

**BYLAWS
FLORIDA SOCIETY OF CLINICAL ONCOLOGY
Revised May 2018**

**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 health professionals at the doctoral level, who devote a majority of their professional activity to cancer patient care and/or research or education in the biology, diagnosis, prevention or treatment of human cancer. 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 with Board Certification or Eligibility in the Board of Hematology and/or Oncology
- 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
- Board Certificate of Oncology Pharmacy
- American Board of Pathology, Certification or Eligibility with focused cancer care training or experience

All Regular Members are health professionals at the doctoral level 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. Health professionals 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. Health professionals 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:

- **Regular Associate Members**

Eligibility:

All Health professionals at the doctoral level 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.

- **Student Associate Members**

Criteria:

The President or other Officer of the Interdisciplinary Oncology Interest Group must submit letter with mission statement or other documentation of the scope of their interest group's being consistent with them having a "major clinical interest in the diagnosis and management of neoplastic diseases." The President or other Officer of the interest group will be required to submit their collective membership of individuals interested in FLASCO membership to FLASCO annually (on or before September 15

Students individually submitting applications will need to provide a letter from the academic center leadership confirming that they individually meet the FLASCO Bylaws requirements, "major clinical interest in the diagnosis and management of neoplastic diseases."

Students will be granted a one year membership and must reapply yearly.

Prerogatives:

May attend all membership meetings and have the privilege of the floor but may not vote or hold elective office. They may not serve on committees or serve as a Board liaison.

Requirements:

No Dues Requirement

3. Affiliate Membership:

Eligibility:

Non doctorate level 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).

Prerogatives:

May attend all membership meetings and have the privilege of the floor but may not vote or hold elective office. May serve on FLASCO Standing and/or Ad Hoc Committees and may serve as a Liaison to the Board of Directors.

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. Examples of who qualify for Courtesy Membership are pharmaceutical employees, other corporate employees, or a former member who no longer resides in Florida, Puerto Rico, or the Virgin Islands and remains interested in this Society's affiliation.

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 or serve as a Board Liaison and they may not attend Executive Committee, Board or Annual Meetings. Must pay a registration fee to attend all 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, serve as a Board Liaison, 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:

Each application for membership in the Society shall be made on a form authorized by the FLASCO Board of Directors. It is desirable, but not required, that each application includes a CV and a scanned copy of Board Certificates or Equivalents. FLASCO membership is contingent on approval by FLASCO Membership Committee.

Section 4. Nominating Requirements for Regular Associate Membership:

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

Section 5. Nominating Requirements for Student Associate Membership:

The President or other Officer of the interest group will be required to submit their collective membership of individuals interested in FLASCO membership to FLASCO annually (on or before September 15).

Students individually submitting applications will need to provide a letter from the academic center leadership confirming that they individually meet the FLASCO Bylaws requirements.

Section 6. Nominating Requirement for Affiliate Membership:

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

Section 7. 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

Section 8. Application Procedures:

Application forms are available from the Executive Director of the Society or from FLASCO website: www.flasco.org. 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. The applicant will be informed as to whether or not their application was approved by Membership Committee. The Membership Committee will provide the FLASCO Board of Directors with a list of newly approved applicants at the time of the FLASCO Annual Meeting of Members.

Section 9. 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.

Section 10. Membership Discontinuation:

Members may be discontinued from the Society for action deleterious to the purposes of the Society. Reasons for discontinuation of membership must be presented in writing to the President or the Executive Director. The Officers will investigate the nature of the complaint and report its findings to the Executive Committee. The Member in question must be informed of complaint and proceedings in writing a minimum of 30 days in advance of the scheduled Executive Committee Meeting. The member must be given an opportunity for self-defense in person or in writing before the Executive Committee, and the discontinuation of membership from the Society must be approved by a vote of at least two-thirds of the Executive Committee. The member may be indicted for reasons the Executive Committee deems appropriate, including, but not limited to, failure to attend meetings, failure to participate in the work of the committee, conduct that reflects poorly on the Society and failure to comply with the Society's conflict of interest policy.

Resignation from the Society will be submitted in writing to the President and/or Executive Director who will present the resignation to the Executive Committee.

Members who have been identified as moved out of state or who notify the FLASCO Office staff of such actions will be discontinued from Regular/Associate/or Affiliate Membership and automatically added to Courtesy Membership.

**Article V
MEETINGS**

Section 1. Quorum and Voting

For all official business conducted by FLASCO at any one of the following meetings, quorum is defined as more than one half of the members defined by that group, unless otherwise specified. For purposes of voting on all official business conducted by FLASCO at any one of the following meetings, a favorable vote to pass a motion requires a majority approval by those present who contribute to quorum, unless otherwise specified.

Section 2. 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. For purposes of voting during the Annual Meeting, a quorum is defined as those members present at the annual meeting.

Section 3. Special Membership Meetings:

A special membership 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 Special 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. Board of Director Meetings

The Board of Directors shall meet two times per year at the call of the President, 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.

