

BY-LAWS

THE SOCIETY OF MEMORIAL SLOAN KETTERING CANCER CENTER

Article I - NAME

The name of this organization shall be THE SOCIETY OF MEMORIAL SLOAN KETTERING CANCER CENTER (hereinafter in these By-Laws referred to as “The Society”).

Article II - OBJECTIVES OF THE SOCIETY

The Society shall be a lay group authorized by and functioning under the policies of Memorial Sloan Kettering Cancer Center to provide special benefits to the Center and its patients in the form of fund-raising, patient care, and education regarding the treatment and prevention of cancer.

Article III - MEMBERS OF THE ADMINISTRATIVE BOARD OF THE SOCIETY

Any person who signifies a willingness to become active and support the objectives of The Society shall be eligible for membership upon invitation.

Members of The Society shall be required to pay an initiation or membership fee in an amount to be determined by the Executive Committee from time to time.

Article IV - HEADQUARTERS

The headquarters and address of The Society shall be The Society of Memorial Sloan Kettering Cancer Center, 1233 York Avenue, New York, New York 10065.

Article V - ADMINISTRATIVE BOARD OF THE SOCIETY

The Administrative Board is the governing body of The Society.

A. MEMBERS-AT-LARGE (VOTING)

There shall be no fewer than 20 nor more than 65 Members-at-Large of the Administrative Board (each, a “Member-at-Large”). Each Member-at-Large shall be entitled to vote on all matters that require the action of, and that have been duly presented to, the Administrative Board. In order to remain a Member-at-Large in good standing, Members-at-Large are required to (i) attend Administrative Board meetings, (ii) contribute to and write a minimum of five (5) fund-raising letters for The Society’s Annual Appeal campaign and contribute a minimum of \$1,000 annually to the Appeal, (iii) act as Chairman or Vice Chairman of Standing and Special Committees of the Administrative Board as reasonably requested by the President of The Society, (iv)

participate as a member of at least one Society Committee, (v) support the annual fundraising events of The Society, and (vi) follow all policies of The Society instituted by the Administrative Board from time to time. The names of the Members-at-Large shall appear on the letterhead of The Society.

1. Members-At-Large

Each year the Nominating Committee shall review each Member-at-Large to determine whether they remain in good standing and whether he/she should be reappointed to the Administrative Board for the following year. The Nominating Committee shall also recommend to the Administrative Board new members to be proposed as Members-at-Large. In making such recommendations the Nominating Committee shall act in accordance with these By-Laws and with any policies and practices instituted by the Nominating Committee from time to time that are consistent with these By-Laws.

2. Officers

- a. In any year, eight Members-at-Large shall serve as Officers of the Administrative Board. Officers shall be proposed by the Nominating Committee and elected by a majority of voting members of the Administrative Board present in person or by proxy at the Annual Meeting of The Society.

The Officers shall be elected for two-year terms, provided, however, that under special circumstances the Nominating Committee may propose an Officer to serve a third year in his or her term. Officers should serve only one term in a given position but may serve additional terms in other Officer positions. Terms shall be staggered so that no more than five of the eight Officers retire each year, and no more than five newly elected Officers begin service each year.

- b. The Officers of The Society shall be the President, three Vice Presidents, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer.
- c. The Officers of The Society shall have the following duties, which they shall assume upon election:

The President shall call all meetings and shall preside at all meetings of The Society, the Administrative Board and the Executive Committee, or appoint a Vice President to preside in his or her place if unable to attend. The President shall call special meetings, as provided in the By-Laws, and shall appoint the Chairmen and any Vice-Chairmen of all Standing and Special Committees, with the exceptions of the Special Projects Committee and the Nominating Committee. The President shall be an ex-officio member of all Standing and Special Committees, with the exception of the Nominating Committee.

Each Vice President shall be required to perform such duties as may be assigned by the President. In the absence of the President, each Vice President shall have the power to perform the duties of the President.

The Secretary, or the Assistant Secretary, shall keep and record, in proper books provided for the purpose, the minutes of all meetings of The Society, the Administrative Board and the Executive Committee and shall issue notice of such meetings. The Secretary shall keep the roll of members of the Administrative Board and shall write all letters regarding membership status, with the guidance of the Nominating Committee.

