



## **ARTICLE I Name and Purpose**

### *Section 1 – Name*

The official name of the organization shall be THE SOCIETY OF SURGICAL ONCOLOGY, INC. (the “Society” or “SSO”). The Society was originally known as THE JAMES EWING SOCIETY, INC.

### *Section 2 – Purpose*

The purpose of the Society shall be as set forth in its Articles of Incorporation and to achieve its mission to improve multidisciplinary patient care by advancing the science, education, and practice of cancer surgery worldwide.

## **ARTICLE II Membership**

Membership shall be inclusive of physicians, clinical care providers, scientists, and students of good professional standing who have a major interest or devote significant portions of their practice or research to surgical oncology or related fields and who meet the criteria of the appropriate membership categories outlined below.

Membership categories shall consist of Active, Active International, Emeritus, Associate, Candidate, Post-Fellowship Candidate, Resident/Medical Student, and Honorary.

The requirements for membership shall be set forth in the Bylaws. The SSO Policy & Procedures Manual (P&P Manual) shall contain additional necessary details regarding membership procedures, as appropriate.

There shall be no limits on the number of members in any membership class. Membership in the Society shall not be denied or abridged, and SSO prohibits discrimination and harassment of any type, based on race, color, religion, age, sex, national origin, disability status, genetics, protected veteran status, sexual orientation, gender identity or expression, or any other characteristic protected by federal, state, or local laws.

### *Section 1 – Active/Active International Membership*

Licensed, US-based physicians involved in surgical oncology patient care or who have a major professional interest and commitment to surgical oncology or related fields are eligible for Active membership.

International medical graduates practicing outside the US and involved in surgical oncology patient care or who have a major professional interest and commitment to surgical oncology or related fields are eligible for Active International membership.

### *Section 2 – Emeritus Membership*

Emeritus Membership is open to Active and Active International Members who are retired from active practice.

### *Section 3 – Associate Membership*

Associate Membership is open to any non-physician health care provider or scientist involved in surgical oncology patient care or who has a major professional interest and commitment to surgical oncology or related fields.

#### *Section 4 – Candidate and Post-Fellowship Candidate Membership*

Candidate Membership is open to surgical trainees in an accredited fellowship training program.

Graduates of fellowship training programs shall be transferred from Candidate to Post-Fellowship Candidate Membership for a period of up to 2 (two) years upon successful completion of their program.

#### *Section 5 – Resident / Medical Student Membership*

Surgical residents in good standing in a residency program approved by the Accreditation Council for Graduate Medical Education (ACGME) or accredited by an appropriate oversight body are eligible for Resident Membership.

Medical students in good standing enrolled in an accredited medical school program are eligible for Medical Student Membership.

#### *Section 6 – Honorary Membership*

A person distinguished for their services or attainments in the field of oncology may be elected by the Executive Council to Honorary Membership in the Society.

#### *Section 7 – Member Rights and Responsibilities*

Membership in the Society comes with rights, privileges, and responsibilities set forth in writing from time to time and approved by the Executive Council. Member rights shall be reviewed every 3 years and updated as necessary.

Active, Active International, Emeritus, Associate, Candidate, and Post-Fellowship Candidate members shall have the right to:

- A. Participate as voting members of SSO Committees or as formal representatives for the Society when appointed;
- B. Attend and vote on Society matters presented at the Annual Meeting of the Members;
- C. Submit abstracts for presentation at meetings of the Society;
- D. Access members-only benefits and reduced registration rates for SSO meetings and events;
- E. Utilize the Fellow of the Society of Surgical Oncology (FSSO) designation (must be a licensed physician);
- F. Serve in an elected leadership position on the Executive Council or as an Officer;
- G. Nominate candidates for open elected positions;
- H. Vote in Society elections.

Resident, Medical Student, and Honorary members shall have the right to:

- A. Participate as voting members of SSO Committees or as formal representatives for the Society when appointed;

- B. Attend the Annual Meeting of the Members as non-voting attendees;
- C. Submit abstracts for presentation at meetings of the Society;
- D. Access members-only benefits and reduced registration rates for SSO meetings and events.

### *Section 8 – Application and Transfer*

Prospective members must submit a completed membership application along with any required application fees.

