

**BY-LAWS  
OF  
MULTINATIONAL ASSOCIATION FOR  
SUPPORTIVE CARE IN CANCER**  
(Amended as of June 22, 2017)

Article I

Board of Directors

- A. Number. The powers of the corporation shall be vested in and the affairs of the corporation shall be administered by a Board of Directors of not less than eight (8) nor more than twenty-one (21) voting Directors and five (5) non-voting Directors. In the event that the Board of Directors ever consists of fewer than thirteen (13) Directors, the Board of Directors may appoint a Director or Directors to the Board of Directors to serve until the next general membership meeting held for the purpose of electing Directors.
- B. Term. Directors shall serve terms of approximately two (2) years. Directors' terms shall expire just prior to the annual meeting approximately two (2) years after their election.
- C. Term Limit. No voting elected or voting appointed Director may serve on the Board for more than three (3) consecutive two (2) year terms unless said Director is also an officer, in which case said Director shall not serve for more than six (6) consecutive terms. A Director may, however, become an elected Director again after not serving on the Board for a period of at least twenty-four (24) months. Each Director shall serve, notwithstanding anything contained herein to the contrary, until their successor has been duly elected and qualified.

- D. Composition - Election and Appointment. The immediate past MASCC President by virtue of that position, shall automatically be a voting member of the Board of Directors. The Annual Meeting Chair of the MASCC Annual Meeting, at the time of the Board meeting shall, automatically be a voting member of the Board of Directors. The Executive Director, the Associate Director (study group liaison), an Emeritus Director, the Editor of the Journal, and the ISOO (International Society of Oral Oncology) representative and shall be non-voting members of the Board of Directors. If there are co-editors of the Journal, the President shall choose which of the two shall become a non-voting member of the Board of Directors. The incoming President is authorized to appoint five (5) voting members to the Board of Directors, who shall be counted in determining within the twenty-one Director maximum. The other voting members of the Board of Directors shall be elected by the members of the corporation.
- E. Removal. Directors may be removed (except those appointed by the President) and replaced by a two-thirds (2/3) vote of the voting Directors present at any duly called meeting of the Board of Directors, at any time, with or without cause, or by Written Consent signed by at least seventy-five (75%) percent of all Directors. Any Director appointed by the President may be removed by the President. A Director removed by the President may be re-appointed to the Board after a period of at least twelve (12) months.
- F. Annual Meeting Chair. There shall be one MASCC Annual Meeting Chair who will organize 2 meetings and serve on the Board during that time. Their term on the Board will commence immediately after the second meeting organised by their predecessor and will end at the conclusion of their second meeting. The Board will appoint an Annual Meeting Chair-Elect in the midterm of the Annual Meeting Chair and that appointee will understudy the Annual Meeting Chair for the next meeting and then become the Meeting Chair at the

conclusion of that meeting and take up the position on the Board at that time and for the following 2 meetings.

- G. Notwithstanding the provisions of Article I(C) herein, any member of the Board of Directors who shall become the Annual Meeting Chair-Elect during such Board Service shall be exempt from the term limits prescribed in that Article.

## Article II

### Meetings of Directors

- A. Annual Meeting. The Board of Directors shall hold one regular meeting in each year between March 1 and June 30 at the annual meeting of the corporate membership. The precise date for each meeting shall be fixed either by the Board of Directors itself at the preceding meeting or by the Executive Committee, and thirty (30) days' advance notice in writing of the date fixed for each regular meeting shall be given to each member of the Board.
- B. Special Meetings. Special meetings may be called by (i) the President, in his/her discretion, (ii) the written request of three MASCC members, (iii) three of the Board of Directors, or (iv) the Executive Committee. Notice of any special meeting must be given to each Director at least three (3) days in advance of such meeting, and shall state the object of the same. No business shall be transacted at such meeting other than that specified in the notice.
- C. Notice. Whenever any notice is required by these By-Laws to be given, such notice may be given either by mail, e-mail or fax and shall be deemed to be given on the day of sending. Any notice may be waived in writing by the persons entitled thereto. Meetings of the Board of Directors may be held anywhere in the world.

- D. Quorum. At all meetings, whether regular or special, 51% of members of the Board of Directors shall constitute a quorum, but a lesser number may adjourn any meeting to another day.
- E. Meetings by Remote Communication. Meetings of the Board of Directors may be held by means of a telephone conference call, or similar communications equipment, provided that all persons participating in the meeting can hear and communicate with each other.
- F. Action without a Meeting. Whenever by any provision of law, the Articles of Incorporation of the corporation or these By-laws, the affirmative vote of the Board of Directors is required to authorize or constitute corporate action, the consent in writing to such corporate action signed by not less than the required proportion of the Board of Directors that is required to vote on the particular question shall be sufficient for the purpose without necessity for a meeting of the Board of Directors.
- G. Proxy Voting. Any Director absent from a meeting of the Board of Directors or any committee thereof, may be represented by any other Director, who may cast the vote of the absent Director according to the written instructions, general or special, of the absent Director.

