:

There shall be seven (7) classifications of membership:

1. Regular Membership:

Eligibility:

- A. Physicians residing in the State of Florida and practicing full-time in the State of Florida who meet the requirements of Article IV, Section 1, in these Bylaws; and, whose major clinical interest is the diagnosis and management of neoplastic diseases, are eligible to apply for Regular Membership anytime.

- B. Physicians who are practicing in Puerto Rico or the Virgin Islands, who meet the requirements of Article IV, Section 1, in these Bylaws; who have a major clinical interest in the diagnosis and management of neoplastic diseases, and who are a current member of ASCO, ASH or ASTRO, are eligible to apply for Regular Membership.

Prerogatives:

May vote, hold elective office, serve on Committees, attend Society meetings, and receive society mailings.

Requirement:

Must pay dues as determined by the Board of Directors.

2. Associate Membership:

Eligibility:

Medical school students and physicians-in-training, residing in the State of Florida, who demonstrate dedication to cancer care by meeting requirements described in Article IV, Section 1, in these Bylaws; and, whose major clinical interest is the diagnosis and management of neoplastic diseases are eligible to apply for Associate Membership anytime.

Prerogatives:

May attend all membership meetings and have the privilege of the floor but may not vote or hold elective office.

Requirements:

No Dues Requirement until three (3) years out of Fellowship and then must become a Regular Member and pay dues.

3. Affiliate Membership:

Eligibility:

Non-Physician Health care professionals residing in the State of Florida, who are employed at a Florida Academic Center, Cancer Center or a FLASCO Member Practice, and who have involvement in the administration, education, research, prevention, diagnosis, treatment, rehabilitation, hospice care or psychosocial care of the cancer patient. (i.e., nurses, physician assistants, radiation therapists, consultants, educators, office managers, PhDs, PharmDs).

Prerogatives:

May attend all membership meetings and have the privilege of the floor but may not vote or hold elective office, unless appointed to the FLASCO Executive Committee.

Requirements:

Must pay annual dues as determined by the Board of Directors.

4. Corporate Membership:

Eligibility:

Corporate membership shall be available to any corporate entity, profit or non-profit, who seeks to support the Society's informational or educational goals.

Prerogatives:

May attend the Spring and Fall General Sessions; however, may not attend any Board, Executive Committee, or Annual Meeting of Members. May not serve on any FLASCO Committees. Members will not have the privilege of the floor and will not have voting powers.

Requirements:

Corporate Membership levels are determined by the FLASCO Board of Directors each year. Membership is from January 1 to December 31, each calendar year.

5. Courtesy Membership:

Eligibility:

A courtesy member is a person who has documented involvement in administration, education, research, prevention, treatment, and rehabilitation relating to cancer, who is not employed in a physician's oncology office, academic center or cancer center. (i.e. pharmaceutical employees, other corporate employees, etc)

Prerogatives:

May attend the FLASCO Spring and Fall Session but do not have the privilege of the floor and they may not vote or hold elective Office. They may not serve on Committees, and they may not attend Executive Committee, Board or Annual Meetings. Must pay a registration fee to attend all other FLASCO meetings (i.e., Business of Oncology Summit, any other free-standing FLASCO Meetings)

Requirements:

Must pay annual dues as determined by the Board of Directors.

6. Retired Membership:**Eligibility:**

Regular members in good standing with ten years of membership after retiring from active practice within the State of Florida are eligible for Retired Membership.

Prerogatives:

May vote, hold elective office, serve on committees, attend Society meetings, and receive Society mailings.

Requirements:

No Dues Requirement

7. Honorary Life Membership:

No new members will be entered into this membership category. Those previously so designated may elect to be active or inactive. There will be no dues requirement.

Section 3. Nominating Requirements for Regular Membership:

Applicants must be recommended by two (2) current members in good standing. If second Nominee is not initially provided, the Membership Committee Chairman is empowered to obtain or to act as a second Qualifying Nominee. If applicant is a member of other major medical organizations, i.e., FMA, AMA, ASCO, etc., then this requirement is fully met by documentation of that membership in a medical association.

Section 4. Nominating Requirements for Associate Membership:

A reference letter from the Training Program Director must be attached to Application.

Section 5. Nominating Requirement for Affiliate Membership:

A copy of all professional/educational certificates/equivalents must be attached to application.

Section 6. Nominating Requirements for Retired Membership:

Applicants in good standing must submit a written request to the President of FLASCO asking to change Membership status from Regular to Retired. Request must be reviewed and recommended by the Nominating Committee and approved by the Board of Directors at any meeting.

Section 7. FMA Membership:

Applicants shall be members of the Florida Medical Association; applicants who are not FMA members may be admitted to the Society under selective circumstances (see below).

Section 8. Application Procedures:

Application forms are available from the Executive Director of the Society. The completed form, together with a current curriculum vitae or other required attachments, and a check for annual dues shall be returned to the Executive Director. Incomplete or inadequately documented applications will be returned to the applicant without prejudice; revised or completed applications must be re-submitted within 30 days to be considered for membership.

