

Virginia Commonwealth University

MASSEY CANCER CENTER ADVISORY BOARD

BY-LAWS

ARTICLE I

MEMBERSHIP

Section 1. The Board shall consist of no more than one hundred (100) members who are committed to promoting and supporting the Massey Cancer Center. Members shall participate in the work of the board to include fund raising, information dissemination, clinical engagement and advocacy and shall advise and assist the Director and staff of the Massey Cancer Center as requested.

Section 2. Members of the Board shall be nominated by the Board Resources Committee and appointed by the Director of the Massey Cancer Center ("the Director").

Section 3. The term of each member shall commence upon appointment and shall continue for three years from July 1 following such appointment, unless appointed for a shorter term which shall continue for the period of time specified at the time of appointment or unless the appointment is earlier terminated in the discretion of the Director.

Section 4. Each member is eligible to serve two successive terms. Appointment to a second term is not automatic, but contingent upon nomination by the Board Resources Committee and appointment by the Director.

Section 5. A former member who has completed two successive terms is eligible for reappointment to the Board one year after the expiration of his or her second term.

Section 6. A member who is appointed to serve as a committee chair, committee vice-chair or as an at-large member of the Executive Committee to commence at the end of the member's second term shall continue as a board member while serving in such position and shall be eligible for reappointment to the board upon completion of service as a committee chair, committee vice chair or an at-large member of the Executive Committee.

Section 7. Thirty percent or more of the members appointed pursuant to Article I shall constitute a quorum.

ARTICLE II

QUALIFICATIONS AND CATEGORIES OF MEMBERSHIP

Section 1. The Board, upon recommendation of the Board Resources Committee and with the approval of the Director, shall establish such criteria for membership and expectations for member engagement as the Board may from time to time determine.

Section 2. In addition to members appointed pursuant to Article I ("members of the Board), there shall be the following additional categories of membership:

- A. Ex-Officio Members. Representatives from Massey Alliance, major fundraising event committees, and closely aligned organizations may be recommended for membership by the Board Resources Committee and appointed by the Director. Ex-officio members do not have voting privileges and are not held to the same expectations as members of the Board. Ex-officio members serve for a term designated in the appointment and are not subject to term limits.
- B. Emeritus Members. Former members of the Board may be appointed as Emeritus Members by the Director upon recommendation of the Board Resources Committee to recognize outstanding commitment to the mission and goals of Massey Cancer Center. Emeritus members do not have voting privileges and are not held to the same expectations as members of the Board. Emeritus members are not limited by terms.
- C. Lifetime Members. Former members of the Board who have served on the Massey Cancer Center Advisory Board for at least three terms and have demonstrated an outstanding record of involvement may be recommended for Lifetime Member status by the Board Resources Committee and appointed by

the Director. Lifetime members are kept apprised of board activities, but are not required to attend board meetings and do not have voting privileges.

Section 3. Upon recommendation of the Board Resources Committee and with the approval of the Director, the Board may establish additional membership programs and categories with such membership criteria and expectations, which may differ from those of members of the Board, as the Board may determine.

ARTICLE III

OFFICERS

Section 1. The Officers of the Board shall be a Chair and two Vice Chairs chosen from among the members of the Board; each of whom shall be nominated by the Board Resources Committee, with the approval of the Director, and, elected by the Board. 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. Officers shall serve for one two-year term ending at the corresponding annual meeting of the Board, unless earlier terminated in the discretion of the Director. Vacancies, during a term, may be filled at any time by the Board with the approval of 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.

Section 2. The Chair shall be the chief executive officer of the Board and shall be an ex-officio member of all committees. The Chair shall preside at meetings of the Board.

Section 3: The Vice Chairs shall share the oversight of the Advisory Board Committees and carry out duties prescribed by the Director and/or Chair. The Vice Chairs shall preside at the meetings of the Board during the absence of the Chair or at his or her request.

ARTICLE IV

COMMITTEES

Section 1. There shall be the following standing committees. With the exception of the Executive Committee, the chair, the vice chair and members of each committee shall be appointed by the Chair with the approval of the Director and shall serve at the pleasure of the Chair 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 Massey Cancer Center with the VCU Health System and University and sets priorities for financial needs and private fund raising. Its members are the Director, the Advisory Board Officers, Standing Committee chairs, Immediate Past Chair of the Advisory Board and at-large members as recommended by the Chair and appointed by the Director. The Executive Committee shall meet on call of the Chair or Director. It shall report all actions taken to the next regular meeting of the Board. The Executive Committee shall have the power to take whatever action the Board could take, except the power to adopt, amend or repeal By-Laws.
- B. **Annual Giving Committee** – This committee will work with the Massey Cancer Center Development Office to identify, solicit, cultivate and steward annual donors and will provide feedback regarding annual giving initiatives and programs.
- C. **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) recommending board membership criteria and expectations for board member engagement; and 4) bi-annually nominating a slate of officers for the Board.

- D. **Campaign, Major and Planned Giving Committee** – This committee will work with the Massey Cancer Center Development Office to increase private philanthropy. Committee members and the development staff will work together to identify, cultivate, solicit and steward individuals, corporations and foundations that have the capacity to make major donations and deferred gifts. This committee will also assist with any ongoing capital campaign initiatives and related events.
- E. **Finance and Operations** - This committee is charged with increasing financial security, enhancing operational efficiency and ensuring that all funds raised to support the Massey Cancer Center are subjected to the highest stewardship standards. The committee is responsible for reviewing and understanding the Massey Cancer Center financial structure and budgetary constraints. Working with Massey Cancer Center Associate Director of Administration, the committee 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.

Section 2. In addition to the standing committees, there shall be such other committees and task forces as the Chair, with the approval of the Director, shall designate. The Chair shall appoint the chair and the members to serve for such term as the Chair shall determine.

Section 3. In addition to supporting Massey Cancer Center through committee work, members may engage with staff to organize and promote events, public sector funding, clinical engagement, community advocacy and other activities on behalf of Massey Cancer Center.

ARTICLE V

MEETINGS

Section 1. 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. The Board shall meet at least three times annually, including the annual meeting, as scheduled by the Director or by the Chair. Special meetings of the Board shall be called by the Director or the Chair, or by the Chair upon the written request of at least five members of the Board.

Section 3. 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 physical or internet email address or last known physical 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 by affirmative vote of a majority of the members of the Board, provided (i) such have been approved by the Director and (ii) 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, which may be by e-mail, 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 provided a written waiver has been or is signed before or after the fact by all members of the Board.

ARTICLE VII

DISSOLUTION

The Board shall be perpetual unless dissolved by a vote of not less than 55% of the members of the Board conducted at each of two separate meetings of the Board.

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.

Amended and re-enacted, effective June 14, 2012.

Amended and re-enacted, effective February 28, 2013.

Amended and re-enacted, effective June 6, 2013.

Amended and re-enacted, effective September 13, 2016.