### Article III

#### Order of Business at Meetings of Directors

1. At all meetings of the Board of Directors the order of business shall be as follows:
2. Roll Call
3. Reading of Minutes of Preceding Meeting
4. Reading of Minutes of Preceding Meetings of Executive Committee
5. Reports of Officers

6. Reports of Standing Committees
7. Reports of Special Committees
8. Unfinished Business
9. New Business

This order may be changed by vote of a majority of Directors present. Unless otherwise provided, Robert's Rules of Parliamentary Law shall be the guide and authority when applicable to all matters of parliamentary law arising at meetings of the Board of Directors.

#### Article IV

##### Officers

- A. Officers. The officers of this corporation shall consist of a President, a President-Elect, an Executive Director, a Secretary, a Treasurer, the immediate past President, and such other officers as the Board may elect or appoint.
- B. Election and Composition. The officers shall be selected by the Board of Directors from among the current and past Board members. Only members and prior members of the Board of Directors may serve as officers. The President and the President-Elect may not reside on the same continent. Any two or more offices may be held by the same person, except the office of President and Secretary and the Office of Executive Director and Treasurer.
- C. Term. All officers shall be elected for a term of approximately two (2) years expiring just prior to the annual meeting approximately two (2) years after their election (with the exception of the Annual Meeting Chairs whose term expires immediately after the 2nd meeting that they chair.) All officers shall continue in office until their successors are elected or appointed, unless removed or suspended.

- D. Term Limit. No officer may serve in the same office for more than three (3) consecutive terms. No non-officer can serve for more than three (3) consecutive terms.
- E. Removal. An officer may be removed and replaced by two-thirds (2/3) vote of the members of the Board of Directors present at any duly called meeting of the Board of Directors, at any time, with or without cause.
- F. Vacancy. In case any office shall become vacant through resignation, disability or otherwise, the Board of Directors or the Executive Committee may elect a successor for the officer's unexpired term by a two thirds (2/3rds) vote.
- G. Duties. The respective officers shall perform such duties, have such authority and receive such compensation as may from time to time be prescribed by the Board of Directors or the Executive Committee.

## Article V

### Duties of Officers

- A. President: The President shall preside at all meetings of the Board; shall decide all questions and points of order as provided by parliamentary law; shall sign and execute all instruments in the name of the Board of Directors and shall perform such other duties as the Board or the Executive Committee may from time to time prescribe. The President shall be an ex-officio member of all Committees.
- B. President Elect: In the absence or disability of the President, the President-elect, shall perform the duties; in the event of the absence or disability of the President and Presidents Elect the Board of Directors or the Executive Committee may elect a President pro-tempore.

- C. Secretary: The Secretary shall be the custodian of the archives of the corporation and ensure that a record of the proceedings at all meetings of the Board of Directors and of the Executive Committee and of all matters of which a record shall be ordered by the Board of Directors or the Executive Committee is kept. The Secretary working with the Executive Director takes responsibility for all correspondence, and the issuing of all notices of meetings and shall perform such other duties as are usually incident to this office or as may be required by the President or the Board of Directors or the Executive Committee.
- D. Treasurer: The Treasurer working with the Executive Director shall take responsibility for the collection of all funds due the corporation; the deposit of same as soon as received in the name of the Corporation in a bank or banks designated by the Board of Directors or Executive Committee and the withdrawal of the same from said bank or banks in such manner and under such rules and regulations as may be from time to time adopted by the Board of Directors or the Executive Committee and shall be responsible to see that all bills against appropriations made and budgets adopted or otherwise authorized by the Board of Directors or by the Executive Committee, or by the Committee under whose authority the expenditures are made are paid; shall see that all vouchers for all disbursements are retained; shall see that a detailed account of all receipts, revenues and expenditures of the Corporation are kept, and shall perform such other duties as are usually incident to this office or as may be required by the Board of Directors or Executive Committee.
- E. Executive Director: The Executive Director shall be the corporation's administrative officer. With the approval of the Executive Committee or the Board of Directors, the Executive Director, rather than the Treasurer, may be authorized to collect and disburse all corporate funds. The Executive Director shall report to the President.