Resident/Medical Student members must reapply for Candidate Membership upon acceptance to an accredited fellowship training program.

Candidate members shall automatically be transferred to Post-Fellowship Candidates upon successful completion of their fellowship training program.

Post-Fellowship Candidates shall automatically be transferred to Active member status after 2 years post-graduation.

Active and Active International members who notify the Society of their retirement from active practice will be transferred to Emeritus member status.

The SSO P&P Manual shall contain additional necessary details regarding membership procedures as appropriate.

## **ARTICLE III Dues**

Dues shall be established by the Executive Council and payable to the Society upon receipt of the annual statement period.

## **ARTICLE IV Termination and Reinstatement of Membership**

Membership in the Society may be terminated by a member submitting a letter of resignation to the Secretary, a failure to pay dues, or by a majority vote of the Executive Council for failure of a member to act in accordance with accepted ethics of the medical or scientific professions or the SSO Code of Conduct.

For those members whose membership is terminated for failure to act in accordance with accepted ethics with the medical or scientific professions or the SSO Code of Conduct, they shall be afforded the opportunity to appeal the decision of the Executive Council in accordance with the policies and procedures set forth in the SSO P&P Manual.

Members may be reinstated in accordance with the policies and procedures set forth in the SSO P&P Manual. In cases where membership is reinstated, dues shall be paid for the year of reinstatement without a requirement to pay any back dues.

## **ARTICLE V Officers/Executive Committee**

Officers of the Society of Surgical Oncology shall be the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President.

### *Section 1 – Composition and Duties*

The Officers make up the Executive Committee along with the CEO in a non-voting position. The President serves as Chair of the Executive Committee.

The Executive Committee shall discuss and act upon matters that arise between scheduled meetings of the Executive Council and report those actions promptly to the Council, subject to limitations imposed by Executive Council policy or the New York Not-for-Profit Corporation Law (NY ACT).

The Executive Committee shall take no action with respect to the election of Officers or with respect to filling vacancies on the Council. The Executive Committee shall be responsible for review and planning of the administrative and financial matters of the Society.

The Executive Committee must meet in an effective way at least 6 (six) times per year. Each member shall have one vote. A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee.

#### *Section 2 – Election of Officers*

Active, Active International, Emeritus, Candidate, and Post-Fellowship Candidate members in good standing are eligible for election as an Officer after one complete 3-year term as a voting Executive Council member.

The Nominating Committee shall annually develop a Slate of Candidates which is presented for ratification to the membership at the Annual Meeting of the Members. The P&P Manual shall contain additional necessary details regarding nomination and election procedures, as appropriate.

#### *Section 3 – Terms and Ascension*

The Vice President, Secretary, and Treasurer shall serve staggered 3-year terms. Upon completion of their term, the Officer (either Vice President, Secretary, or Treasurer) will ascend to the position of President-Elect for a 1-year term.

The President-Elect shall ascend to serve as President and then Immediate Past President for a 1-year term in each position.

#### *Section 4 – Officer Vacancy*

If the President is unable to complete their term of service, the President-Elect shall assume the office and shall serve for the unexpired term of the President in addition to the originally intended term.

If the President-Elect is unable to complete their term of service OR is elevated to fill a vacancy in the President position, the person currently serving as Vice President, Secretary, or Treasurer whose 3-year term is closest to completion shall be elevated to serve the unexpired term of the President-Elect and ascend to President. The vacancy created will be filled in accordance with the policies and procedures set forth in the SSO P&P Manual.

## ARTICLE VI Executive Council

The Executive Council shall act as the governing body and Board of Directors of the Society and shall act in accordance with these Bylaws and approved SSO Policy & Procedures Manual.

### Section 1 – Composition and Duties

- A. Executive Committee: The six Society Officers shall serve on the Executive Council in conjunction with their term as an Officer.
- B. Second Past President: The Second Past President shall serve a 1-year term.
- C. Slated Executive Council Members (staggered 3-year terms)
  - 1. International Representative
  - 2. Community Practice Representative
  - 3. Six members from the voting Membership
- D. Three Councilors-at-Large (staggered 3-year terms)
- E. The *Annals of Surgical Oncology* Editor-in-Chief, *Surgical Oncology Insight* Editor-in-Chief, SSO representative to the American Board of Surgery (ABS), and CEO shall serve as non-voting members.

