

# American Association for Cancer Research, Inc.\*

## By-Laws

### ARTICLE I

*Section 1. Members.* There shall be eight classes of members as follows:

(a) Donors—who shall give to the Corporation the sum of \$1,000 or more each. Donors shall be members for life without dues.

(b) Life Members—who shall give to the Corporation the sum of \$100. Life members shall be members for life without dues.

(c) Patrons—who shall pay dues to the Corporation of \$50 per annum.

(d) Sustaining Members—who shall pay dues to the Corporation of \$25 per annum.

(e) Contributing Members—who shall pay dues to the Corporation of \$10 per annum.

(f) Active Members—who shall pay dues to the Corporation of \$3.00 per annum.

(g) Honorary Members—who need not pay dues to the Corporation.

(h) Emeritus Members—who have attained the age of 65 years, have been members for ten years or more, and who upon application may be exempt from dues.

All persons who, on the date of incorporation of the Corporation, were active members in good standing of the American Association for Cancer Research, an unincorporated association, shall become Active Members of the Corporation as of such date.

All persons who, on the date of incorporation of the Corporation, were Honorary Members of said American Association for Cancer Research shall become Honorary Members of the Corporation as of such date, without payment of dues.

Donors, Life Members, Patrons, Sustaining Members, Contributing Members, and Active Members shall have equal privileges of membership and each shall be entitled to one vote at all meetings of members.

*Section 2. Election of Members.* The Board of Directors at any time, and from time to time, may elect to membership such persons as they consider eligible.

*Section 3. Meetings of Members.*

(a) The annual meeting of members shall be held at such time and place, within or without the State of New York, as may be designated in the notice of the meeting.

(b) Special meetings of members may be called by the President or, in his absence or disability, by the Vice-President, only upon (a) the request of the Board of Directors or (b) the request of thirty or more members. Special meetings shall be held at such

\* Incorporated in the State of New York, April 1940. A copy of the Certificate of Incorporation was published in *Cancer Research*, vol. 1, page 72, 1941.

time and place within or without the State of New York as may be designated in the notice of the meeting.

(c) Notice of each meeting of members, whether annual or special, shall be printed or written, signed by an executive officer, and mailed to each member at his address as it appears upon the books or records of the Corporation not less than ten days nor more than forty days prior to the date of the meeting, and the notice of each special meeting shall state the purpose or purposes for which it is to be held.

(d) A quorum of members shall consist of not less than one-third of the total number of members; provided, however, that if there shall be twenty-seven or more members of the Corporation, a quorum shall consist of nine.

*Section 4. Resignations.* Resignations of members shall be in writing addressed to the Board of Directors, but no resignation shall be accepted or take effect if the member presenting it shall be indebted to the Corporation.

*Section 5. Expulsion.* Any member who fails or neglects to pay his dues, or whose conduct shall in the opinion of the Board of Directors be prejudicial to the welfare of the Corporation, may be dropped from membership by the Board of Directors; provided, however, that notice in writing shall be given to such member of the action contemplated and of the grounds therefor at least 15 days previous to the date for the proposed expulsion of such member, and that such member shall be given an opportunity to present in written form and/or by personal appearance before the Board of Directors a defense of the act or acts upon which the proposed expulsion is based.

*Section 6. Transfers of Membership.* Memberships may be transferred by the Executive Committee from one class to another because of changes in the sum paid annually.

### ARTICLE II

*Section 1. The Board of Directors.* The number of directors shall be twelve, who shall be members and who shall divide themselves into three classes. The first class shall serve until the first annual meeting of members, the second class shall serve until the second annual meeting of members, and the third class shall serve until the third annual meeting of members. Directors shall be elected at each annual meeting of members to succeed the directors whose terms shall have expired, and each director then chosen shall serve for a term of three years and until the election of his successor.

*Section 2. Duties of Board of Directors.* The Board of Directors shall have the following powers and duties:

(a) To nominate candidates for President, Vice-President, and Secretary-Treasurer of the Corporation.

(b) To fill vacancies that may from time to time occur among the officers.

(c) To direct and supervise the activities of the Corporation, its representatives, and employees.

(d) To appoint such committees, standing and special, as may be necessary or desirable to carry on the work of the Corporation.

(e) To prepare or cause to be prepared and to approve annually a budget for the ensuing fiscal year.

(f) To supervise, either directly or through a duly appointed committee, the investment and disbursement of all funds of the Corporation.

(g) To fix the compensation of all representatives and employees of the Corporation.

(h) To present at the annual meeting of members a report as provided by Section 46 of the Membership Corporations Law.

