

**AMENDED AND RESTATED BY-LAWS
OF
NORTHERN NEW ENGLAND CLINICAL ONCOLOGY SOCIETY, INC.**

ARTICLE I
Articles of Agreement

The name of the Corporation, the objects for which it is established, the nature of the business to be transacted by it, and the address of its registered office shall be as set forth in the Articles of Agreement, as from time to time amended, and these By-Laws, the powers of the Corporation and of its Directors, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in such Articles of Agreement, and such Articles of Agreement are hereby made a part of these By-Laws.

ARTICLE II
Corporate Seal

The seal of the Corporation, subject to alteration thereof by the Board of Directors, shall consist of a flat faced circular die with the words and figures “Northern New England Clinical Oncology Society, Inc. – New Hampshire, 1990” cut or engraved thereon.

ARTICLE III
Membership

1. Active Physician membership is open to all licensed physicians who support the goals and purposes of the Corporation and are directly engaged in the study or practice of clinical oncology/hematology within the states of Maine, New Hampshire and Vermont. Active Physician members may vote on any and all issues to come before the membership and may hold office, serve on any one or more of the Corporation’s committees, and serve as a member of the board. Active members shall receive all society publications, in electronic and/or in print.

2. Active Associate membership is open to non-physician healthcare professionals and representatives of patient advocacy groups who have a demonstrated interest in the purposes of the Corporation and are directly engaged in the study or practice of clinical oncology/hematology within the states of Maine, New Hampshire and Vermont. While Active Associate members are not eligible

to hold Officer positions (defined in Article VIII), they may vote on any and all issues to come before the membership and shall be eligible to serve on the board of directors and any one or more of the Corporation's standing committees or ad hoc committees, attend membership meetings, and receive all society publications.

3. Corporate membership is open to any entity, profit or non-profit, which supports the Society's mission. The Board of Directors may establish different levels of corporate membership, with corresponding rights and benefits at each level. Corporate members shall not be allowed to vote, hold office or serve on committees. Corporate members in good standing are allowed to attend society meetings and receive all society publications.

4. Individuals who are employed by industry are eligible for membership through the corporate membership pathway.

5. Physicians actively enrolled in a full time accredited oncology or hematology fellowship program in Maine, New Hampshire or Vermont shall be eligible for NNECOS membership, and hereafter referred to as "Fellows members". Fellows members may serve on committees, attend membership meetings and receive all society publications, but may not serve on the Board of Directors, vote or hold Officer positions. Members at the Fellowship level shall be exempt from dues, and may attend board meetings at the invitation of the board.

6. Emeritus membership is open to individuals who otherwise fulfill the qualifications of active membership but are no longer active in oncology care. Emeritus members may not serve on the Board of Directors, vote or hold Officer positions, but may serve on committees, attend membership meetings and receive all society publications. Emeritus members shall be exempt from dues.

7. Membership applications shall be approved by the Executive Director and ratified by the Board of Directors at routine meetings.

8. The annual business meeting of the membership shall be held each year on a date chosen by the Directors for the transaction of such other business as may come before the meeting.

9. At all meetings of the members, all members present who are eligible to vote may vote in person; no proxies shall be permitted. In order to transact business, a quorum shall be the number of voting members present when the

meeting is called to order. The voting membership shall be notified of the time and place where the meeting will be held.

ARTICLE IV

Dues

1. The amount of the annual dues of all members shall be established by the Board of Directors, said dues to be payable annually in advance. If the dues of any member(s) remain unpaid for a period of sixty (60) days after the same shall have become payable, the Secretary/Treasurer of the Corporation shall mail a notice of delinquency. If the dues of any member are not paid within thirty (30) days after the mailing of such notice of delinquency, his/her/its membership shall automatically terminate on that date by reason of such non-payment, but the Directors may provide for subsequent reinstatement.

2. The funds of the Corporation shall be deposited or kept with a bank or trust company, or invested with a professional investment manager in accordance with the NNECOS Investment Policy. Such funds shall be disbursed upon the orders of such Officers as may be prescribed by the Directors.