## Article VI

### Executive Committee

- A. Composition. The Executive Committee shall be composed of all officers of the corporation, and may include three (3) additional members elected by the Board of Directors. The Executive Director shall be a non-voting member of the Executive Committee.
- B. Removal and Vacancies. Any elected member of the Executive Committee (except the President and the Treasurer) may be removed by the affirmative vote of a majority of the entire Board of Directors, and vacancies in the Executive Committee may be filled by a like vote of the Board of Directors.
- C. Designees. In the event of the absence of any member of the Executive Committee from any meeting, the absentee may designate one of the other Board members (who is not also an Executive member) to act in the absentee's place, and such Board Member designated shall upon joining the meeting be a member of the Executive Committee for such meeting with the same effect as if such member had been made a member of said Committee by the Board of Directors in the first instance.
- D. Powers. The Executive Committee shall have and may exercise all of the powers of the Board of Directors in intervals between meetings of the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings and all actions of the Executive Committee shall be reported to the Board of Directors at its next meeting. Such actions shall be subject to revision and alteration by the Board of Directors provided that no rights or acts of third persons shall be affected by such revision or alteration.
- E. Meetings. Meetings of the Executive Committee may be held by means of a telephone conference call, or similar communications equipment, provided that all persons participating in the meeting can hear and communicate with each other. Whenever by any

provision of law, the affirmative vote of the Executive Committee is required to authorize or constitute corporate action, the consent in writing to such corporate action signed by not less than the required proportion of the Executive Committee that is required to vote on a particular question shall be sufficient for the purpose without necessity for a meeting of the Executive Committee.

## Article VII

### Members

- A. Eligibility. Any person having interest in supportive care in oncology shall be eligible for membership. The Board of Directors shall promulgate appropriate rules and regulations for the acceptance and expelling of members and the setting of membership dues.
- B. Application. Any person eligible for membership shall be automatically elected to membership upon completing an appropriate membership application and paying the annual membership dues. Memberships may not be transferred.
- C. Powers. The only authority granted members is the authority to elect members of the Board of Directors as set forth hereinabove.
- D. Dues. The dues for each member shall be prescribed by the Board of Directors and shall be paid annually. Dues may be waived for any individual by the Executive Director for appropriate reasons.
- E. Removal. The Executive Director, with the approval of the President, may expel any member for any reason, and the Executive Director may terminate a member for nonpayment of dues.
- F. Meeting. There shall be an annual general membership meeting for the presentation of programs in keeping with this corporation's purpose, and for the formal installation of new

members to the Board of Directors. The members shall elect the Board of Directors at the annual meeting.

- G. Voting and Quorum. The Board of Directors may authorize the utilization of electronic or mail ballots in the election of Directors. A quorum for the election of Directors shall be ten percent (10%) of the members, or as otherwise established by the Board of Directors by a majority vote.

## Article VII

### Nominating Committee

- A. Composition. The Board of Directors at its annual meeting one year prior to a biennial election shall elect a Nominating Committee to be composed of five (5) Directors. The President-Elect may not serve on the Nominating Committee.
- B. Nominating Process. The Nominating Committee shall place in nomination the names of approximately 150% of the number of individuals to be elected at the ensuing general membership meeting for the election of Directors. At least ninety (90) days prior to the annual membership meeting at which one or more of the Board of Directors' term as a member of the Board of Directors expires, the Nominating Committee shall forward to each member a resume of each of said nominees together with either an electronic or a written ballot.
- C. Voting for Directors. Each member is entitled to cast one vote for each available position. No votes will be counted unless the ballot is received within thirty (30) days of it being forwarded to the member, after which time no votes will be counted and the election will be closed. The new Directors' term shall commence at the beginning of said annual membership meeting.

- D. Run-off Election. In the event of a tie in the vote for any Director, a run-off election will be held. Ballots in the run-off election must be received within fourteen (14) days of the start of the run-off election.

## Article VIII

### Directors Emeriti

- A. Election. The Board of Directors may from time to time elect to be Director Emeritus any former member of the Board who has served for a period of not less than three (3) years. A Director Emeritus shall be entitled to attend all meetings of the Board without vote.

## Article IX

### Committees Other Than the Executive Committee and Nominating Committee

- A. Creation of Committees. The President, with the approval of the Board of Directors or Executive Committee, shall annually establish appropriate committees. The President shall appoint the chairman of each committee and the chairman of each committee shall appoint its own committee members. All members of the Committees are voting members. The duties of each committee shall be prescribed at the time of its establishment.

## Article X

### Corporate Seal

The corporate seal of the Corporation shall be circular in form, containing the name of the Corporation and the State of incorporation.

Article XI

Amendments

- A. Amendment. These by-laws may be amended by vote of not less than seventy-five (75%) percent of the Directors present, in person or by proxy, at any annual or special meeting of the Directors, provided that a quorum is present and that each Director has been provided with notice of the meeting not less than thirty (30) days prior thereto, which notice must set forth the proposed amendment or a summary thereof.

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Conflict of Interest.

All members of the Board must submit a Conflict of Interest declaration to the Executive Director, and this should be updated prior to each Board meeting.

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Restrictions on Activities. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. 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 neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, neither the corporation nor any director, officer, employee, agent, or any other representative of the corporation shall carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.