The Membership Committee will act on each application and make its recommendations to the Executive Committee, the Board of Directors or the General Membership.

Section 9. Selective Circumstances:

In selective circumstances physicians who otherwise are qualified, but are not FMA members may be considered for membership. The Society will fulfill FMA Specialty Society requirements.

Section 10. Annual Membership:

The annual membership fee will be determined by the Board of Directors, subject to approval by the General Membership at the Annual Meeting. All memberships expire at the end of the fiscal year, December 31. Dues for the following year are due and payable by January 1, of each year. Notice will be sent to each member by the Executive Director.

**Article V
MEETINGS**

Section 1. Annual Meeting:

The annual meeting shall be held between January 15 and May 31 yearly. After the Board of Directors (or the Executive Committee) has determined the time and place of the annual meeting, it will invite attendance by all members of the Society.

Section 2. Other Scheduled Meetings:

The Board of Directors (or the Executive Committee) may call an additional meeting, ordinarily in the fall, to conduct necessary Society business; after setting the time and place for such meetings, the Board will invite attendance by all members of the Society.

Section 3. Special Meetings:

A special meeting shall be called by the President or the Secretary at the written request of at least six (6) members of the Society. Notice of the time and place (determined by the President) of such special meeting, together with an agenda stating the business to be considered, shall be sent to each member at least eight (8) days prior to the meeting date. No business other than that stated in the meeting notice

shall be considered at special meetings. At all Membership Meetings held with appropriate notice, the membership business may be conducted with all those attending constituting a quorum.

Section 4. Notice:

Except for special meetings, written notice of Society meetings shall be e-mailed or faxed to each member by the Executive Director at least thirty (30) days prior to the meeting date.

Section 5. Executive Committee Meetings:

The Executive Committee shall meet at the call of the President, or of the Board of Directors, and at such times as it shall itself determine. Adequate notice of the time and place of such meetings shall be provided to each member by the Executive Director.

**Article VI
DUTIES OF OFFICERS**

The Officers shall be a President, a Vice President, a Secretary, a Treasurer and the Immediate Past President. The President, Vice President and Immediate Past President shall hold office for two years or until their successors are elected and qualified. The Secretary and Treasurer shall hold office for one year or until their successors are elected and qualified. Their duties and responsibilities are defined below:

Section 1. President:

The President shall act as the chief responsible officer of the organization. It shall be his duty to preside at all meetings of the organization at which he is present and generally to perform such other duties as usually pertains to this office or as outlined in these Bylaws or as may be assigned to him from time to time by the Board of Directors or Executive Committee. The President shall appoint Standing Committee Chairmen whose appointments shall be for one year with the advice and consent of the Board of Directors and/or the Executive Committee. The President shall serve as an Ex-Officio Member on all committees except the Committee on Nominations.

Section 2. Vice President:

In the absence of the President, the Vice President shall have all the powers and perform all duties of the President.

Section 3. Secretary:

The Secretary shall keep minutes of all meetings of the organization and give notice of all meetings. He shall have charge of all documents except financial records belonging to the organization. He shall keep the seal of the organization and be responsible for affixing the seal to official documents. He shall perform such other duties as may from time to time be assigned to him by the Board of Directors and/or Executive Committee.

Section 4. Treasurer:

The Treasurer shall be the Chief Financial Officer of this organization, collect dues, expend funds, and safeguard all financial assets of the organization, and prepare periodic financial reports and statements as may be required by the Officers and Board of Directors. He is to maintain an accurate record of all financial transactions and shall be designated to sign checks, together with such co-signers as the Executive Committee or Board may authorize.

Section 5. Immediate Past President:

The Immediate Past President will serve two years on the Board, ex-officio, with voting privileges.

Section 6. Executive Director:

The Executive Director will be selected by the Board and shall serve as an employee of the Society without voting rights but has the privilege of the floor. The Executive Director cannot hold any other office. The Executive Director has fiscal, planning and coordination responsibilities. The Executive Director shall attend all meetings of the Membership, the Board, the Executive Committee, Standing Committees and shall work to ensure continuity of the Society's business.

**Article VII
DUTIES OF THE BOARD OF DIRECTORS**

Section 1. The business and affairs of the organization shall be managed by a Board of Directors. In addition to doing all things required or allowed by law, the members shall take the following actions only if three-fourths of the members vote in favor thereof:

- A. Approve any change in the purpose or philosophy of the Society.
- B. Approve plans of merger, consolidation or dissolution of the Society.

Section 2. The terms of elected members are for three (3) years and are staggered so that at least one-third (1/3) expire each year. No elected member may serve more than two consecutive elected three year terms, unless serving in a leadership role.

There shall be at least eighteen (18) members and not more than thirty-nine (39) members of the Board of Directors, with appropriate representatives and fair representation from each of the (9) Health Service areas of the state as a guiding principle but not as a fixed numerical mandate..

Section 3. At every meeting of the Board of Directors one-third (1/3) of the then current Board Membership shall constitute a quorum.

