

# Bylaws

## National Cancer Registrars Association

### ARTICLE I

#### Name and Organization

**Section 1. Name.** The name of this corporation is National Cancer Registrars Association.

**Section 2. Incorporation.** The corporation is organized under the Pennsylvania Nonprofit Corporation Law.

**Section 3. Organization.** The corporation has been established as a nonprofit organization. It is not, nor shall it ever become a trade union or collective bargaining agency. No person, otherwise qualified for membership, shall be denied membership because of race, religion, sex, origin or political affiliation.

### ARTICLE II

#### Purpose

The purpose of the corporation shall be to promote research and education in Cancer Registry administration and practice, and to provide standardized credentialing so that we may be of greater service to the cancer patient. To promote this purpose, the National Cancer Registrars Association shall:

- A. *Establish standards of education and offer credentialing for Cancer Registrars.*
- B. *Promote the development of regulated systematic courses of study for Cancer Registrars.*
- C. *Raise the level of knowledge and performance of Cancer Registrars through continuing education.*
- D. *Disseminate information to members of the corporation regarding current activities, research and trends in the cancer field.*
- E. *Initiate and/or participate in programs to improve and standardize the compiling of Cancer Registry Information.*
- F. *Seek active liaison with professional and governmental organizations which utilize data derived from Cancer Registries.*

## **ARTICLE III**

### **Members**

**Section 1. Classes of Members.** There shall be eight (8) classes of members, the qualifications and rights of which are described as follows:

- A. **Active:** *An active member shall be a certified Oncology Data Specialist (ODS) or a person whose primary occupation is involved with any or all facets of tumor registry work. An active member in good standing shall be entitled to all membership privileges including the right to vote, hold office and chair or serve on a committee.*
- B. **Associate:** *An associate member shall be any person interested in the purpose of the corporation who does not meet the qualifications of any other membership category. A certified ODS who is no longer active in the field may apply for associate membership. An associate member shall not vote, hold office or chair a committee, but may serve on a committee.*
- C. **Student:** *A student member shall be a person who is enrolled in a college level curriculum and is interested in the purpose of the corporation, but who does not meet the qualifications for active membership. A student member shall be eligible for this classification of membership for no more than five years from the date such member first joined in this category. A student member shall not vote, hold office or chair a committee, but may serve on a committee.*
- D. **Sustaining:** *A sustaining member shall be any person, institution or organization interested in promoting the purpose of the corporation. A sustaining member shall not vote, hold office or chair or serve on a committee.*
- E. **Honorary Life:** *Past presidents shall become honorary life members at age 60. They shall retain all privileges of active membership without payment of dues or annual conference registration fees. An honorary life member shall not hold any other class of membership in the corporation.*
- F. **Honorary:** *Persons other than past presidents who have made a significant contribution to the profession of Cancer Registry Administration or have rendered distinguished service in the profession or its related fields may be elected to honorary membership by a unanimous vote of the corporation's active members present and voting, after recommendation by the Board of Directors. Honorary members shall be exempt from dues. Honorary members shall not vote, hold office or chair or serve on a committee. Honorary members shall not hold any other class of membership in the corporation.*
- G. **Inactive:** *An individual who previously qualified as an active member but is no longer in the work force is eligible to be an inactive member. An inactive member shall not vote, hold office or chair a committee, but may serve on a committee. This category includes retirees, unemployed persons, and persons on extended leave from their job.*
- H. **International:** *Any person who is not a resident of a North American country may elect to be an international member. Persons residing outside of North America are not restricted to this membership classification. International members shall not vote, hold office or chair a committee, but may serve on a committee.*

**Section 2. Censure, Suspension and Expulsion.** Any member who violates the Bylaws or the Code of Ethics of NCRA may be censured, expelled or suspended from the membership by two-thirds (2/3) vote of the entire Board of Directors after a hearing, provided said member has been given a copy of the charges preferred together with sixty (60) days notice in writing of the time and place of the hearing. Service of notice and a copy of the charges may be made either by receipted personal delivery or by registered letter, return receipt requested, mailed to such member's last known address.

An appeal regarding the action of the Board of Directors may be taken to the membership at the Annual Business Meeting in which event the decision shall be a three-fourths (3/4) vote of the members present and voting and such decision shall be final.

**Section 3. Forfeiture.** If the dues for the current year are not received by January 31st, membership shall be forfeited.