The affairs of the Society shall be managed by the Executive Council which shall have supervision, control, and direction of the Society, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds.

The Executive Council may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

The Executive Council is responsible to develop a Strategic Plan and review it regularly.

### Section 2 – Election to the Executive Council

The Nominating Committee shall annually present candidates for open positions on the Executive Council.

Candidates for Slated Executive Council Member positions shall be voted on by the Executive Council and Nominating Committee. The final Slate of Candidates shall be presented for ratification to the membership at the Annual Meeting of the Members.

Candidates for Councilor-at-Large positions shall participate in an online election for the voting SSO membership.

### Section 3 – Meetings

- A. Regular Meetings: The Executive Council must meet in an effective way at least 4 times per year.
- B. Special Meetings: Special meetings of the Executive Council may be called by, or at the request of, the President or upon a written request to the Secretary by eight members of the Executive Council. Notice of any special meeting of the Executive Council shall state the time, date, and place of the meeting and shall be delivered at least five days prior to the date of such meeting. Attendance of a member of the Executive Council at any meeting shall constitute a waiver of notice of such

meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened

- C. Meeting by Electronic Means: Any one or more members of the Executive Council or of any committee thereof who is not physically present at a meeting of the Executive Council or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Executive Council or committee member can participate in all matters before the Executive Council or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Executive Council or committee. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by electronic means (whether regular or special) may be delivered a minimum of 24 hours prior to the meeting.
- D. Quorum: A simple majority of the voting members of the Executive Council then in office shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Council; provided that when less than a quorum is present at said meeting, a majority of the Executive Council members present may adjourn the meeting to another time without further notice.
- E. Attendance: All Executive Council Members are expected to attend all meetings of the Executive Council.
- F. Voting: Each member of the Executive Council shall have only one vote as council member. Members of the Executive Council may not vote or participate in meetings by proxy. The act of a majority of the members of the Executive Council present at a duly called meeting at which a quorum is present shall be the act of the Executive Council, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Any action required or permitted to be taken by the Executive Council may be taken without a meeting if all members of the Executive Council consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Councilor by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Councilor.
- G. Informal Action by Executive Council: Any action requiring a vote of the Executive Council may be taken without a meeting if a consent, setting forth the action so taken, is approved by all members of the Executive Council entitled to vote with respect to the subject matter thereof.

### *Section 3 – Authority, Responsibilities and Duties*

- A. The affairs of the Society shall be managed by the Executive Council which shall have supervision, control, and direction of the Society, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Executive Council may adopt such rules and regulations for the conduct of its

- business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.
- B. Develop a Strategic Plan and review it regularly.

#### *Section 4 – Chief Executive Officer (CEO)*

The Executive Council shall retain a Chief Executive Officer (CEO) to manage the day-to-day activities of the Society who reports to the Executive Council on all matters external and internal. The CEO is responsible for staffing decisions including hiring, supervising, and terminating employees, consultants and other agents as deemed appropriate.

### **ARTICLE VII Committees**

The Committees of the Society shall be appointed annually by the President to aid the Executive Council in conducting the affairs of the Society. Committee appointments shall be made to reflect the broad diversity of the SSO membership including, but not limited to, consideration for primary race/ethnicity, gender identity, age and career stage, practice type, and geography.

The action establishing a committee shall set forth the Committee's scope of responsibility, charges, and composition.

#### *Section 1 – Standing Committees*

The standing committees shall be: Committee on Constitution and Bylaws, Finance, Membership, and Nominating. Other committees and task forces may be appointed by the President to conduct the work of the Society. Committees shall be managed in accordance with the SSO Policies and Procedures Manual and Committee Handbook.