(i) To elect such other officers as may be necessary properly to carry on the work of the Corporation.

(j) To perform such other duties as may be required by law.

*Section 3. Annual Meetings.* The Board of Directors shall meet immediately after each annual meeting of members in such place, within or without the State of New York, as may be designated in the notice of the meeting.

*Section 4. Special Meetings.* Special meetings of the Board of Directors may be called by the President or, in his absence or disability, by the Vice-President, and shall be called by him at the request of any two members of the Board of Directors. Special meetings may be held at such time or place, within or without the State of New York, as may be designated in the notice of the meeting. Notice of special meetings shall be given by mail, telephone, telegram, or personally, and shall be so given at least four days before the date of the meeting.

*Section 5. Quorum.* A quorum of the Board of Directors shall consist of five of its members.

*Section 6. Vacancies.* Any vacancy or vacancies in the Board of Directors however caused may be filled by a majority of the remaining members of the Board of Directors then in office, though a majority of such remaining members do not constitute a quorum. The director chosen to fill such a vacancy shall hold office only for the unexpired portion, if any, of the term of the director whose office shall have become vacant.

### ARTICLE III

*Section 1. Officers.* The officers of the Corporation shall be a President, a Vice-President, and a Secretary-Treasurer, selected from the Board of Directors. The officers shall be elected by the members either from the candidates nominated by the Board of Directors or from candidates nominated by the members. Each officer shall hold office until the next annual meeting of the members and until his successor shall have been elected and shall have qualified.

The Board of Directors may appoint other officers, including an additional Vice-President and an Assistant Secretary-Treasurer to serve for such terms and perform such duties as the Board of Directors may prescribe.

### Section 2. Duties of Officers.

*President.* The President shall be the chief executive of the Corporation and shall preside at all meetings of the Board of Directors.

*Vice-President.* The Vice-President, in the absence or during the disability of the President, shall have all the powers and perform all the duties of the President.

*Secretary-Treasurer.* The Secretary-Treasurer shall have the care and custody of all funds and securities and valuable documents belonging to the Corporation. The Secretary-Treasurer shall deposit the funds of the Corporation to its credit in such banks, trust companies, or depositories as the Board of Directors, or the Committee appointed by the Board of Directors to supervise the investment and disbursement of the funds of the Corporation, may designate. The Secretary-Treasurer shall sign all checks and drafts in the name of the Corporation. The Secretary-Treasurer shall keep full books of account of the Corporation and shall render to the Board of Directors from time to time at its request, and annually to the members, a full statement in regard to its funds.

The Secretary-Treasurer shall keep all minutes and proceedings of the members and of the Board of Directors in books kept for that purpose. He shall give notice of all meetings of the members and of the Board of Directors. He shall have the custody of the seal of the Corporation and shall affix the same when authorized to do so by the Board of Directors.

### ARTICLE IV

#### General

*Section 1. Fiscal Year.* The fiscal year of the Corporation shall begin on the first day of January in each year and shall end on the following 31st day of December.

*Section 2. Dues.* Dues shall be payable in advance on or before the first day of March, in each year.

*Section 3. Local Work.* Branches of the Corporation may be formed in the name of the Corporation in such areas as may be approved by the Board of Directors, to carry on work in conjunction with the Corporation under the direction and subject to the approval of the Board of Directors of the Corporation.

*Section 4. Seal.* The seal of the Corporation shall be circular in form with the words, "American Association for Cancer Research, Inc." on the circumference and the following words in the center:

Corporate Seal 1940 New York.

*Section 5. Order of Business.* At all regular meetings of members and of the Board of Directors, the order of business shall be as follows:

1. Roll call.
2. Reading of minutes.
3. Reports of officers.
4. Reports of standing committees.
5. Reports of special committees.
6. Reports of other representatives of the Corporation.

7. Unfinished business.
7. New business.
9. Adjournment.

At every annual meeting of members, the Directors, after the reading of the minutes, shall submit a report as required by Section 46 of the Membership Corporations Law.

*Section 6. Execution of Instruments.* All formal agreements shall be signed by the President or the Vice-President or the Secretary-Treasurer unless otherwise ordered by the Board of Directors.

ARTICLE V

*Section 1. Amendments to By-Laws.* These By-Laws may be amended, added to, or repealed without notice at any annual meeting or with notice at any special meeting of members by a two-thirds vote of the members present or represented by proxy, or without notice at any annual meeting or with notice at any special meeting of the Board of Directors by a two-thirds vote of the Directors present, as the case may be. Any amendment made by the Board of Directors shall be reported to the members at the next annual meeting.