**Section 4. Reinstatement.** A former member whose resignation has been accepted by NCRA or whose membership has been forfeited for nonpayment of dues may be reinstated upon submission of an application in a manner prescribed by the Board of Directors accompanied by the current year's dues.

**Section 5. Dues.**

- A. *The dues for all membership classifications shall be established by the NCRA Board of Directors.*
- B. *Dues to cover the period January 1 through December 31 shall be payable on January 1 of each year.*

## **ARTICLE IV**

### **Officers and Representatives**

**Section 1. Officers.** The officers of the corporation shall be a president, president-elect/secretary, immediate past president, treasurer senior, treasurer junior, professional development board director, recruitment and retention board director, public relations and communications board director, education board director, advocacy and technical practice board director west, advocacy and technical practice board director mid-west; and advocacy and technical practice board director east.

**Section 2. Representatives.** The elected members of the corporation's Council on Certification shall be an administrator and up to eight (8) representatives, but no less than six (6).

**Section 3. Eligibility**

- A. *To be eligible to serve as an officer of the corporation, a candidate must have been an active member in good standing for at least one year.*
- B. *To be eligible to serve as a president-elect/secretary, the active member shall have served at least one term on the Board of Directors or as the chairman of a standing committee prior to nomination.*
- C. *To be eligible to serve as a director, the active member shall demonstrate interest in and focus on the duties as described in the Standing Rules. In the case of the regional advocacy and technical practice board director positions, eligibility includes the above and residency in the applicable geographic region.*
- D. *To be eligible for the Office of Council on Certification Administrator, the active ODS certificant shall have a minimum of five (5) years experience as a certified ODS and shall have served at least one term on the Council of Certification within the past five years prior to nomination and shall not hold employment in any educational services related field that provides instruction to future registrars.*
- E. *To be eligible for the office of Council on Certification Representative, the active ODS certificant shall have a minimum of three (3) years experience as a certified ODS and shall not hold employment in any educational services related field that provides instruction to future registrars.*
- F. *An officer or representative may be elected to succeed him or herself in office, but shall not serve more than two full terms consecutively.*

**Section 4. Nomination.** Nominations shall be made by the Nominating Committee for members.

**Section 5. Election.**

- A. Elections shall be by ballot. The Nominating Committee shall be responsible for the preparation and distribution of the ballots at least sixty (60) days prior to the Annual Business Meeting.
- B. Election shall be by a plurality of the votes cast by the Active Members. In case of a tie, the election shall be decided by lot.
- C. Advocacy and Technical Practice board positions shall be elected by a plurality of the votes cast by the voting members from respective region in which each candidate resides.
- D. Elected members of the Council on Certification shall be elected by a plurality of votes cast by active certified Oncology Data Specialists (® ODS).
- E. Ballots shall be counted, or verified, by three (3) tellers appointed by the president.
- F. Electees shall assume office following their installation.
- G. Eligibility to vote in the election of officers will be based on membership type, credential status, and receipt of dues or CE fees by January 31 for the current year.

## **Section 6. Terms of Office.**

- A. The president-elect/secretary and treasurer junior shall be elected for a term of one (1) year.
- B. Upon expiration of the treasurer junior term, he or she shall become treasurer senior for a term of one (1) year or until his or her successor is elected.
- C. Upon expiration of the president-elect/secretary's term, he or she shall become president for a term of one (1) year or until his or her successor is elected.
- D. Upon expiration of the president's term, he or she shall become the immediate past president for a term of one (1) year or until his or her successor is elected.
- E. The professional development board director, recruitment and retention board director, public relations and communications board director, education board director, advocacy and technical practice board director- west, advocacy and technical practice board director- mid-west, and, advocacy and technical practice board director-east shall be elected for a term of two (2) years or until his or her successor is elected.
- F. The elected administrator of the Council on Certification shall serve a three year term or until his or her successor is elected and shall not serve more than two (2) consecutive terms.
- G. Elected members of the Council of Certification shall serve a term of two (2) years or until his or her successor is elected and may not serve more than two (2) consecutive terms.
- H. Appointed members of the Council on Certification shall serve a term of not more than two (2) years and may not serve more than two (2) consecutive terms.

