

SOUTHWEST ONCOLOGY GROUP

Group Chair's Office
24 Frank Lloyd Wright Drive
P.O. Box 483
Ann Arbor, Michigan 48106

Operations Office
4201 Medical Drive, Suite 250
San Antonio, Texas 78229

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CONSTITUTION/BYLAWS

PREAMBLE

The Southwest Oncology Group* was organized on the premise that significant advances in cancer prevention and treatment would be made by a cooperative approach to the design and conduct of clinical trials on large populations of normal subjects and cancer patients through multidisciplinary research.

ARTICLE I - NAME

The name of this organization is: The Southwest Oncology Group. Hereinafter referred to as "the Group."

ARTICLE II - PURPOSES

The primary mission of the Group is to conduct clinical therapeutic and non-therapeutic trials to advance knowledge towards the prevention and cure of cancer. Significant considerations in the conduct of the Group's clinical research include the enhancement of cancer patient care, cost-effectiveness and appropriate use of resources, strict adherence to ethical research principles, and equal opportunities for both genders and all race/ethnicities.

ARTICLE III - MEMBERSHIP

SECTION 1 - INSTITUTIONAL MEMBERSHIP

- A. MEMBER INSTITUTIONS are Hospitals, Medical Centers, Community Clinical Oncology Programs (CCOPs), or Research Institutes which presently compose the Southwest Oncology Group, and such additional institutions as may be so designated in the future after a period of probationary membership.

The Principal Investigator shall be the individual from the Member Institution who agrees to accept responsibility for the scientific and technical conduct of the project. An Institution may designate a successor to a Principal Investigator.

- B. PROBATIONARY INSTITUTIONS are those institutions which have been accepted for Probationary Membership. They are elected to probationary membership by a majority of the Board of Governors. The Probationary period lasts for eighteen months after which time they must either be moved to Full Membership by the Board of Governors or their Probationary Membership is terminated.

*The Southwest Oncology Group was originally organized in 1956 under the name Southwest Cancer Chemotherapy Study Group. In recognition of the multidisciplinary efforts requisite to clinical cancer research, the name of the organization was changed to the Southwest Oncology Group in 1973.

- C. AFFILIATE PROGRAM PARTICIPANTS are community hospitals which are associated with a Member Institution for the purpose of conducting clinical cancer research with the Southwest Oncology Group.

SECTION 2 - INDIVIDUAL MEMBERSHIP

- A. MEMBERS are scientists who participate in the scientific and/or administrative conduct of Group studies at a Member Institution. No limitation shall be made on the number of Members at any Institution. Individuals are nominated by the Principal Investigator at a Member Institution. They are reviewed by the Membership Committee and must be approved by a simple majority of the Board of Governors during one of the regular Group Meetings.

Members have the following privileges:

- Participation in protocol design, coordination and publication.

- Registration and treatment of patients on appropriate Group protocols.

- Receipt of drugs allocated to the Group to conduct Group protocol studies (Licensed Physicians only).

- Election or appointment to any position and/or any Committee of the Group.

- B. AFFILIATE PROGRAM MEMBERS are physicians who participate in the scientific and/or administrative conduct of Group studies at an Affiliate of a Member Institution. No limitation shall be made on the number of members at any Affiliate. These physicians are reviewed by the Membership Committee and must be approved by a simple majority of the Board of Governors during one of the regular Group Meetings.

Members have the following privileges:

- Participation in protocol design, coordination and publication.

- Registration and treatment of patients on appropriate Group protocols.

- Receipt of drugs allocated to the Group to conduct Group protocol studies.

- Election or appointment to any position and/or any Committee of the Group.

- C. PROBATIONARY MEMBERS are members at a Probationary Institution.
- D. SPECIAL MEMBERS are scientists who have special expertise not thought to be available among the Member Institutions. They are reviewed by the Membership Committee and must be approved by a simple majority of the Board of Governors during one of the regular Group Meetings. Privileges of the Special Member will be determined by the same mechanism.

