



CONSTITUTION

Approved: 18 August 2017
20 October 2016
29 May 2015
13 November 2012
19 September 2007
20 October 2006
1 August 2004
31 December 2003
26 April 2003

Adopted: 1984
ARTICLE I
Name

This organization shall be known as the International Psycho-Oncology Society (IPOS).

ARTICLE II
Purposes

The Purposes for which the Society has been formed are as follows:

- (a) To serve as an international body and forum for the dissemination of information to professionals and the general public about psycho-oncology, that is, the psychosocial (psychiatric, psychological, social, behavioral, ethical) and then psychobiological aspects of oncology;
- (b) To foster excellence in clinical care, research and education in the specialty of psycho-oncology;
- (c) To promote, through the Society's general meetings, conferences, workshops, regional meetings and publications, the exchange of information among those engaged in psycho-oncologic research, among those engaged in the psycho-oncologic aspects of cancer prevention and patient care, both current and continuing, and across these three groups;
- (d) To advise international and regional agencies about policy issues related to psycho-oncology;
- (e) To encourage and stimulate the formation of local, regional and national organizations that further the goals of the Society;
- (f) To recognize exceptional contributions to the field of psycho-oncology through Distinguished Service or other awards.

ARTICLE III
Membership

The Society membership shall consist of Active, Early Career and Associate members, Members-in-Training, Life and Honorary members. Application for Active, Early Career and Members-in-Training membership categories shall be reviewed by the Membership Committee. There shall be no limit to the number of members.

Section 1 Active Members

- (a) Active members shall include physicians, nurses, social workers, psychologists, social scientists, epidemiologists and other professionals at the Master's or Doctoral level as well as those individual with professional equivalence who have been actively engaged in the research or clinical aspects of psycho-oncology.
- (b) Active members shall pay dues as set forth by the Board of Directors, have the right to vote, and be eligible for election to office in the Society.

Section 2 Associate Members

- (a) An individual that demonstrates an interest in psycho-oncology, but lacks professional qualifications described in Article III Section 1(a) may join as an Associate Member upon submission of an application and payment of annual dues as established by the Board for the Associate category of membership.
- (b) Associate members shall enjoy all the privileges of membership except that they shall not be eligible to hold elective office and shall not be entitled to vote.

Section 3 Early Career Members

- (a) Shall include physicians, nurses, social workers, psychologists, social scientists, epidemiologists and other professionals at the Master's or Doctoral level within three years of the final training as well as those individual with professional equivalence who have been actively engaged in the research or clinical aspects of psycho-oncology within three years of final training.
- (b) Early Career Members shall pay dues as set forth by the Board of Directors and have the right to vote.
- (c) Early Career Members shall be entitled to hold the elected office of Early Career Director.

Section 4 Members-in-Training

- (a) Those in training to become physicians, epidemiologists, psychologists, nurses, social workers and social scientists, and others, are eligible for this membership category provided they are otherwise considered qualified, as determined by the Membership Committee.
- (b) Members-in-training shall enjoy all the privileges of membership except that they shall not be eligible to hold elective office and shall not be entitled to vote. Their dues shall be as established by the Board of Directors for the Members-in-Training category of membership.
- (c) A candidate for Member-in-Training shall submit a current *curriculum vitae* and a letter from the Director of his/her program. Each year that an individual renews his/her Members-in-Training membership, a new letter from the Director of his/her program, confirming his/her continuation in the program shall be submitted along with the member's dues payment.

Section 5 Reclassification

Members-in-Training shall upgrade to Early Career Professional within one-year of completing or leaving the formal professional education program described above in Article III, Section 2. Early Career Professionals shall upgrade to Active following their third year after completion of training.

Section 6 Life Members

- (a) Any active member in good standing may request to be transferred to life membership because of age, illness or other sufficient reason.
- (b) Election to Life Membership shall require a majority vote of the members of the Board of Directors present and voting.
- (c) Life Members shall enjoy all the privileges of membership but shall be exempt from payment of dues or other assessments made by the Society, shall not be eligible to hold elective office, and shall not be entitled to vote.

Section 7 Honorary Members

- (a) Individuals recognized for their distinguished contribution to some aspect of behavioral or psychosocial oncology or other specialized field relating to oncology may be eligible for nomination to Honorary Membership.
- (b) Election to Honorary Membership shall require a majority vote of the members of the Board of Directors present and voting.
- (c) Honorary Members shall enjoy all the privileges of membership except that they shall not be eligible to hold elective office, and shall not be entitled to vote. Honorary Members shall be exempt from payment of dues or other assessments made by the Society.

