

**BYLAWS**  
**OF**  
**COMPREHENSIVE CANCER ALLIANCE FOR IDAHO (CCAI)**

**ARTICLE 1. NAME**

The name of this corporation shall be the Comprehensive Cancer Alliance for Idaho, Inc.

**ARTICLE 2. PURPOSE**

The purpose for which this organization is formed is: to facilitate and become a common voice for an integrated and coordinated approach throughout Idaho to reduce the incidence, morbidity, impact, and mortality of cancer through prevention, early detection, treatment, rehabilitation, and palliation.

The organization is organized for charitable and educational purposes under 501 (C) (3) of the Internal Revenue Code.

**ARTICLE 3. MEMBERSHIP**

**3.1 No Statutory Members**

This is not a membership organization. The corporation shall have non-voting partners. Partnership membership is open to any organization or independent individual that endorses the purpose of CCAI.

**3.2 Dues**

Dues will not be assessed.

**ARTICLE 4. BOARD OF DIRECTORS**

**4.1 Powers**

The Board of Directors is the legal authority for the management of the organization. The business and affairs of CCAI shall be managed by or under the Board of Directors including, but not limited to, the following powers and duties:

- a) Convene meetings;
- b) Adopt the annual budget on the recommendation of the Treasurer;
- c) Develop and adopt administrative policies;
- d) Authorize all financial transactions entered into on behalf of CCAI;
- e) Employ and monitor such personnel as may be necessary to conduct the business of CCAI;
- f) Select and remove the Officers and prescribe duties for them that are consistent with the law.

## **4.2 Composition**

The Board of Directors shall be made up of 8-15 voting members who represent a broad spectrum of service delivery and expertise. Non-voting members of the Board of Directors are called “ex-officio” and include members who are public employees whose primary responsibilities are directly related to the purpose of this organization.

## **4.3 Selections**

The Board of Directors is elected every two years by the existing Board of Directors with a majority vote of a quorum. Directors may serve consecutive terms. The Nominating Committee shall make nominations to the Board of Directors for the election process.

## **4.4 Vacancies**

If the position of any Director or Officer becomes vacant, the remaining Directors will appoint a successor who shall hold office for the remainder of the term.

## **4.5 Officers and Duties**

The Officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and an Immediate Past President. The duties of the Officers are as follows:

- a) The President shall be responsible for representing CCAI to outside groups and for presiding over Board of Director meetings, including the CCAI annual business meeting of partners.
- b) The Vice President shall assume the duties of the President in the absence of the President, and shall serve as assistant to the President in his/her efforts.
- c) The Secretary shall be responsible for recording, distributing, and archiving minutes of the Board of Directors meetings and conference calls, Executive Committee meetings and conference calls, and special meetings or hearings conducted by the Board of Directors.
- d) The Treasurer shall keep the Board of Directors and CCAI partners informed of business liabilities and assets through with financial reports and handle all tax filings as appropriate and shall present all tax paperwork to the Board to view after it has been filed.
- e) The Immediate Past President shall be Chairman of the Nominating Committee.

## **4.6 Quorum**

At least half of the voting Board members must be present to conduct business.

## **4.7 Manner of Acting**

The act of the majority of the Directors present, and voting, at a meeting at which there is a quorum shall be the act of the Board.

#### **4.8 Term of Office**

Members of the Board shall assume office every January and serve for a term of two years.

#### **4.9 Action by Board Without a Meeting**

The Board of Directors may take action by telephone or by electronic means and without a meeting provided decisions made in this manner shall be ratified at the subsequent meeting and recorded in the official minutes of Board business.

#### **4.10 Compensation**

Members of the Board of Directors shall serve without compensation. Nothing in these Bylaws shall preclude any Board member from serving the organization in any other capacity and receiving compensation therefore.

### **ARTICLE 5. COMMITTEES**

#### **5.1 Executive Committee**

The Executive Committee, consisting of the CCAI Officers, shall be authorized to transact necessary CCAI business between meetings of the full Board of Directors and exercise all such powers as given to the Board of Directors. Decisions made by the Executive Committee shall be ratified at the subsequent meeting of the full Board of Directors.

#### **5.2 Nominating Committee**

The Nominating Committee is a committee of the Board, is appointed by the President, is comprised of three Board members, and is chaired by the Immediate Past President. The Nominating Committee meets once per year to nominate Board members for election.

#### **5.3 Ad-hoc Committees and/or Workgroups**

The Board of Directors shall establish Ad-hoc committees as necessary to fulfill the mission/vision of the Comprehensive Cancer Alliance for Idaho. The President shall appoint ad-hoc committee and workgroup chairs with the approval of the Board of Directors.