SECTION 3 - SUSPENSION AND REVOCATION OF MEMBERSHIP

- A. INSTITUTIONAL MEMBERSHIP shall lapse automatically if the institution is without a Principal Investigator for more than six months. It can also be terminated at any time by a simple majority vote of the Board of Governors.

- B. AFFILIATE PROGRAM MEMBERSHIP can be terminated at any time by a simple majority vote of the Board of Governors.
- C. PROBATIONARY MEMBERSHIP can be terminated at any time by a simple majority vote of the Board of Governors.
- D. INDIVIDUAL MEMBERSHIP is terminated automatically if a Member leaves his sponsoring institution or the institution withdraws from membership or the membership of the institution lapses or is revoked. However, if a Member transfers to another Member Institution, a letter of confirmation must be submitted to the Operations Office by the new Principal Investigator in order to sustain membership. Individual Membership can be terminated by a letter of resignation from an individual member.

Individual Membership may be revoked for cause upon the recommendation of the appropriate Principal Investigator or Group Chair.

ARTICLE IV - BOARD OF GOVERNORS, OFFICERS AND COMMITTEES

SECTION 1 - BOARD OF GOVERNORS is the governing body of the Group.

The Board of Governors shall consist of the following:

- A. The Group Chair, who shall preside, the Deputy Group Chair, the Group Statistician, the Associate Chair for Cancer Control and Prevention, and the Chair Elect (if applicable).
- B. All Principal Investigators from Member Institutions in Good Standing.
- C. All Principal Investigators from the Community Clinical Oncology Program (CCOP) that choose SWOG as their primary research base.
- D. The Chair of each active Disease and Research Committee. In the case of Co-chairs, only one will serve.
- E. The Chairs of the Clinical Research Associates Committee, Nurse Oncologist Committee, Radiation Therapy Committee, Surgery Committee, and Pharmacy Committee.
- F. One Affiliate Program representative elected by the Affiliate Program.
- G. The UCOP Chair.
- H. The Executive Officer(s) of the Group who serves as non-voting members
- I. Two associate statisticians, who serve as non-voting members.

In the case of overlap of membership roles (for example, the Chair of a Disease Committee is also a Principal investigator of a Member Institution), the member to whom overlap applies can choose the role for which they will serve as Board of Governor member, and will appoint a representative to fill the additional role(s).

The Chair, or his/her designate, shall summarize the proceedings of the Board of Governors to the Group Members.

The Board of Governors shall regularly review and approve the scientific and administrative functioning of the Group Chair, Group Statistician, Committee Chairs and the Group as a whole.

SECTION 2 - OFFICERS

- A. GROUP CHAIR is the presiding officer of the Group.

The Group Chair shall be elected for a four-year term by a simple majority vote of the Board of Governors, each having one vote. The number of terms is unrestricted. Nominations for Group Chair are made by the Nominating Committee or by any Board member. Greater than 50 percent of the votes are necessary for election. In the event of plurality, the top two candidates will enter a run-off vote. In the event of a vacancy in the office of the Chair prior to the expiration of the usual term of office, the Deputy Chair will serve until the next meeting of the Board of Governors when a special election will occur.

The Group Chair shall be responsible for the administrative and scientific operation of the Group and shall be accountable to the Board of Governors. He/she shall convene and conduct meetings of the Board of Governors and the Group, appoint the Headquarters staff and approve the appointment of Operations Office staff, and make such other appointments as are necessary for the orderly function of the Group. He/she shall represent the Group in business with the National Cancer Institute and its committees. He/she shall also appoint representatives from the Group to participate in activities for the Group as occasion may demand.

The Group Chair is subject to recall by two-thirds majority vote of the Board of Governors at a regularly scheduled Group Meeting or an interim meeting.

- B. DEPUTY CHAIR is selected by and serves at the pleasure of the Group Chair. His/her duty is to assist the Group Chair in carrying out the duties of the Chairmanship.
- C. GROUP STATISTICIAN is the Administrative Director of the Statistical Center. The Group Statistician shall be elected for a four-year term by a simple majority vote of the Board of Governors. The number of terms is unrestricted. Nominations for Group Statistician are made by the Nominating Committee. Greater than 50 percent of the votes are necessary for election. In the event of a plurality, only the top two candidates will enter a run-off vote.