Section 8 Dues

- (a) Dues shall be levied by December 1st for the next calendar year and shall be payable within sixty (60) days.
- (b) Members who are delinquent in payment of dues shall be contacted at least twice during the year in which the delinquency occurs. If dues are not paid by the end of the calendar year or Hardship status (see Section 9 below) is not requested and granted, the member may be dropped from the membership roster.
- (c) Proposals for a change in dues shall be reviewed by the Finance Committee and approved by a majority of the members of the Board of Directors present and voting.

Section 9 Hardship Request

Request for "Hardship" exception to dues payment shall be made to the Membership Committee, considered by the Finance Committee, then and approved by a majority of the members of the Board of Directors present and voting.

Section 10 Application for Membership

A prospective member shall solicit membership by formal application, which shall be reviewed and approved by the Membership Committee.

Section 11 Termination of Membership

Membership in the Society may be terminated by resignation, nonpayment of dues or other good cause as determined by the Board of Directors.

ARTICLE IV Governance

Section 1 Officers

- (a) The Officers of the Society shall be the President, Vice-President, Secretary, Treasurer and Past President. Their powers, terms, succession and duties shall be as set forth below.
- (b) Officers shall be nominated by the Nominating Committee and elected by the members.
- (c) The Officers shall be elected by majority vote of voting members by use of a mail or email ballot and shall serve terms as specified below.
- (d) The Officers shall serve on the Executive Committee and on the Board of Directors. Their powers and duties shall be as set forth below.
- (e) The succession pattern shall be such that an individual so elected shall serve one term as Vice-President, one term as President and one term as Past President, for a total of six successive years.
- (f) A Director can serve in the role of Secretary or Treasurer for a maximum of two terms after which they must be elected to the role of Vice President to remain on the Board.
- (g) To seek nomination for the office of Vice President, Secretary or Treasurer, the member must have served, at some point in time, a minimum of one term on the Board of Directors.

Section 2 Board of Directors

- (a) The Board of Directors shall include the Officers of the Society and seven additional Members who shall be nominated and elected to serve.

The Board position of Early Career Director shall be one of seven. The Early Career Director shall serve for a two-year term and be elected by all voting members. In the

event that during their elected term, they transition to Active Member Status, as per Article III Section 4 of this bylaw, they shall continue to complete the remainder of their elected term. No one member shall hold the position of Early Career Director for more than one term.

In addition, Invited Directors may be appointed to sit on the Board, at the discretion of the Board as determined by a need that the Board identifies. Invited Directors shall be appointed from time to time by a two-thirds (2/3) vote of the Board of Directors attending a meeting at which such an invitation is proposed. An Invited Director shall serve a term of two years from the time s/he is appointed, and an Invited Director shall not have voting privileges. An Invited Director may be appointed to serve only two consecutive terms.

Directors can serve up to two consecutive terms after which they must be elected to an executive office to remain on the board.

Directors who have served two or more consecutive terms and have left the board, cannot seek reelection for a period of four years.

- (b) The Board of Directors shall reflect an international and multidisciplinary composition and function as the governing body of the Society. The primary responsibility of the Board shall be to establish the policies of the Society. The Board shall also monitor the activities of the Society to ensure compliance with, and progress toward the achievement of, those policies.
- (c) The President of the Society shall Chair the Board of Directors. In the absence or incapacitation of the President, the Vice-President shall assume the President's duties. In the absence or incapacitation of both President and Vice-President, the Secretary shall assume the President's duties.
- (d) A majority of the voting members of the Board of Directors shall constitute a quorum.
- (e) Meetings of the Board of Directors shall be held as determined by the body, upon notice duly made.
- (f) Meetings of the Board of Directors shall take place at least every six months, and at such times as the President, as Chairman of the Board, shall convene the Board for general or special purposes. If a Board meeting is convened with a quorum of Board members present, any motion requiring a vote shall immediately go into effect following a "yes" vote of a majority of those present. Board members are expected to participate in all Board meetings.

- (g) The Board shall have the authority to hire a management company for the purposes of serving the administrative needs of the society.

Section 3 The Executive Committee

- (a) The Executive Committee shall include the Officers of the Society.
- (b) The President of the Society shall Chair the Executive Committee.

The general management of the Society shall be vested in the Executive Committee. It shall at all times act in a manner that is consistent with the policies of the Society as established by the Board of Directors and seek to implement the same. It shall also have the power to fill all vacancies in elected positions occurring between the General Meetings, such appointments being effective until the next General Meeting of the Society, unless otherwise specified in the constitution. The Executive Committee shall report its actions to the Board of Directors.