Section 4. No paid employee can be a full fledged member or be entitled to a vote at the Society's meetings.

Section 5. Attendance:

Board of Directors are expected to attend all Board meetings. A Board member absent at three consecutive meetings will be automatically relieved of Board membership until the next annual meeting at which time it will be filled by membership vote.

Section 6. Annual Dues:

The Board of Directors shall have the authority to authorize the temporary or permanent waiver of annual dues for a member for reasons of health, disability, retirement, or other unique circumstances. Members whose dues have been waived may attend all meetings but may not vote or hold office.

**Article VIII
DUTIES OF THE EXECUTIVE COMMITTEE**

Section 1. Between meetings of the Board of Directors, the business affairs of the organization shall be handled by the Executive Committee. This committee shall include Officers and Chairmen of Standing Committees, Ad Hoc Committees, the immediate Past-President, and all Liaison appointees.

Section 2. The Executive Committee shall not exceed twenty-five (25) members, each of whom must be an elected member of the Board of Directors with right to vote.

Section 3. At every meeting of the Executive Committee, twelve (12) or more members of the Executive Committee shall be a quorum.

Article IX DUTIES OF STANDING COMMITTEES

Section 1. The Chairman of each Standing Committee shall be a member of the Board of Directors and Executive Committee.

Section 2. The Chairman and members of each of the following committees shall be appointed by the President with the approval of the Board of Directors or the Executive Committee:

- (1) **Membership and Credentials Committee** which will be responsible for recommending membership requirements and policies and for making appropriate recommendations to the Executive Committee or Board of Directors on each new applicant.
- (2) **Program Committee** which will be responsible for developing and arranging the scientific programs held in conjunction with the Society's meetings with the advice and consent of the Board of Directors or the Executive Committee.
- (3) **Constitution and Bylaws Committee** which will be responsible for considering and making recommendations to the Board of Directors on changes in Bylaws and Articles of Incorporation.
- (4) **Nominating Committee** of no less than (5) members shall be appointed each year by the President with the consent and approval of the Executive Committee or the Board of Directors approximately six (6) months prior to the annual meeting. The responsibilities of this committee will be to nominate Officers and members of the Board of Directors and of the Executive Committee. Nominations may come from the floor.
- (5) **Committee on Clinical Practice** which will be responsible for compiling, monitoring and maintaining a library of oncology clinical practice parameters. The committee will act as a liaison with other agencies that deal with practice parameters and will serve as a resource to the membership.
- (6) **Legislative Committee** which will be responsible for identifying and considering public policy issues related to cancer care and clinical research; identifying areas for potential advocacy intervention, considering advocacy strategies to meet policy objectives; providing general oversight of activities; identifying unaddressed needs; reviewing and approving draft policy documents prior to submission to the Board; advocating within established Flasco public policy on issues related to cancer care and clinical research; identifying and assigning priority to issues requiring potential advocacy intervention; and establishing a grassroots advocacy network.
- (7) **Ethics Committee** which will be responsible for assisting physicians, patients and families in making medical care decisions that are of ethical, legal and humane nature. The committee may act upon matters that have occurred in the past or present or may

occur in the future. Discussion in this committee may remain private or openly discussed depending upon the subject material and the parties involved. The nature of the subjects are diverse covering practical decisions to problems concerning physician, patients and family members, third party payors, pharmaceutical industry and health affiliated entrepreneurial adventures or activities as examples.

- (8) **Finance Committee** which will be responsible for: (1) reviewing and making recommendations to the Executive Committee in November of each year regarding proposed committee initiatives for the following year; (2) reviewing the annual budget developed by the FLASCO Executive Director; and, after consideration of such items shall present a budget to the Executive Committee for approval in December of each year; (3) reviewing semi-annually the Society's investments and report the results of such performance along with any recommended changes to the board of Directors; and (4) reviewing all financial documents received from the FLASCO accountant each month. The Finance Committee shall consist of the President, Vice President, Treasurer and a Chairman.

Article X SPECIAL COMMITTEES

Special or Ad Hoc Committees may be appointed by the President with the approval of the Board of Directors or the Executive Committee whenever it may be necessary.

Article XI FINANCIAL-FISCAL YEAR

Section 1. The Fiscal year of the organization shall be from January 1 to December 31 of each year.

Section 2. The Board of Directors or Executive Committee may require an annual audit report by a certified public accountant, covering all income and expenditures in the organization and financial condition as of December 31.

Article XII RULES OF ORDER

Sturgis Rules of Order shall govern all meetings except as superseded by these Bylaws. The President shall serve as parliamentarian to interpret these rules or shall designate a parliamentarian.

Article XIII AMENDMENTS

These Bylaws may be amended at any meeting of the membership by two-thirds (2/3) vote of those present, provided proposed amendments have been appended to the notice of said meeting, distributed to membership at least fifteen (15) days in advance of such meeting.

Adopted: April 22, 2012

Program/Word/Dorothy/Flasco/Originals/Bylaws/Final Revised Bylaws April 2012