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**ORGANIZATIONAL BYLAWS**

Version Date: 10/2021

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**Article I - NAME**

1.1 The name of the corporation shall be the Association of VA Hematology/Oncology, Inc. It may hereafter be referred to in these bylaws as AVAHO or the Association.

**Article II - Mission and Vision**

The mission of AVAHO is to advocate for and provide leadership in delivering quality comprehensive care to Veterans diagnosed with cancer.

AVAHO’s purpose is to:

1. Offer educational programs to members with the goal of improving the quality of cancer care to veterans,

2. Facilitate networking between members to broaden knowledge and best practice, and

3. Explore and facilitate research across the range of disciplines within the membership.

 **Article III - AUTHORITY**
3.1 AVAHO was initially incorporated in the State of Ohio on June 3, 2005. Incorporation was transferred to the State of Washington on July 15, 2010. AVAHO is an exempt, nonprofit Association under the Internal Revenue Code, Section 501(c) (3). Tax ID code 20-3012788 was assigned to AVAHO by the IRS in June 2005.

**Article IV – MEMBERSHIP**
4.1 AVAHO Membership shall be extended to individuals interested in the organization’s goals. Each member shall act under the Bylaws of the Association.

4.2 Exclusions:
(a) Membership will not be available to representatives of commercial entities doing business with the VA, per reference 18 USC 205.
(b) Membership applications that do not meet the above criteria may be reviewed by the Executive Committee and, as appropriate, approved.

4.3 Membership Dues:

Dues will be determined by the Board.

4.4 Membership Rules:
Rules of membership will require approval by the Board.

**Article V - BOARD OF DIRECTORS**

5.1 Qualifications of Board membership:

(a) All Board members are elected by AVAHO members in good standing for the respective term through the voting process established by the Board.

(b) All Board members must be a member in good standing for a minimum of two (2) years in accordance with policies set by the Board of Directors.

5.2 Duties and Responsibilities:

1. The Board of Directors of the Association shall be responsible for the manage­ment of all business, property, and affairs of the Association.
2. All members of the board will complete an annualDisclosure of Relevant Financial Relationships and Conflict of Interest Statement. These documents will be under the custody of the Executive Director.
3. The Board may exercise all the corporate powers of the Association, and do all the lawful acts, conduct all business, and adopt such rules and regulations for the conduct of its meetings and the management of the Association as may be deemed necessary and proper, and consistent with the Statute, Charter, and ByLaws of the Association, and with non-profit corporation law and federal internal revenue statutes.
4. Duties and responsibilities as outlined in Board Job Description will be reviewed and approved annually by the Board.

5.3 Composition of the Board of Directors:

The Board of Directors will be composed of the following members:

President (1-year term)

President-Elect (1-year term)

Immediate Past President (1-year term)

Secretary (3-year term)

Treasurer (3-year term)

Members-At-Large (2-year term)

Four Members-At-Large will be elected to the Board. In order that at least two Members-At-Large will remain on the Board for any given year, a Member-At-Large may extend his/her term one additional year by approval of the Board.

Members-At-Large may elect to renew their position for an additional two-year term with the approval of the AVAHO membership. No Member-At-Large shall serve on the Board for more than two consecutive terms or more than a total of five years, whichever is greater.

There shall be three (3) ex-officio non-voting positions on the Board of Directors. The first position shall be filled by one (1) Past-President, who may not be the Immediate Past-President; the second position shall be filled by one (1) current or Past-President of the AVAHO Foundation; and the third position shall be filled by one (1) past Board member who also has experience chairing an AVAHO committee.

The three (3) ex-officio non-voting positions shall be appointed by the Executive Committee, consisting of the Immediate Past-President, President, President-Elect, Treasurer, and Secretary. Each of the three (3) ex-officio non-voting Members of the Board shall serve on the Board for a term no greater than seven (7) years; and extension for another term of no greater than three (3) years for a total of ten (10) years shall require unanimous Board approval. The ex-officio non-voting member may step down from this position at any time in their tenure by providing in writing a desire to step down to the current President. The three (3) ex-officio non-voting Members of the Board shall enjoy all the rights and privileges and responsibilities of the voting Members of the Board, except for the voting privilege, and shall serve as stewards to curate and maintain important back up documents of AVAHO to provide and maintain the institutional knowledge.

5.4 Vacancies and Removal:

(a) Any vacancies occurring in the Board of Directors shall be filled by appointment of the President and ratified by a simple majority vote of membership.

(b) Any Board member may be removed from office for any act or acts of malfeasance and/or neglect of office by a simple majority vote of the membership. Vacancies occurring as a result of such removal shall be filled in accordance with (a) above.

 **Article VI – Executive Committee:**
6.1 The Executive Committee (EC):

The Executive Committee of the Association shall include the President of the Board, the President-Elect, the Immediate Past-President and the Executive Director**.** Ad-hoc members shall be determined by the needs of the Committee and approved by the Board. Activities of the Executive Committee will be reported to the Board at each meeting and documented in the Board minutes.