The Treasurer, or the Assistant Treasurer, shall receive no less often than quarterly a statement of income and expenditure of Society funds prepared by the Executive Director of The Society. The Treasurer or Assistant Treasurer shall report on this statement regularly to the Administrative Board and to The Society at the Annual Meeting. The Treasurer shall serve as Chairman of the Finance Committee.

3. The Executive Committee

- a. The Executive Committee of the Administrative Board shall consist of the Officers of the Administrative Board and a Past President of the Society. The Executive Committee shall be chaired by the President of The Society.

Standing and Special Committee Chairmen shall report to the Executive Committee as requested by the President. The Chairman of the Nominating Committee shall attend at least one Executive Committee meeting during the year in order to advise the Executive Committee of its actions and proposed actions. Other members of the Administrative Board may be invited to attend Executive Committee meetings from time to time as requested by the President.

- b. The Executive Committee shall direct the operations of the Administrative Board and review all policies pertaining to the operations of the Administrative Board.

The Executive Committee shall have no power to reverse the actions of the Administrative Board. The Executive Committee shall have no power to assume the role of the Finance Committee or the Nominating Committee if, in the opinion of the Executive Committee, those Committees are performing their duties.

- c. The Executive Committee shall meet at designated times each month, no fewer than eight times a year, and at such other times as the President deems necessary.
 - d. Any Officer who fails to perform his or her duties shall be removed by the Nominating Committee. The Nominating Committee, at the request of the President, shall thereupon have the authority to appoint a Member-at-Large to fill the unexpired term of that Officer.
 - e. A candidate proposed for President by the Nominating Committee who has not yet been elected and who is not a current Officer shall be invited as a guest to attend all Executive Committee meetings subsequent to the Executive Committee meeting at which his or her nomination is to be announced.
 - f. A member of the Executive Committee shall not serve as Chairman of any Society Committee.
4. Standing Committees
- a. The Standing Committees shall be permanent committees. The Chairman of each committee, with the exception of the Special Projects Committee, and Chairman of The Associates shall be a Member-at-Large.
 - b. The Chairmen and Vice Chairmen shall be appointed by the President of The Society, with the exceptions of the Special Projects Committee and the Nominating Committee. The Associates Chairman shall be selected by the President and the Executive Committee, after consultation with the departing Associates Chairman. In the circumstance that a Vice Chairman of a Standing Committee is also an Officer of the Administrative Board, that Officer shall be required to recuse him/herself from voting on any matters relating to the committee on which he/she serves.
 - c. The Chairmen and Vice Chairmen of Standing Committees shall each serve for two-year terms, with the exception of the Chairman and Vice Chairman of Special Projects who shall each serve respective terms of no more than eight years. Exceptions to the foregoing may be made if deemed advisable by the President.
 - d. The Standing Committees shall be:
 - 1) Annual Appeal
 - 2) Art
 - 3) The Associates
 - 4) Children's

- 5) Dream Team
- 6) Education
- 7) Fresh Flower Program
- 8) P.E.P. (Patient Environment Program)
- 9) Patient Recreation
- 10) Social Service
- 11) Special Projects
- 12) Nominating
- 13) Finance

- e. The number of Standing Committees shall be no fewer than 10 nor more than 20. The Administrative Board, by resolution adopted by the Executive Committee, may designate Standing Committees in addition to those provided for in these By-Laws or dissolve a Standing Committee if its function is no longer required.

B. PAST PRESIDENTS (NON-VOTING)

Past Presidents of The Society shall be non-voting members of the Administrative Board. They shall serve as life members of the Administrative Board, shall function as counselors to the President and shall meet at the President's request. Their names shall appear on the letterhead of The Society.

C. PRESIDENT'S COUNCIL (NON-VOTING)

The President's Council shall include individuals nominated by the President, Executive Committee or Nominating Committee, and elected by the Nominating Committee in consultation with the President and Executive Committee. Members of the President's Council shall be non-voting members of the Administrative Board. The President's Council shall function as counselors to the President for the duration of the President's term and shall meet at the President's request. The names of President Council members shall appear on the letterhead of The Society.