- (c) The Executive Committee shall meet as the need arises.
- (d) If the President resigns within six months of the end of his/her term, the Vice President shall assume the office of President for the remainder of the term and for an addition two-year term.

If the President resigns within the first 18 months of his/her term, the Vice President shall assume the office of President for the remainder of the term after which he/she will become the Past President for a term.

- (e) If the Vice President resigns within six (6) months of the end of his/her term, the President may choose to serve for one year beyond his/her current term, after which he/she will become the Past President for one year. Under these circumstances a special election will be called for the position of Vice President who, upon election, shall serve for the remainder of the term, following which he/she will serve for one year as Vice President before assuming the role of President for a two-year term.

If the President chooses not to serve for an additional year, a special election will be called for the position of Vice President who, upon election, shall serve for the remainder of the term, after which he/she will serve as President for a two-year term.

If the Vice President resigns in the first 18 months of his/her term, a special election shall be called for the position of Vice President who, upon election, shall serve as Vice President for the remainder of his/her term, after which he/she will serve as President for a two-year term

Section 4 Conduct of Business

The rules contained in *Robert's Rules of Order, Seventy-fifth Edition* or the most recent version, shall govern the conduct of the business meeting of the Society, except where they may be

inconsistent with the Articles of Incorporation or Constitution, and unless specifically superceded by resolution of the Board as deemed to be in the best interest of the Society.

Section 5 Election and Terms of Officers and Directors

Upon election, Officers and Directors shall serve for terms of two years, from the adjournment of the meeting at which the election results are announced until the adjournment of the meeting at which their successors have been duly qualified and elected.

ARTICLE V Voting

Section 1 General Meeting of Members

At any General Meeting of members, a quorum of not less than twenty-five percent of the voting members or their proxies physically present or present via telephone shall be required for transaction of business.

Section 2 Election of Officers and Directors

Election of Officers and Directors shall take place every two years. To align all terms for Officers and Directors, those Directors and Officers elected in 2016 shall serve until the 2019 annual meeting with the exception of the office of Vice President whose succession pattern is prescribed within this Constitution.

Officers and Directors shall be elected by mail or electronic ballot. The Nominating Committee shall submit this ballot to the membership by mail or e-mail approximately two months prior to the World Congress at which a newly elected Board shall assume leadership.

Members shall cast their vote for or against the slate/candidates, or they may write in the name of an eligible member who has previously agreed to serve, and shall return their ballots either by mail to Headquarters or electronically as instructed where an *ad hoc* tellers committee shall be responsible for counting/verifying the ballots. Beginning in 2015, the Board may designate some or all Director chairs to represent specific geographical areas as it deems necessary to ensure appropriate geographical representation. For example, a chair may be designated to represent “Regions Developing in Psycho-Oncology” or an “Asia Regional Chair”. These regional seats may be either competitive or noncompetitive, depending on the number of candidates the nominating committee proposes and the Board approves for each seat, e.g. only one would be noncompetitive and more than one would be competitive. An At-Large seat need not be assigned to any specific region. The newly elected Officers and Directors shall be announced by the Secretary at the General Assembly of members. Each year, the President shall appoint, and the Board shall approve, the Committee Chairs.

Section 3 General Membership Decisions

A majority affirmative vote of voting members present at any General Meeting of members (at which a quorum is present) shall constitute approval of any proposed action on which the membership votes.

Section 4 Ballot

Any authorized ballot shall be accompanied by an explanation and reasons for the ballot.

Section 5 Proxy

Each voting member of the Society may designate the President to cast his/her vote in favor of or in opposition to a resolution at General Membership meetings, upon notification to the Secretary.

**ARTICLE VI
Committees**

Standing Committees and *Ad hoc* Committees shall be established with powers and duties as defined by this Constitution.

Section 1 Standing Committees

- (a) Standing Committees shall include the Governance Committee, Education Committee, Finance Committee, Membership Committee, Nominating Committee and additional Standing Committees as may be specified by the Board of Directors.
- (b) A Standing Committee shall have a Chairperson and at least two (2) members, and as many other members as deemed appropriate by the Board of Directors as indicated in the Committee's Terms of Reference.
- (c) The names of the Standing Committees shall reflect the areas of their responsibilities.
- (d) Standing Committee members shall be appointed by the President, who shall give due regard to advice from the Board of Directors.
- (e) Nominating Committee. The Nominating Committee shall be composed of the immediate Past President, who shall serve as Chair, the current President and two to four Active members appointed by the Board of Directors. The Committee shall nominate Officers and Directors of the Society in accordance with the Board approved Terms of Reference.