6.2 Election and Removal:

(a) The Executive Committee members serve at the pleasure of the Board of Directors and may be removed from office for any act or acts of malfeasance or neglect of duty by a simple majority vote of the Board of Directors at any properly called meeting as outlined in Article VIII, Section 8.2 of these bylaws.

(b) If a vacancy occurs among the Executive Committee, that vacancy shall be filled by an election held at the next meeting of the Board of Directors, except in the case of the President. If a vacancy occurs in the Presidency, the President-Elect will assume the office, to be followed, as necessary, by the Secretary, and the Treasurer, in that order.

(c) The Executive Committee of the Association shall be accountable to the Board of Directors and the General Membership for all their actions, individually or collectively, on behalf of the Association, and each is accountable for the fulfillment of the responsibilities and performance of the duties assigned to the respective office.

6.4 Contractors:

1. All contracted activities are under the oversight of the President and/or Board of Directors. Any contracted individuals or companies that handle monies for the organization will be bonded.

 **Article VII - COMMITTEES**7.1 Standing Committees:

(a) There shall be the following Standing Committees, each with the duties described. Each Committee shall have a Chairperson appointed by the President with consultation of the Board, who shall report in writing on all committee activities and findings at all Board, Annual, and other meetings. Elected Board members may chair Standing or Ad-Hoc Committees except as noted.

1. Executive Committee. [SEE ARTICLE VI]

The Executive Committee shall be responsible for aiding the President in the performance of his/her duties and responsibilities. The Executive Committee, working with the President, will be responsible for annual performance appraisals of paid personnel and/or independent contractors.

1. Finance Committee.

The Finance Committee will be responsible for working with the Treasurer, Executive Director, and the contracted accounting agency to assure that budget is created, adopted, and adhered to, and will help with financial oversight. The Treasurer may chair the Finance Committee.

1. Education Committee.

The Education Committee shall be responsible for overseeing and coordinating all educational venues for the Association.

(a) Annual Conference Planning Committee. The Annual Conference Planning Committee, as a subcommittee of the Education Committee, shall be responsible for developing and overseeing the educational program contents of the annual conference.

5. Membership Committee.

The Membership Committee shall be responsible for promoting the benefits of AVAHO to new and existing members. It conveys the interests and feedback of the membership to the Board to inform functions and activities that are of relevance and value to members.

6. Nominating Committee.

The Nominating Committee is responsible for recruiting and selecting a slate of candidates for approval by the Board of Directors.

1. Additional Committees

Additional Committees will be determined by the Board reflecting the needs and interests of the membership.

**Article VIII - MEETINGS**
8.1 Annual Conference:
(a) AVAHO shall host an Annual Conference for the membership of the Association.

1. Thirty days prior to the conference, a complete order of business will be posted on the website so that adequate time is provided for membership review.
2. Voting will occur prior to the Annual Conference or at other times throughout the year as necessary. Voting will allow for write-in candidates.
3. A Business Meeting will convene during the Annual Conference.

8.2 Board of Directors Meeting:

(a) The President of the Board of Directors shall call meetings of the Board of Directors as necessary for the proper conduct of the Association's business.

(b) Special meetings of the Board of Directors may be called at the written request of a quorum of the Board Members to the Secretary of the Association.

(c) Voting shall be by simple majority of a quorum of the Board.

(d) The President may call a meeting of the Executive Committee at the request of any member of the committee.

8.3 Special Meetings:

Special meetings of the Association shall be called by the President upon receipt by the Secretary or the President of the written request of a simple majority of the general membership. Special meetings may also be called by the Board of Directors when deemed necessary by a majority vote of the Board.

**Article IX - BOARD DIRECTIVES**

Fiscal Year - The fiscal year of the Association shall consist of the twelve (12) month period which shall begin each January 1 and close each December 31.

**Article X - RULES OF ORDER**

ROBERT’S RULES OF ORDER, latest edition, and Standing Rules adopted by the Association shall guide the conduct of business at all meetings.

**Article XI - AMENDMENT OF BY-LAWS**
11.1 Proposals. Proposals to amend the bylaws may be initiated by the Board of Directors, a constituted committee of the Association, or by any voting member of the Association. Approval shall require a simple majority vote of the members.

**Article XII - QUORUMS**12.1 A quorum for the conduct of business at meetings of the Board of Directors shall consist of a simple majority (51% or more) of the Board Members.

12.2 A quorum for the conduct of business at general business meetings shall consist of ten percent (10%) of the number of members who have attend the Annual Conference.

12.3 The results of electronic voting will be decided by simple majority of members in good standing who opt to vote.

Original Bylaws: Approved AVAHO Annual Meeting 9/18/05

Revised Bylaws: Approved AVAHO Annual Meeting 9/13/08

Revised Bylaws: Approved AVAHO Annual Meeting 10/20/12

Revised Bylaws: Approved AVAHO Annual Meeting 10/5/13

Revised Bylaws: Submitted for approval 8/15/17

Revised Bylaws: Approved AVAHO Membership Vote (online) 10/31/21