D. THE SUSTAINING BOARD (NON-VOTING)

The Nominating Committee may consult with the President in appointing any former Member-at-Large who has served The Society of Memorial Sloan Kettering Cancer Center with distinction for at least 6 years to serve on the Sustaining Board. Members of the Sustaining Board, who shall not exceed 35 in number, shall be non-voting members of the Administrative Board. Sustaining Board members shall be reappointed by the Nominating Committee each year if they remain Sustaining Board members in good standing.

In order to remain a member of the Sustaining Board in good standing, members are encouraged (i) to attend Administrative Board meetings, (ii) to act as Chairman or Vice Chairman of Special Committees as reasonably requested by the President, (iii) to

participate as a member of at least one of The Society's committees, and (iv) to support the annual fundraising events of The Society. Sustaining Board members are also required (i) to write a minimum of five (5) fund-raising letters for The Society's Annual Appeal campaign and contribute a minimum of \$1,000 annually to the Appeal, and (ii) otherwise follow all policies of The Society instituted by the Administrative Board from time to time.

The names of the members of the Sustaining Board shall appear on the letterhead of The Society.

E. FRIENDS OF THE SOCIETY (NON-VOTING)

The Nominating Committee may consult with the President in appointing any individual who has been a past Member-at-Large of the Administrative Board, but who does not satisfy the requirements of a member of the Sustaining Board, as a Friend of The Society.

Friends of The Society shall be nonvoting members of the Administrative Board. They shall continue to be involved with The Society and shall be invited to attend The Society's annual fundraising events and Administrative Board meetings. In order to remain a Friend of The Society in good standing, Friends are encouraged (i) to write letters for the Annual Appeal campaign, (ii) to act as Chairman or Vice Chairman of Special Committees as reasonably requested by the President, (iii) to participate as a member of at least one of The Society's committees, and (iv) to support the annual fundraising events of The Society. Friends of the Society are required to (i) contribute a minimum of \$1,000 annually to the Society's Annual Appeal campaign, and (ii) otherwise follow all policies of The Society instituted by the Administrative Board from time to time. Their names shall not appear on the letterhead of The Society.

F. SPECIAL COMMITTEES

Special Committees shall include committees formed by the Executive Committee for specific educational, patient care and fund-raising purposes, as well as any other committees deemed necessary and desirable to further the work of The Society. The Chairman or Vice-Chairman of each committee shall be a Member-at-Large, a member of the Sustaining Board or a Friend of The Society. A Special Committee shall continue to exist until its function as determined by the Executive Committee is no longer required. The President shall appoint and remove the Chairman and any Vice Chairman of a Special Committee. In the event that the Chairman or Vice Chairman of any Special Committee is also an Officer of the Administrative Board, that Officer shall be required to recuse him/herself from voting on any matters relating to the committee on which he/she serves.

Article VI - NOMINATING COMMITTEE

A. APPOINTMENT OF THE NOMINATING COMMITTEE

The President of The Society shall appoint five members of the Administrative Board to serve on the Nominating Committee for two-year terms. At least two members must have been members of the previous Nominating Committee, and one member must be a Past President of The Society. The Nominating Committee shall elect its own Chairman. If a member of the Nominating Committee is nominated to serve as an Officer of the Administrative Board, he/she shall forthwith resign from the Nominating Committee. The President of The Society shall thereupon appoint a replacement from the Members-at-Large.