If the President is unable to serve a full term, the Vice President shall assume the responsibilities of both President and Vice President. Under such circumstances, the Vice President may call for a special election at his/her discretion to fill the position of either President or the Vice President for the balance of the designated term. This special election shall not affect the subsequent assumption of the Presidency or the position of the Vice President.

- (f) Governance Committee. The Governance Committee shall consider suggestions from any source as to proposed changes in the Constitution. It shall be the Committee's responsibility to examine such suggested changes in regard to their probable effects on the Society and its objectives. The Committee shall prepare appropriate statements describing a proposed amendment and the reason for its proposal, for distribution to the Board of Directors and the members.
- (g) Education Committee. The Education Committee shall explore potential international meetings and programs alone or in partnership with other organizations. The Committee may solicit ideas from the membership, from within the committee itself, and from outside sources for the programs of regular or special meetings.
- (h) Finance Committee. The Finance Committee shall examine the financial status of the Society and shall be chaired by the Treasurer. It shall make recommendations regarding budget and provide periodic finance reports to the Executive Committee and to the Board of Directors. When it deems such action to be desirable, it shall also make recommendations regarding the Society's financial policy. The Chair shall also be responsible for confirming the counting of votes in the mail ballots used in elections.
- (i) Membership Committee. The Membership Committee shall review and approve or reclassify applications for Active membership and Members-in-Training.
- (j) Additional Standing Committees shall be approved by a majority of the members of the Board of Directors present and voting. Committees may be dissolved or combined as approved by a majority of the Board of Directors present and voting.

Section 2 *Ad hoc* Committees

Ad hoc Committees may be appointed at the discretion of the President in consultation with the Board of Directors as the need arises, particularly in relation to specific issues.

Section 3 Committee Membership

A member of the Society may be a member of more than one committee.

ARTICLE VII Meetings

Section 1 General Business Meeting

The Society shall meet in a business session at such time and place as shall be determined by the Board of Directors and as shall be arranged in conjunction with the World Congress of Psycho-Oncology.

Section 2 Other Meetings

The President, with the approval of the Education Committee and Board of Directors, may call for additional scientific and other special meetings by the Society itself, or in cosponsorship with other organizations, public or private, in such a manner and format deemed appropriate to the pursuit and advancement of the purposes of the Society.

ARTICLE VIII

Finances

Section 1 General Financial Administration

- (a) The International Psycho-oncology Society is a non-profit organization incorporated in the United States.
- (b) Officers and Committee Members shall donate their services and shall not be personally liable for debts incurred by the Society.
- (c) The Board shall maintain a Directors and Officers Professional Liability insurance policy.
- (d) Funds shall be raised by annual dues, special assessments, voluntary contributions, conference registrations, sale of publications and other media materials, royalties, grants and such other means as the Board of Directors may decide.
- (e) The fiscal year shall begin on January 1 and end with December 31 of each year.

Section 2 Financial Management

- (a) The administrative management group shall be responsible to the Treasurer and to the Board of Directors for financial accountability.
- (b) Major expenditures for the general fund beyond usual operating expenses of the Society shall be approved by the majority vote of the Board of Directors.

ARTICLE IX

Publications

The Board of Directors may cause, arrange for, or encourage the publication of books, monographs, periodicals, and other publications in the field of psycho-oncology as they appear to further the purposes of the Society.

ARTICLE X

Affiliate Organizations

The Society shall encourage the development of National Psycho-Oncology Societies. Such National Societies shall be deemed affiliates of the Society and may receive benefits as approved from time to time by the Board of Directors.

ARTICLE XI Amendments

Section 1 Procedure for Amendment

- (a) Amendments to this Constitution, except such as are obligatory by state law, shall be made at General Meetings, at specific meetings called for that specific purpose or via other means, including mail ballot, as may be approved by the Board of Directors.
- (b) Proposed amendments shall be prepared by the Constitution Committee, approved by the Board of Directors and shall be distributed in person, by mail or via some other means as may be approved by the Board to all voting members for ratification. To be adopted, an amendment must receive majority vote of the responding members. Amendments not receiving sufficient votes to be adopted may be re-presented as a new amendment at a later time.

ARTICLE XII Corporate Seal

The corporate seal shall be circular in form with the words "International Psycho-Oncology Society", including the state and year of incorporation.

ARTICLE XIII Dissolution

Upon dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all the assets of the organization exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization of organizations under section 501 (c) (3) of the United States Internal Revenue Code of 1986. The Board of Directors shall decide which organizations are to be the recipients.

Approved by the membership 18 August 2017.