## **Section 7. Vacancies.**

- A. In case any office other than president-elect/secretary or president shall become vacant by reason of death, resignation, removal or otherwise, the Board of directors, by vote of the majority of the directors present at a meeting at which a quorum is present, may choose a successor to continue for the unexpired terms. In case the office of president-elect/secretary shall become vacant by reason of death, resignation, removal or otherwise, the corporation shall hold a special election of the members to fill the vacancy for the unexpired term. In case the office of president shall become vacant by reason of death, resignation, removal or otherwise, the president-elect/secretary shall fill the vacancy.
- B. Advocacy and Technical Practice Directors who no longer reside in the geographic region to which they have been elected, and who have served less than one-half of their term, shall cease to be directors immediately, and the vacancy filled, as specified in the preceding paragraph. Advocacy and Technical Practice Directors who have served more than one-half of their term, but no longer reside in the geographic region to which they were elected, may be removed and the vacancy filled, as specified in the preceding paragraph.

## **Section 8. Duties.**

- A. *The duties of the officers shall be defined in the Standing Rules.*
- B. *Duties of officers shall be those normally presented for each office, those prescribed by the Parliamentary Authority and these bylaws.*
- C. *Other duties may be determined by action of the Board of Directors or Annual Business Meeting.*

# **ARTICLE V** **Meetings**

## **Section 1. Meetings.**

- A. *The Annual Business Meeting of the corporation shall be held in conjunction with the Annual Conference. The time and place of the meeting shall be determined by the Board of Directors.*
- B. *Special meetings may be called by the Board of Directors.*

**Section 2. Notification.** The official call to any meeting shall be at least sixty (60) days prior to the scheduled meeting, to include the agenda and any subject requiring special consideration.

**Section 3. Quorum.** A quorum shall be one-third (1/3) of all those voting members registered at any meeting.

**Section 4. Cancellation.** In the event of an emergency or other circumstances prohibiting holding an official meeting, the Board of Directors may cancel the meeting and notice shall be given to all members of the corporation as soon as possible.

# **ARTICLE VI** **Board of Directors**

**Section 1. Composition.** The members of the Board of Directors shall be a president, president- elect/secretary, immediate past president, treasurer senior, treasurer junior, professional development board director, recruitment and retention board director, public relations and communications board director, education board director, advocacy and technical practice board director- west, advocacy and technical practice board director- mid-west, and advocacy and technical practice board director-east.

## **Section 2. Powers and Duties.**

- A. *The property, business and affairs of the corporation shall be controlled and managed by a board of directors, consisting of twelve persons.*
- B. *The Board of Directors shall have authority to discipline any member for violation of the NCRA Code of Ethics or the provisions of the Bylaws. Such disciplinary action may be in the form of*

*censure, suspension or expulsion and shall require a two-thirds (2/3) affirmative vote of the entire Board of Directors.*

- C. The Board of Directors shall set the fiscal year of the corporation.*
- D. The Board of Directors shall prescribe application for membership.*
- E. The Board of Directors shall prescribe the manner of membership reinstatement.*
- F. The Board of Directors shall establish dues for all membership classifications.*
- G. The Board of Directors may call special meetings.*
- H. The Board of Directors shall establish written policies for the notification, time, and place of any special meeting.*
- I. The Board of Directors may provide for the creation and for the dismissal of committees.*
- J. The Board of Directors may propose amendments to these bylaws.*
- K. The Board of Directors shall update the Standing Rules as needed.*

### **Section 3. Meetings**

- A. The annual meeting of the Board of Directors, and all other regular or special meetings, shall be held at any place within or without the Commonwealth of Pennsylvania, as may be designated by the Board of Directors.*
- B. Unless otherwise scheduled by the Board of Directors, the annual meeting of the Board of Directors shall be held in conjunction with the corporation's annual conference. If a quorum cannot then be assembled, said meeting shall be adjourned until a quorum is present. Regular meetings of the Board of Directors shall be held as frequently at such time and place as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be held at any time upon call of the president or a majority of the Board of Directors.*

**Section 4. Quorum.** A majority of the full Board of Directors shall constitute a quorum for the transaction of business. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In all matters coming before the Board of Directors, each director shall be entitled to cast one (1) vote.

**Section 5. Meeting Media.** Meetings may be conducted by the technology of preference, after determining that all Board of Directors have the media available and consent to the use of such media.

