



# BYLAWS

INTERNATIONAL SOCIETY OF NURSES IN CANCER CARE (ISNCC), INC.

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## **BYLAWS**

### **International Society of Nurses in Cancer Care (ISNCC), Inc.**

#### **ARTICLE 1**

##### **General Provisions**

**Section 1.1 Name.** The name of this corporation shall be the International Society of Nurses in Cancer Care, Inc., and shall herein be referred to as "the corporation."

**Section 1.2 Offices.** The corporation may have offices at such places as the corporation may require.

**Section 1.3 Fiscal Year.** The fiscal year of the corporation shall begin on April 1<sup>st</sup> and end on the following March 31<sup>st</sup> of each year.

#### **ARTICLE 2**

##### **Statement of Purposes**

The corporation is an international membership organization dedicated to the following charitable, educational and scientific purposes:

- a. Improving the health and well-being of people at risk for or living with cancer. Through its strategic coalitions and partnerships, the Society influences and participates in setting directions for cancer nursing, health policy and cancer control initiatives that are intended to improve the health and well-being of people around the world.;
- b. Promoting the nurse's role in improving cancer care. The Society leads a global community of cancer nurses to share, discuss and debate strategies and innovations that advance clinical practice, education, research and management.; and
- c. Developing nursing leadership in cancer care delivery. The Society supports the development of current and emerging cancer nursing leaders globally.



The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under the laws of Delaware and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

## ARTICLE 3

### Members

**SECTION 3.1 MEMBERS.** Membership shall consist of the following categories with voting privileges as noted for each category:

**Full Members** – Cancer nursing organizations and other groups of nurses with a focus on cancer, under criteria established by the board of directors of the corporation, are eligible for full membership in the corporation. Full members shall have full voting privileges.

**Associate Members** – Any organization, institution or agency involved in or interested in cancer nursing shall be eligible for associate membership in the corporation. Associate members shall not have voting privileges.

**Corporate Members** – A corporation or other entity interested in financially supporting the corporation may become a corporate member. Corporate members shall not have voting privileges.

**Honorary Members** – An individual may be selected, by unanimous approval of the board of directors, for honorary membership in the corporation. Honorary members shall not have voting privileges.

**Individual Members** – Any individual nurse or other professional involved in or interested in cancer nursing shall be eligible for individual membership in the corporation. Individual members shall not have voting privileges.

**Section 3.2 Terms.** Membership in the corporation shall be renewed annually.



**Section 3.3 Powers and Rights.** Full members, by majority vote except where noted, shall have the following powers and rights of the corporation: to elect a majority of the directors of the corporation as provided in Article 4.2 of these bylaws; to elect the officers of the corporation as provided in Article 5.2; to approve all amendments to the Certificate of Incorporation affecting the rights of the full members of the corporation; to approve all amendments to these bylaws affecting the rights of the full members of the corporation as provided in Article 13; to approve all sales or other disposition of all or substantially all of the property of the corporation; to approve dissolution, consolidation, or merger of the corporation; and such other powers and rights as are vested in corporate members by law, by the Certificate of Incorporation and/or by these bylaws; and such other powers and rights as the full members may designate.

**Section 3.4 Meetings.** The members shall hold meetings at least biennially and may elect the time and place for meetings. Meetings of the members may be called by the full members, the President of the board of directors of the corporation, or by a majority of the directors then in office, by giving written notice of the date, time, place, and purpose of such meeting to the members at least thirty (30) days in advance of such meeting.

**Section 3.5 Quorum and Action at Meetings.** Ten percent (10%) of the full members shall constitute a quorum for the transaction of business at any meeting of the members. At any meeting of the members at which a quorum is present, the vote of a majority of those full members present shall decide any matter, unless a different vote is specified by law.

**Section 3.6 Proxy Voting.** At all meetings of the members the vote of each full member may be cast by written proxy. Proxies shall be filed with the Treasurer-Secretary of the meeting before being voted. A proxy purporting to be executed by or on behalf of a full member shall be deemed valid unless challenged at or prior to its exercise, in which event the burden of proving invalidity shall rest on the challenger.

**Section 3.7 Meetings by Remote Communication.** One or more full members may attend any regular, special, or committee meeting through telephonic, electronic, or other means of communication by which all full members have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.



**Section 3.8 Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all persons comprising the full members with respect to such subject matter. Such consent, which may be signed in counterparts and/or electronically, shall have the same force and effect as a vote of the full members.

**Section 3.9 Waiver of Notice for Meetings.** Whenever any notice of a meeting is required to be given to any full member under the Certificate of Incorporation, these bylaws, or the laws of Delaware, a waiver of notice in writing signed by the full member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**Section 3.10 Resignation and Removal.** Any full member may resign as such at any time by written notice to the Treasurer-Secretary of the corporation. Any full member may be removed from the corporation, with or without assignment of cause, by a vote of two-thirds of the entire board of directors. No full member shall be removed from the corporation unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the full member whose removal is sought.

## **ARTICLE 4**

### **Board of Directors**

**Section 4.1 Authority.** The business and affairs of the corporation shall be controlled and governed by the board of directors, which shall have the right to exercise all powers of the corporation that are not expressly reserved to the full members of the corporation by these bylaws.

**Section 4.2 Election and Composition.** The board of directors shall determine the size of the board. At all times, a majority of the directors of the corporation shall be appointed and elected by the full members of the corporation. The remaining directors shall be nominated and appointed by the board of directors. Directors shall hold office until their respective successors are chosen and qualified.