#### **5.4 Oversight**

Ad-hoc committee and/or workgroup chairpersons shall submit reports to the Board of Directors as needed. The Board of Directors shall approve the Ad-hoc committees and/or workgroups goals and objectives.

### **ARTICLE 6. MEETINGS**

The Board of Directors shall meet a minimum of two times per year. A minimum of ten (10) working days advance notice (written or e-mail) shall precede each meeting of the Board of Directors.

## **ARTICLE 7. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### **7.1 Conflict of Interest**

CCAI partners are expected to act in the best interest of CCAI's vision, mission and goals. CCAI partners may not use CCAI's name or logo without approval from the Board of Directors. Partners shall not use the CCAI to further other interests in conflict with the stated goals and policy stance of CCAI.

Members of the Board of Directors owe a high fiduciary duty to the organization. Decisions about the organization and the use or disposition of its assets are neither influenced by any private profit, personal gain, or outside benefit for staff, board members, or their friends and/or family members. On any matter brought to a vote, a Board member with a personal or organizational conflict of interest between CCAI and the individual or member's organization will be responsible to declare such conflict.

### **7.2 Contracts**

The Board of Directors may authorize any officer or agent of the organization to enter into any contract on behalf of the organization, and such authorization may be general or may be confined to specific instances.

### **7.3 Checks, Drafts, Etc.**

All checks, drafts, or notes or other evidence of indebtedness issues in the name of CCAI shall be signed by the Treasurer and either the President or Vice President. In the event the Treasurer is unavailable, the President is authorized to sign in his/her absence along with the Vice President. Two signatures are required for disbursements of \$100 or more. Disbursements greater than \$1,000 must have prior approval of the Board of Directors. Expenditures will be reviewed at each CCAI Board of Directors meeting.

### **7.4 Deposits.**

All funds of the Organization shall be deposited to the credit of the organization in such banks as the Board of Directors may select. The Bank of Record for CCAI shall be Keybank. The Board may accept, on behalf of the organization, any contribution, gift, bequest, or device for any purpose of the Organization.

### **7.5 Books and Records.**

The Organization shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors. At these meetings, a list of persons attending shall also be kept by the appointed secretary. CCAI's books and records shall be kept at CCAI headquarters. It is the responsibility of the Board to maintain and make them available as requested.

### **7.6 Rules of Procedure**

CCAI shall follow the current version of Robert's Rules of Order method of parliamentary procedure.

## **SECTION 8. FISCAL YEAR**

The fiscal year of the Organization shall begin on the first day of January and end on the 31st day of December.

## **SECTION 9. DISSOLUTION**

Upon dissolution of the Organization, the assets of the Organization shall be distributed as follows:

- a) All liabilities and obligations of the Organization shall be paid and discharged.
- b) Assets held by the Organization upon condition requiring return transfer, or conveyance, which condition occurs by reason of the dissolution of the Organization, shall be returned, transferred, or conveyed, in accordance with the requirements.
- c) Remaining assets shall be transferred to any cancer related organization(s) within the State of Idaho which are designated by the Board of Directors. These transferred monies are to be used exclusively for non-profit purposes as defined by Section 501 of the Internal Revenue Code.

## **ARTICLE 10. LIABILITY**

CCAI Directors and Officers shall not be personally liable for debts incurred by CCAI. The private property of the Directors and Officers shall not be subject to the payment of the debts, liabilities, or other obligations of the corporation to any extent whatever. In addition, there shall be no liability for the acts or omissions of any Director or Officer of the corporation in any proceeding brought by any member or by, or in the right of, the corporation, unless otherwise provided by the laws of the State of Idaho, arising out of any single transaction, occurrence, or course of conduct. The corporation may indemnify its directors and officers who are named as a defendant or respondent in any legal proceeding by reason of their office and for acts or omissions performed in their official capacity.

## **ARTICLE 11. AMENDMENTS**

These initial Bylaws shall be submitted to Board of Directors of the organization and shall be approved by the majority of the Directors present and voting, at a meeting at which there is a quorum. If so approved, they shall become the permanent Bylaws of the Corporation.

Proposed changes in the Bylaws shall be mailed, or e-mailed, to each Board Member at least ten (10) days prior to the time of the next meeting which is to consider such change. Should a proposed Bylaw be revised during the decision making process, it need not be reintroduced at the next meeting, but rather, shall be ratified upon the majority of the Directors present, and voting, at a meeting at which there is a quorum.

The foregoing Bylaws were adopted by the Board on November 5, 2008.  
The foregoing Bylaws were amended by the Board on February 26, 2009.



Stacey Carson  
Vice President