In the event of a vacancy prior to the expiration of the usual term of office, a new Group Statistician is to be elected during the next Group Meeting as provided above. His/her term shall be calculated from the proximate January. An interim appointment shall be made by the Group Chair with approval of a simple majority of the Board of Governors.

The Group Statistician is subject to recall by a two-thirds majority vote of the Board of Governors at a regularly scheduled or interim Group meeting.

- D. EXECUTIVE OFFICER(S) will be selected and serve at the pleasure of the Group Chair. The duties of the Executive Officer(s) are to facilitate and oversee the development of the science within the disease and discipline committees, to act as a liaison(s) to the NCI, and report back to the Group Chair on the direction and progress of the Group's scientific endeavors.
- E. ASSOCIATE CHAIR FOR CANCER CONTROL AND PREVENTION is selected by and serves at the pleasure of the Group Chair. His/her duty is to assist the Group Chair in carrying out duties specifically related to the Group's cancer control and prevention functions, as funded by the NCI's Division of Cancer Prevention.

- F. GROUP CHAIR ELECT is selected by the Board of Governors in the event that during a term of office, the Group Chair advises the Board of Governors in writing that he/she will not (i) serve out the current term and sets a date for resigning from the office or (ii) be a candidate for re-election upon completion of the current term. In either event, within 30 days from the date of receipt of the notice from the Group Chair, a nominating committee appointed by the Group Chair consisting of not less than 10 members shall nominate one or more individuals to the office of Group Chair Elect for election by the Board of Governors. Following his/her election, the Group Chair Elect shall assist the Group Chair in planning and effecting a smooth transition and shall have such duties as may be assigned by the Group Chair and may act on behalf of the Group Chair in the latter's absence or inability to act. The Group Chair Elect shall automatically become Group Chair at the time the current Group Chair resigns the office, completes the current term or becomes unable to continue because of death or disability, whichever occurs first, and will complete the un-expired portion of the current term or serve the next four-year term as Group Chair. Upon completion of the current term or the following term, as the case may be, the process for election of the Group Chair set forth in Section 2 A shall again take place.

The process for nominating a Group Chair Elect shall be as follows:

1. The nominating committee appointed by the Group Chair shall post the names of the nominees on the Group's website and notify the members of the Board of Governors of the posting by facsimile, e-mail or overnight mail. Members of the Board of Governors shall have 21 days from the date of posting to make additional nominations by facsimile or e-mail addressed to the Group Chair.
2. Within ten days following the end of the 21-day period provided for additional nominations, the Group Chair shall cause the final list of nominees to be posted on the Group's website and transmitted to each member of the Board of Governors by facsimile or e-mail.
3. Either at the next Regular or Interim meeting of the Board of Governors following the posting of the list of the nominees on the Group's website or by a vote of the Board of Governors using any mechanism(s) (United States mail, electronic mail, facsimile transmission or otherwise) as may be selected by Group Chair at the Chair's discretion, the Board of Governors shall elect a Group Chair Elect from among the nominees following the procedures set forth in Section 2A for election of the Group Chair.

SECTION 3 – COMMITTEES

- A. DISEASE AND RESEARCH COMMITTEES are the scientific focal point and strength of all Group efforts. These Committees will be responsible for the definition of programs and priorities as well as the review of all protocols, reports, and publications generated by the Group Members in the relevant disease category.

The Chair of each Disease and Research Committee is to be selected by the Group Chair and may be replaced at any time by the Group Chair. Once every five years the Chair of each Disease and Research Committee will undergo a performance evaluation by the Group Chair. The outcome of such a performance evaluation can be replacement of the Chair of a Disease and Research Committee by the Group Chair.

- A. Disease and Research Committee Vice-Chair shall be selected by and serves at the pleasure of the Disease and Research Committee Chair. His/her duty is to assist the Chair or Co-Chair in carrying out duties. In the event of vacancy between Group Meetings, the Vice-Chair will serve as the interim Committee Chair until a national search committee can be convened and a new Committee Chair identified. Disease and Research Committee Membership shall be constituted from among the interested and qualified members and associate members.

