Virginia Commonwealth University

MASSEY CANCER CENTER ADVISORY BOARD

BY-LAWS

## ARTICLE I

MEMBERSHIP

Section 1. Members of the Advisory Board

(a) The Board shall consist of not over one hundred (100) members interested in promoting and supporting the Massey Cancer Center. Up to seventy-five (75) members shall represent community members within the Richmond area. Up to twenty-five (25) members may consist of community members residing outside the Richmond, Virginia, area and representatives from the organizations and institutions that have committed sustaining support for Massey. Such members are to be appointed by the Director of the Massey Cancer Center after consultation with the Board Resources Committee.

(b) The Advisory Board, after consultation with the Board Resources Committee and with the approval of the Director of the Massey Cancer Center (hereinafter sometimes referred to as the Director), may establish such criteria for membership as the Board may from time to time determine. Other responsibilities for membership on the Board may include, but are not limited to, attendance at Board meetings, service on committees and personal financial commitment.

(c) The Advisory Board with the approval of the Director of the Massey Cancer

Center may establish membership programs and categories for the Advisory Board with such membership criteria, which may differ from that of Board membership, as the Board may determine.

## ARTICLE II

## APPOINTMENT AND TERMS OF OFFICE

### Section 1. Composition

The Board shall consist of not over one hundred (100) members with a target of twenty-five percent (25%) of the total members residing outside the Richmond, Virginia, area, interested in promoting and supporting the Massey Cancer Center such members to be appointed by the Director of the Massey Cancer Center, after consultation with the Board Resources Committee.

### Section 2. Duties

The Board shall promote and support fund raising, information dissemination, public relations and all activities and objectives of the Massey Cancer Center and shall advise and assist the Director and staff of the Massey Cancer Center when called upon.

### Section 3. Selection, Terms and Quorum

(a) BOARD MEMBERS

The term of office of each member shall commence with his or her appointment and continue for three years from July 1 following such appointment, unless appointed

for a different term and then such term shall continue for the period of time specified at the time of appointment. Each member is eligible to serve two successive terms. The second term is not automatic, but contingent upon recommendation by the Board Resources committee and approval by the Director. An individual is then eligible for renomination to the Board one year after the expiration of his or her second term. Individuals may remain active during this “sabbatical” year by serving on committees at the discretion of the Board.

(b) EX-OFFICIO MEMBERS

Representatives from Massey Alliance, major fundraising events, or closely aligned organizations may be recommended for membership by the Board Resources Committee and approved by the Director. Ex-officio members do not have voting privileges and are not held to the same responsibilities of Board membership. These individuals’ service on the Advisory Board will not be constricted by term limits.

(c) EMERITUS MEMBERS

Individuals may be appointed as Emeritus Members as recommended by the Board Resources Committee to the Director to recognize outstanding lifetime commitment to the mission and goals of MCC. Emeritus members do not have voting privileges and are not held to the same responsibilities of Board membership. These Individual’s service on the Advisory board will not be constricted by term limits.

(d) SUSTAINING MEMBERS

Board members who have the desire but not the time to serve as active members may be recommended for this status by the Board Resources Committee and approved by the Director of the Center. These individuals must have fulfilled at least one three-year term of service and a record of involvement.

Sustaining Board Members are kept apprised of Board activities, but are not required to attend Board meetings nor do they have voting privileges. Sustaining membership status may be held indefinitely.

(e) QUORUM

Thirty percent or more of the members shall constitute a quorum.

## ARTICLE III

OFFICERS

Section 1. Designations, Election, Terms

The Officers of the Board shall be a Chairman and two Vice Chairmen chosen from among the members, or former members, of the Board; all of whom shall be elected by a majority vote of the board members present, for one two-year term. The Board Resources Committee with the approval of the Director may establish additional offices for the Board from time to time and may fill such offices with members of the Board or with non-members. Unless removed, officers shall serve for one two-year term ending at the corresponding annual meeting of the Board. Vacancies, during a term, may be filled at any time by the Board with the approval of the Director. Any

officer of the Board may be removed as an officer summarily, with or without cause, at any time by the Director. Any officer, though reaching the end of his or her term, shall continue to hold his or her position until his or her successor has been elected and qualified.

Section 2. The Chairman

The Chairman shall be the chief executive officer of the Board and shall be an ex-officio member of all committees. The Chairman shall preside at meetings of the Board.

Section 3: The Vice Chairmen

There shall be two Vice Chairmen who shall share the oversight of the Advisory Board Committees and carry out such duties as are customarily performed by the Vice Chairmen or as prescribed by the Director and/or Chairman. The Vice Chairmen shall preside at the meetings of the Board during the absence of the Chairman or at his or her request.