**Section 4.3 Terms of Office.** Directors shall serve for a period of four years and shall be eligible to be elected for one additional consecutive term. Any director serving for two elected



consecutive terms shall not be immediately eligible to serve another elected term, but may be eligible for re-election as a director four years after the expiration of the second four-year term. The term period shall be extended if a director is elected to an officer position, per the term requirements of that position, to a maximum of twelve (12) consecutive years on the board. The board of directors may waive the condition of a four year gap in exceptional circumstances, to a maximum of twelve (12) consecutive years on the board.

**Section 4.4 Meetings.** The board of directors shall hold a minimum of two (2) meetings per year and may elect the time and place for annual, regular, and special meetings of the board. Special meetings of the board of directors may be called by the President of the board, or by a majority of the full members of the corporation or a majority of the directors then in office, by giving notice, of the date, time, place, and purpose of such meeting, to all directors at least seven (7) days in advance of such meeting.

**Section 4.5 Quorum and Voting.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, a majority of those directors present shall decide any matter, unless a different vote is specified by law, the Certificate of Incorporation, or these bylaws.

**Section 4.6 Meetings by Remote Communication.** One or more directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

**Section 4.7 Action Without a Meeting.** Any action required or permitted to be taken at any board meeting may be taken without a meeting if consent in writing, setting forth the action as taken, shall be signed by all of the directors with respect to such subject matter. Such consent, which may be signed in counterparts and/or electronically, shall have the same force and effect as a vote of the board of directors.

**Section 4.8 Waiver of Notice for Meetings.** Whenever any notice of a meeting is required to be given to any director under the Certificate of Incorporation, these bylaws, or the laws of



Delaware, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**Section 4.9 Committees.** The board of directors may create such standing and special committees as it determines to be in the best interest of the corporation. The board of directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the board of directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

**Section 4.10 Compensation.** Directors as such shall not receive any salaries for their services on the board, but directors shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation.

**Section 4.11 Vacancies.** Any vacancy occurring in the board of directors shall be filled according to the board composition requirements as set forth above in Article 4.2. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**Section 4.12 Resignation.** Any director may resign by delivering a written resignation to the corporation at its principal office or to the President or Treasurer-Secretary . Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

**Section 4.13 Removal.** Any director may be removed, with or without assignment of cause, by a vote of two-thirds of the entire board of directors at any meeting of the board of directors. No member of the board shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought.





## ARTICLE 5

### Officers

**Section 5.1 Officers.** The officers of the corporation shall be a President, Treasurer-Secretary, President-Elect, and Immediate Past President and such other officers as may be elected in accordance with the provisions of this Article.

**Section 5.2 Election.** The officers of the corporation, except the President-Elect and the Immediate Past President who shall serve for a period of two years, shall be elected for a period of four years by the full members of the corporation. A director will be eligible for election to an officer position, if this position allows for a maximum of twelve (12) consecutive years on the board. Each officer shall hold office until a successor shall have been elected and qualified.

**Section 5.3 Vacancies.** A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term. The board of directors may extend the term of a President or Past President to assist in transition if the vacancy is in the President-Elect role.

**Section 5.4 Removal.** Any officer may be removed, with or without assignment of cause, by a vote of two-thirds of the entire board of directors at any meeting of the board of directors. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought.

**Section 5.5 President.** The President shall preside at all meetings of the board of directors. The President, or other proper officer or agent of the corporation authorized by the board of directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time.

**Section 5.6 Treasurer-Secretary.** The Treasurer-Secretary, or other proper officer or agent of the corporation authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in





the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors. The Treasurer-Secretary, or other proper officer or agent of the corporation authorized by the board of directors, shall also keep the minutes of the meetings of the board of directors; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors.

**Section 5.7 President-Elect.** There shall be a President-Elect who shall have such powers and perform such duties as shall be designated by the board of directors. In the absence or disability of the President, the President-Elect shall assume the powers and perform the duties of the President until such time as the board of directors shall otherwise direct.

**Section 5.8 Immediate Past President.** There shall be an Immediate Past President who shall have such powers and perform such duties as shall be designated by the board of directors.

## **ARTICLE 6**

### **Corporate Transactions**

**Section 6.1 Contracts.** The board of directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

**Section 6.2 Indebtedness.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or agent of the corporation as from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by the Treasurer-Secretary of the corporation.

**Section 6.3 Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors shall select.



**Section 6.4 Contributions.** The board of directors may accept on behalf of the corporation any financial or non-financial contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE 7**

### **Books and Records**

The corporation shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of board of directors; and a register of the names and addresses of the directors of the corporation. All books, and records of the corporation may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

## **ARTICLE 8**

### **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. Except to the extent permitted by the Internal Revenue Code, whether pursuant to an election under Section 501(h) or otherwise, 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.



## **ARTICLE 9**

### **Dissolution**

In the event the full members approve dissolution of the corporation, pursuant to the rights and powers of the full members as set forth above in Article 3.3, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the laws of Delaware.

## **ARTICLE 10**

### **Conflicts of Interest**

Whenever a member, director or officer has a financial or personal interest in any matter coming before the board of directors, the affected member, director or officer 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.

## **ARTICLE 11**

### **Personal Liability**

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the



foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

## **ARTICLE 12**

### **Indemnification**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.



## **ARTICLE 13**

### **Amendments to Bylaws**

These bylaws may be amended or repealed by a majority vote of the entire board of directors, except that no amendment to the bylaws that affects the rights, powers and/or authority of the full members of the corporation under these bylaws (including, without limitation, Articles 3.1-3.10, Article 4.2, Article 4.4, Article 4.11, Article 5.2, Article 9, Article 11, Article 12, and this Article 13) shall be made without approval of the full members.

(End of Bylaws)