The establishment of a new committee must be approved by a simple majority of the Board of Governors during one of the regular Group Meetings.

- B. ADMINISTRATIVE COMMITTEES will provide scientific input to the Disease and Research Committees in the development of Group research protocols with respect to consistency of treatment description and current state-of-the-art treatment regimens, assure quality control of data respective to each discipline, develop and conduct educational programs for the Group, and provide ongoing administrative support of specific scientific activities of the Group.

The Chair of each Administrative Committee is to be selected by the Group Chair and may be replaced at any time by the Group Chair. In the event of a vacancy between Group meetings, the Group Chair may appoint an interim Chair. Once every five years the Chair of each Administrative Committee will undergo a performance evaluation by the Group Chair. The outcome of such a performance evaluation can be replacement of the Chair of an Administrative Committee by the Group Chair. The appointment by the Group Chair of a new Administrative Committee Chair is subject to approval of the Board of Governors.

The establishment of a new committee must be approved by a simple majority of the Board of Governors during one of the regular Group Meetings.

- C. AD HOC COMMITTEES shall be temporary committees established as necessary to accomplish a specific task.

The Ad Hoc Committee Chair and members shall be appointed by the Group Chair and serve at his/her pleasure.

- D. SCIENTIFIC ADVISORY BOARD is authorized to function as administrative and scientific consultant(s) to the Group Chair. The duties of the Scientific Advisory Board include, but are not limited to the guidance of the scientific direction of the Group and the fostering of future strategic planning efforts. The Scientific Advisory Board shall be selected by the Group Chair and may be replaced at any time by the Group Chair. The Chair of the Scientific Advisory Board shall be selected by and serve at the pleasure of the Group Chair.

ARTICLE V - MEETINGS

Group Meetings are the regularly scheduled biannual meetings attended by the members and associated members from all disciplines. Interim Meetings are meetings called at the discretion of the Board of Governors or Group Chair.

ARTICLE VI - QUORUM

Fifty percent of the Board of Governors constitutes a quorum.

SECTION 1 - BYLAWS

Bylaws, as are deemed necessary for the efficient and effective operation of the Group, may be adopted by a simple majority vote of the Board of Governors at a regularly scheduled meeting of the Group.

SECTION 2 - AMENDMENTS

Amendments, additions or deletions to this Constitution must be proposed by a Member of one Member Institution and seconded by a Member of another Member Institution. The proposed amendment shall be circulated to the Board of Governors. Approval shall require a two-thirds majority vote of the Board of Governors, which may be any mechanism (mail vote, special meeting or regularly scheduled Group Meeting) at the discretion of the Group Chair.

SECTION 3 - RATIFICATION

This Constitution shall be adopted upon its approval by a simple majority of the Board of Governors, and shall become effective immediately after its adoption. Upon ratification, it shall supersede any previous document serving this purpose.

SECTION 4 - PARLIAMENTARY PROCEDURE

All proceedings at the Meetings of the Group and any questions of order not provided for by the Constitution and Bylaws are governed by the most recent edition of Newly Revised Robert's Rules of Order, except where otherwise provided.

GROUP COMMITTEES**

DISEASE AND RESEARCH COMMITTEES

- * Breast
 - Cancer Survivorship
 - Early Therapeutics
- * Gastrointestinal
 - Genitourinary
 - Gynecologic
 - Health Disparities and Outcomes
- * Leukemia
- * Lung
- * Lymphoma
- * Melanoma
 - Molecular Epidemiology
 - Myeloma
 - Prevention
 - Symptom Control and Quality of Life
 - Translational Medicine

ADMINISTRATIVE COMMITTEES

- Affiliate Program
- Bone Marrow and Stem Cell Transplantation
- Clinical Practices
- * Clinical Research Associates
- Membership
- Nursing
- Pharmacy
- Professional Standards
- Quality Assurance
- * Radiation Therapy
- Scientific Advisory Board
- Surgery

* Indicates the Committee also has a Working Group

** Committees subject to revision, addition, change, etc., per applicable Bylaws