#### *Section 2 – Committee Meetings*

- A. Number: The number of meetings needed shall be determined by the Chairs of the respective Committees to complete the business of the Committee.
- B. Place: The date, time and place shall be determined by the Chairs of the respective Committees.
- C. Quorum and Manner of Acting: At all meetings of any committee, a simple majority of the members shall constitute a quorum for the transaction of business unless otherwise set forth in these Bylaws or the resolution establishing such committee. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.
- D. Committee Vacancies: Except as otherwise provided herein or the action establishing the committee, vacancies in the membership of a committee shall be filled by the President.
- E. Policies and Procedures: The Executive Council shall develop and approve policies and procedures for the operation of all committees. All committees shall report to the Executive Council, unless otherwise set forth in the resolution establishing such committee.

### **ARTICLE VIII Member Meetings**

#### *Section 1 – Annual Meeting of the Members*



A meeting of the voting members of the Society shall be held annually for the election of Councilors and Officers and the transaction of other business at such time and place as shall be determined by the Executive Council.

#### *Section 2 – Special Meeting of the Members*

Special meetings of the voting members of the Society may be called at the request of the Executive Council or at the written request of 10% of the Society's voting members. The time and place for holding special meetings shall be determined by the Executive Council.

#### *Section 3 – Notice*

Notice of any annual or special meeting of the voting members shall state the time, date, place and purpose of the meeting and shall be delivered at least 30 days prior to the date of such meeting, unless otherwise required by applicable law.

#### *Section 4 – Quorum*

The lesser of (i) ten percent of the eligible voting members of the Society; or (ii) 100 eligible voting members of the Society present in person or by proxy shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

#### *Section 5 – Manner of Acting*

The act of a majority of more of the voting members present (in person or by proxy) at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by the NY Act, the Articles of Incorporation, or these Bylaws.

### **ARTICLE IX Funds**

#### *Section 1 – Types of Funds*

- A. Dues: All members may be assessed annual dues as determined by the Executive Council and are payable upon receipt of the annual statement.
- B. Initiation Fees: All new members except Honorary Members, may be assessed an initiation fee as determined by the Executive Council.
- C. Contributions: Any contribution or grant directed to the SSO shall be received by the Society. Such contributions shall be used as the contributor requests. If no specification has been made concerning the use of the contribution, the Executive Council shall determine its utilization in the best interests of the Society.
- D. Fiscal Year: The Society's fiscal year shall be January 1-December 31.

#### *Section 2 – Disbursement*

Bills shall be paid after the appropriate review and approval has been conducted.

#### *Section 3 – Statements*

The Treasurer shall ensure that an annual financial report is presented at the Annual Meeting of the Members and that appropriate financial reports are submitted to the appropriate legal entities.



## **ARTICLE X Indemnification and Insurance**

### *Section 1 – Indemnification*

The Society, to the fullest extent permitted by law, shall indemnify and hold harmless the Society's Officers, members of the Executive Council and Committees and Society staff from and against any and all claims and liability.

### *Section 2 – Insurance*

The Society shall purchase and maintain insurance at all times to protect its officers, Executive Council and Committee members and Society staff against liability with such coverage and limits as the Executive Council deems appropriate.

## **ARTICLE XI Amendments**

This Society may amend any portion of these Bylaws electronically by a simple majority of the voting membership or a two-thirds majority of the voting members present at an Annual Meeting of the Members. A copy of the proposed amendments must be furnished to each voting member at least thirty days in advance of the vote.

## **ARTICLE XII Parliamentary Procedure**

The conduct of meetings will be governed by Roberts Rules of Order, as most recently revised. In case of a conflict between Roberts Rules of Order and this Constitution and Bylaws, this Constitution and Bylaws will govern.

## **ARTICLE XIII Incorporation**

The SSO is incorporated in the State of New York and is governed by the applicable statutes, regulations, and policies applicable to non-profit organizations.

## **ARTICLE XIV Rules**

The following rules shall conclusively bind the SSO and all persons acting for or on behalf of it:

- A. No part of the net earnings of the Society shall inure to the benefit of, or be distributed to, its Executive Council Members, Officers, committee members, staff, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- B. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office.
- C. Notwithstanding any provision of these Bylaws, the Society shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

- D. In the event of dissolution of the Society, the Executive Council, after paying or making provision for the payment of all liabilities of the Society, shall distribute the remaining assets of the Society to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Council shall determine. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as said Court shall determine.