Section 6. Special Meetings of the Board of Directors

A special meeting shall be called by the President or Secretary at the written request of at least three (3) members of the Board of Directors. 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.

Section 7. 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 and Ad Hoc Committee Chairmen and may appoint Liaisons to the Board 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. The President is authorized to act in the event of any exigency or emergency not covered by the Bylaws.

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. If a vacancy should occur in the office of the Vice President, the Executive Committee, upon the recommendation of the President, may appoint a member to fill the remainder of the unexpired term.

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. If a vacancy should occur in the office of the Secretary the Executive Committee, upon the recommendation of the President, may appoint a member to fill the remainder of the unexpired term.

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. If a vacancy should occur in the office of the Treasurer the Executive Committee, upon the recommendation of the President, may appoint a member to fill the remainder of the unexpired term.

Section 5. Immediate Past President:

The Immediate Past President will serve two years on the Board, ex-officio, with voting privileges. If a vacancy should occur in the office of the Immediate Past President the Executive Committee, upon the recommendation of the President, may appoint another Past President to fill the remainder of the unexpired term.

Section 6: Authority and Responsibility of the Officers:

The Officers may act in place and stead of the Executive Committee between Executive Committee meetings on all matters, except those specifically reserved to the Executive Committee in these Bylaws. Actions of the Officers shall be reported to the Executive Committee by mail, e-mail or at the next Executive Committee Meeting.

Section 7. 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 or designee shall attend all meetings of the Membership, the Board, the Executive Committee, Standing Committees, Ad Hoc 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 forty five (45) 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. All Board Members must be Regular or Retired Members of the Society.

Section 3. Past President Volunteer Directors

There may be at least six (6) and not more than fifteen (15) Past President Volunteer Directors who are appointed by the President for two year terms, who have the privilege of the floor and have voting privileges.

Section 4. Special Appointees and Liaisons to the Board

Special appointees and Liaisons to the Board may be appointed by the President for a one-year term. They have the privilege of the floor but may not vote and do not count toward the requirement for a quorum.

Section 5. FLASCO Staff

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

Section 6. 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 7. 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.

Section 2. Vacancies

Vacancies occurring in an elected voting Board Member position or FLASCO Officer position, shall be filled as soon as practicable by the FLASCO Executive Committee. A Board Member or Officer so elected to fill a vacancy shall hold office for the remainder of his or her predecessor's term.

Section 3. Discontinuation of Officer Positions and Elected Executive Committee Positions:

Members may be discontinued from an Officer or Executive Committee position for action deleterious to the purposes of the Society. Reasons for discontinuation of membership must be presented in writing

to the President and/or the Executive Director. The Officers will investigate the nature of the complaint and report its findings to the Executive Committee. The Officer or Executive Committee member in question must be informed of complaint and proceedings in writing a minimum of 30 days in advance of the scheduled Executive Committee Meeting. The member must be given an opportunity for self-defense in person or in writing before the Executive Committee, and the discontinuation of membership from the Society must be approved by a vote of at least two-thirds of the Executive Committee. The member may be indicted for reasons the Executive Committee deems appropriate, including, but not limited to, failure to attend meetings, failure to participate in the work of the committee, conduct that reflects poorly on the Society and failure to comply with the Society's conflict of interest policy.

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 approving or denying 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 on changes in Bylaws and Articles of Incorporation. Recommendations may be considered by the Membership or Board of Directors as deemed appropriate by the President.
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 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.

Section 3: Discontinuation of Committee Chairs and Members Positions:

Members may be discontinued from Committee Chair or Membership position for action deleterious to the purposes of the Society. Reasons for discontinuation of membership must be presented in writing to the President and/or the Executive Director. The Officers will investigate the nature of the complaint and report its findings to the Executive Committee. The Chairman or Committee Member in question must be informed of the complaint and proceedings in writing a minimum of 30 days in advance of the scheduled Executive Committee Meeting. The member must be given an opportunity for self-defense in person or in writing before the Executive Committee, and the discontinuation of membership from the Society must be approved by a vote of at least two-thirds of the Executive Committee. The member may be indicted for reasons the Executive Committee deems appropriate, including, but not limited to, failure to attend meetings, failure to participate in the work of the committee, conduct that reflects poorly on the Society and failure to comply with the Society's conflict of interest policy.

**Article X
SPECIAL COMMITTEES**

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

Chairmen of Special or Ad Hoc Committees are invited to attend all Board Meetings. They have the privilege of the floor but may not vote and their presence does not count toward a quorum.

**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.

Section 3. FLASCO Dissolution:

Distribution of Assets

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

Events of Dissolution

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

- A. If and when the science of clinical oncology is no longer pertinent within the field of medical practice.
- B. If it is deemed that the membership is no longer interested in the support of the Society.

Action of Dissolution

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

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 or Board of Directors meeting. A favorable vote to pass a motion requires a two-thirds approval by 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: May 12, 2018

Program/Word/Dorothy/Flasco/Originals/Bylaws/Final Revised Bylaws May 2018