B. DUTIES OF THE NOMINATING COMMITTEE

1. In any year, the Nominating Committee shall meet regularly to review and propose a slate of Officers and Members-at-Large to serve on the Administrative Board for the following year and to review and propose members for the President's Council, the Sustaining Board and Friends of The Society. At all times the Nominating Committee shall comply with all directives issued by the Administrative Board that govern the conduct of its performance. While three members of the Nominating Committee shall constitute a quorum for purposes of constituting a meeting, action of the Nominating Committee shall require a vote of the majority of all members of the Nominating Committee. Such action may be taken by written consent of all voting members. The Nominating Committee shall be required to keep written records of its proceedings in a book provided for such purpose.
2. The Nominating Committee must present the proposed slate of Officers and the final slate of the Members-elect for the coming year to the Executive Committee at the March Executive Committee meeting. The Nominating Committee shall not contact any Member-elect or her Proposer or an Officer-elect prior to the designated March meeting between the Chairman of the Nominating Committee (or her designate) and the Executive Committee. The Nominating Committee shall then present the proposed slate of Officers and the final slate of Members-elect for the coming year at the Annual Meeting of the Society.
3. The Nominating Committee shall fill any vacancy occurring among the Officers. If a vacancy occurs among the Members-at-Large, the Nominating Committee, in consultation with the President, may fill the position for the remainder of the unexpired term.
4. The Nominating Committee, in voting on the eligibility of any person to serve or continue serving on the Administrative Board, shall consider whether the person has met all expectations of an Administrative Board member in good-standing outlined in Article V. Section A. If the Nominating Committee has voted unanimously that a Member-at-Large has not met the guidelines of Article V. Section, A., and after consultation with the Executive Committee at the Executive Committee's March meeting, the Nominating Committee shall contact said Administrative Board member to inform her that the Nominating Committee

would like her to become a Friend of the Society or, if she would prefer, rotate off the Administrative Board.

5. The Nominating Committee shall require that each proposed Member-at-Large have a letter from a Proposer and two supporting letters. A Member-at-Large of the Administrative Board in good standing, who has been a member of the Administrative Board for at least two years, shall serve as a Proposer. Members of the Sustaining Board may write a supporting letter on behalf of a candidate. No Member-at-Large or Sustaining Board member shall write more than one letter to propose or in support of a candidate. A member of the Nominating Committee or the Executive Committee shall not propose or support a candidate for the Administrative Board. All letters for proposed Members-at-Large must be submitted directly to the Chairman of Nominating no later than January 15th. Officers of the Board and Members-Elect shall be notified of their election following the Chairman of Nominating's March meeting with the Executive Committee.

ARTICLE VII - FINANCE COMMITTEE

The Finance Committee shall consist of the President of The Society, the immediate Past President, the Treasurer, the Assistant Treasurer, and up to three Administrative Board members who are not Chairmen of any Standing or Special Committees (these three members who shall serve for one-year terms may be reappointed for successive one-year terms). The Treasurer of The Society shall be the Chairman of the Finance Committee.

The Finance Committee must approve, disapprove, or modify the annual budget requests of all Standing and Special Committees.

The Finance Committee shall also make recommendations to the Administrative Board of allocations of Society funds for the Center. Any allocations or expenditures of Society funds in excess of \$1,500, not included in the original annual budgets of the Standing and Special Committees, must have the prior approval of the Finance Committee.

Article VIII - MEETINGS

A. THE SOCIETY

The Annual Meeting of The Society shall be held on such day and at such time in each year as the Executive Committee shall determine.

Special meetings of The Society shall be called by the President when so authorized or directed by the Executive Committee or by the Administrative Board.

Notices of any meeting of The Society shall be mailed to all members of The Society at least two weeks in advance of the meeting.

At all meetings of The Society, voting power shall be restricted to Members-at-Large.

B. THE ADMINISTRATIVE BOARD

Nine regular meetings of the Administrative Board shall be held in each year, on the third Wednesday in each month.

The date of any regular meeting of the Administrative Board may be changed by action of the Administrative Board at its preceding meeting or by approval at the rescheduled Board meeting provided a quorum of voting members is present.

Special meetings of the Administrative Board shall be called by the President when so authorized or directed by the Executive Committee or by the Administrative Board.

Notice of meetings of the Administrative Board shall be mailed to all members thereof at least two weeks in advance of the meetings. If any vote is scheduled to take place at a meeting, the notice shall state the nature of the action required to be voted upon.

Article IX - QUORUM

A majority of the Members-at-Large present in person or by proxy at any meeting of the Administrative Board or The Society shall constitute a quorum.

A majority of the members of the Executive Committee present at any meeting of the Executive Committee shall constitute a quorum.

Article X - AMENDMENTS TO BY-LAWS

These By-Laws may be amended at any regular meeting of the Administrative Board or any special meeting called for such purpose, by vote of the majority of the Members-at-Large present in person or by proxy, provided that a copy of the proposed amendments have been provided to all Administrative Board members with the notice of meeting sent in accordance with these By-Laws.