## ARTICLE IV

STANDING COMMITTEES

There shall be the following standing committees, the chairman and members to be appointed by the Chairman with the approval of the Director and to serve at the pleasure of the Chairman and Director:

(a) Executive – This committee will advise and support the Director of the Massey Cancer Center in determining and prioritizing strategic objectives. It also advocates for MCC with the VCU Health System and University and sets priorities for financial needs and private fund raising.

It shall also serve as the Executive Committee for the Advisory Board and will consist of the Director, the Advisory Board Officers, Standing Committee chairpersons, Immediate Past Chairman of the Advisory Board and other members as recommended by the Chairman or Director, and shall meet on call of the Chairman or Director. It shall report all actions taken to the next regular meeting of the Board. This Committee shall have the power to take whatever action the Board could take, except the power to adopt, amend or repeal By-Laws.

(b) Board Resources – This committee will ensure the effective functioning of the Board by 1) identifying, recruiting and nominating for membership capable and influential individuals who are committed to Massey Cancer Center's mission; 2) conducting orientation programs to educate new members and integrate them into the work of the Board; 3) clarifying the responsibilities of Board members and Board committees; and 4) bi-

annually nominating a slate of officers to lead the Board.

(c) Community Relations – This committee will assist the MCC and VCU staff in developing and carrying out sound marketing and public relations programs on a state-wide basis, designed to increase awareness of the resources and needs of the Massey CancerCenter and to generate public support for MCC.

This committee will also support the Executive and MCC staff in statewide educational outreach about cancer research, prevention and treatments provided by MCC. In addition, it will support the educational mission of the Linen-Powell Patient Resource Library.

(d) Fund Development – This committee shall assist in identifying potential contributors to the Center, arranging contacts, participating in solicitations and otherwise providing assistance and support for the development of financial resources for research, facilities and general support of the Massey Cancer Center.

(e) Legislative Affairs – This committee will support the VCU Administration in monitoring legislation, regulations and policies on the federal and state level affecting MCC, cancer research and prevention initiatives, and in advocating for legislative and funding priorities.

In addition, there shall be other such committees as the Chairman, with the approval of the Director, shall designate with the members to be appointed and to serve in the same manner as provided for standing committees.

(f) Clinical Services – This committee provides a community perspective to promote continuous quality improvement on the scope, excellence and effectiveness of clinical services, facilities and processes.

(g) Finance and Business Operations – This committee is charged with reviewing and understanding the MCC financial structure and budgetary constraints. Working with Massey Cancer Center Associate Director of Administration, it shall devise and analyze financial reports to communicate the status of the Center to its stakeholders. It shall serve as a resource to the Director on business operations.

## ARTICLE V

MEETINGS

Section 1. Annual Meeting

The annual meeting of the Board shall be during the fourth quarter of each fiscal year, beginning July 1 and concluding June 30.

Section 2. Meetings

Regular meetings of the Board, including the annual meeting, shall be held at least three times a year as scheduled by the Director or as deemed necessary by the Chairman or Director.

Special meetings of the Board shall be called by the Director or the Chairman, or by the Chairman upon the written request of not less than five members of the Board.

Section 3. Notices

Written notices of the time place and object of all meetings of the Board shall be posted to each member at his or her designated address or last known address at least ten (10) days in advance of such meeting.

## ARTICLE VI

AMENDMENTS TO BY-LAWS

These By-Laws may be amended or repealed and new By-Laws may be adopted at any meeting of the Board, provided such have been approved by the Director, by affirmative vote of a majority of the members of the Board provided that at least fifteen (15) days prior thereto written notice of the substance of the proposed amendments, or of intent to repeal and\or adopt new By-Laws, shall have been given or posted to each member of the Board. By written consent signed by 55% of the members of the Board, action may be taken without a meeting, and notice of the substance of such proposed amendments, or of intent to repeal and\or adopt new By-Laws, may be waived provide a

written waiver has been or is signed before or after the fact by all of the members of the Board for whom notice is required.

## ARTICLE VII

DISSOLUTION

The Board shall be perpetual subject to dissolution by a vote of not less than 55% of the members of the Board conducted at each of two separate meetings of the Board for which written notice of the time, place and purpose is given or mailed to each member of the Board at least fifteen (15) days in advance of the meeting. A quorum shall not be necessary for the conduct of business at these meetings.

## ARTICLE VIII

INDEMNIFICATION

Members and officers shall be entitled to indemnification to the fullest extent permitted by law.

By-laws enacted on July 7, 1987; amended August 10, 1989.

Amended and re-enacted, effective February 25, 1994.

Amended and re-enacted, effective November 10, 1994.

Amended and re-enacted, effective May 21, 1997.

Amended and re-enacted, effective November 4, 2004.

Amended and re-enacted, effective June 8, 2006.

Amended and re-enacted, effective June 5, 2008.

Amended and re-enacted, effective June 30, 2008.

Amended and re-enacted, effective June 4, 2009.

Amended and re-enacted, effective June 3, 2010.