### **Section 6. Special Meetings.**

- A. The purpose of a special meeting shall be to enable the Board of Directors to act on urgent matters between scheduled meetings.*
- B. Items of Business to be considered at any special meeting of the Board of Directors must be specified in the call of the meeting. Only business mentioned in the meeting notice can be transacted at such a meeting.*

### **Section 7. Action Without a Meeting.**

- A. By direction of the President, matters requiring action between meetings of the Board of Directors may be decided by mail vote, facsimile (FAX) vote, e-mail vote or conference call vote.*
- B. All action resulting from a mail vote, facsimile (FAX) vote or e-mail vote and minutes of a conference call shall be filed with the Board of Directors minutes.*

## **ARTICLE VII**

### **Councils**

#### **Section 1. Establishment and Composition.**

- A. *There shall be a Council on Certification consisting of up to nine (9), but no less than seven elected (7) voting members and of appointed non-voting members. The voting members shall meet the eligibility criteria defined in Article IV, Section 3 of these bylaws and shall consist of one (1) Administrator and up to eight (8), but no less than six (6) Representatives, all to be elected by the active ODS® certificants of the corporation. Any additional non-voting members may be appointed at the Council's discretion and need not be a certified ODS or members of the corporation.*
- B. *Other councils may be appointed as deemed necessary by the Board of Directors.*

**Section 2. Powers and Duties.** The duties of any council shall be set forth in the policies, procedures or standing rules of the corporation and subject to the approval of the Board of Directors. The policies, procedures and standing rules of any council shall be determined solely by that council and shall not be subject to approval by any other group or organization except as otherwise provided in these bylaws. No council shall preempt the authority of the Board of Directors in any matter.

#### **Section 3. Council on Certification.**

- A. ***Powers and Duties.*** *All policies and procedures with respect to composition and size of the Council shall be set forth in the policies, procedures or standing rules of the corporation and shall be subject to approval of the Board of Directors.*
- B. ***Meetings.*** *The Council on Certification shall meet at least annually, with additional meetings and meeting media determined at their discretion.*
- C. ***Quorum.*** *A majority of the elected members of the Council on Certification shall constitute a quorum for the transaction of business. The vote of the majority of the council members present at a meeting at which a quorum is present shall be the act of the Council on Certification. In all matters coming before the Council on Certification, each elected member shall be entitled to cast one (1) vote.*
- D. ***Meeting Media.*** *Meetings may be conducted by the technology of preference, after determining that all council members have the media available and consent to the use of such media.*

## **ARTICLE VIII**

### **Committees**

**Section 1.** The Board of Directors, by resolution, may provide for such standing or special committees of two (2) or more persons as it deems desirable, and discontinue the same at pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors. Except as otherwise directed by the Board of Directors, the president shall appoint the chairman of all standing or special committees from among the active members who have been active members for at least one full year and each chairman shall then choose the members of the chairman's committee, from the active, associate, student, inactive or international members.

**Section 2. Standing Committees.** The corporation's standing committees shall be listed and defined in the Standing Rules.

## **ARTICLE IX**

### **Indemnification**

The corporation shall indemnify to the full extent authorized or permitted by the laws of the Commonwealth of Pennsylvania as now in effect or as hereafter amended, indemnify any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, committee member, employee or agent of the corporation or serves any other enterprise as such at the request of the corporation and advance such person's related expenses. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from this Article X. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent and shall inure to the benefit of the heirs, the executors and administrators of such a person.

## **ARTICLE X**

### **Liability**

A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for any action taken unless the director has breached or failed to perform the duties of this office under the Pennsylvania Nonprofit Corporation Law or the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that this Article X shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director of the payment of taxes pursuant to federal, state or local law.

## **ARTICLE XI**

### **Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, special rules of order, and any Standing Rules the National Cancer Registrars Association may adopt.

## **ARTICLE XII**

### **Amendments**

**Section 1.** The Board of Directors and/or Committees may propose amendments to these bylaws. Individual voting members may propose amendments provided such amendments are accompanied by written endorsement of at least five (5) additional voting members.

**Section 2.** Proposed amendments to these Bylaws shall be submitted in the prescribed form to



the Chair of the Bylaws Task Force at least ninety (90) days prior to the Annual Business Meeting.

**Section 3.** A two-thirds (2/3) vote of the voting members present at the Annual Business Meeting of the membership shall be required to adopt any amendment. Unless stated otherwise, the amendment shall become effective upon adoption.

**Section 4.** A copy of the proposed amendments shall be sent to the voting members at least thirty (30) days prior to the Annual Business Meeting.

**Section 5.** The Bylaw Task Force shall be authorized to correct article and section designations, punctuation, and cross-references in these bylaws. The Bylaw Task Force shall not otherwise alter the content of these bylaws.