ARTICLE V

Directors

1. The board of directors of the Corporation shall be elected by the vote of current members through an annual election held prior to the annual meeting. Ballots must be received from a minimum of ten (10) percent of all voting eligible members in good standing. If an insufficient number of ballots is received, or if there is some other material defect in the nominations or balloting process, the board, at its discretion will determine emergency measures to fill the open seats.

2. The President, President-elect, Immediate Past President and Secretary/Treasurer (each, an "Officer" and collectively, the "Officers") shall serve on the board of directors by virtue of their office, unless any one of them shall be removed pursuant to Article XV of these By-laws. The President-elect and Secretary/Treasurer shall be elected from the Active Physician membership. The Secretary/Treasurer shall be elected to a two-year term. The President-elect shall be elected to a three-year term and will serve first as President-elect, then President, then Immediate Past President, each for one year. The At Large Associate Executive Committee Member shall be appointed to a two-year term.

The above-mentioned shall constitute the Executive Committee. The board shall include a total number of Directors not less than six (6) nor more than eighteen (18). There shall be at least two (2) Active Physician member directors elected from each State (Maine, New Hampshire and Vermont) and shall include a physician on the faculty of the Dartmouth Hitchcock Medical Center and a physician on the faculty of the University of Vermont Medical School.

3. Each director shall be elected for a term of three (3) years.

4. If the office of any director becomes vacant, the remaining directors in office, though less than a quorum, by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until a successor shall be duly chosen.

5. Strong efforts will be made by the society to promote presidential nominees that reflect a balanced representation by state over time. Every effort will be made to rotate the presidency on an annual basis amongst the three states.

6. Ex-Officio Members: The Board of Directors may, by a majority vote of the Board, appoint ex-officio members to the Board of Directors. Ex-Officio Members shall be non-voting members, appointed to a three-year renewable term, but otherwise included in all meetings and benefits of Board membership.

7. The Board of Directors and members of any standing committee may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participating by such means shall constitute presence in person at a meeting.

ARTICLE VI Meetings of Directors

1. The annual meeting of the Board of Directors shall be held at the annual business meeting of the Society following the annual business meeting of the membership.

2. Regular meetings of the Board of Directors may be held in such places and at such times as the full Board may by vote from time to time determine, and if so, no special notice thereof need be given.

3. Special meetings of the Board of Directors shall be held at any time or place whenever called by the President, two (2) or more Directors, or the Secretary/Treasurer, upon written notice thereof being given by email, facsimile, or U.S. mail, postage prepaid, and addressed to each Director at his address on file with the Corporation at least ten (10) days prior to the date of such meeting, by the President, the Secretary/Treasurer or the Directors calling the meeting; or may be held at any time without notice, provided all the Directors are present or those not present have waived notice thereof. Such special meetings shall be held at such times and in such places as the notice thereof or waiver may specify and business transacted thereat shall be confined to the specified purpose and matters germane thereto.

ARTICLE VII Quorum & Voting Power

1. At any meeting of the Board of Directors a majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business but a lesser number may adjourn any meeting from time to time.

2. When a quorum is present at any meeting of the Board of Directors, a majority of such quorum present thereat, as aforesaid, shall be necessary to decide, and except as otherwise provided by law, may decide any action or matter brought before any such meeting.

ARTICLE VIII Officers

The Officers of the Corporation shall be a President, President-Elect, Immediate Past President and Secretary/Treasurer. The President, President-Elect and Immediate Past President shall sit on the Board of Directors and shall be an Active Physician member. The Secretary/Treasurer shall be an Active Physician member. An Active Physician Member being considered for the office of President-Elect will be considered eligible to represent the NNECOS state or states in which that member holds an active medical license, has an active practice site and/or has staff privileges at an accredited medical facility in the state. Officers shall be elected by the Board of Directors at the annual meeting thereof and shall serve until their respective successors shall be duly elected and qualified.

ARTICLE IX
Powers of Directors

The Board of Directors shall have responsibility for the entire management of the business and affairs of the Corporation and shall have and exercise all the powers possessed by the Corporation itself, so far as such delegation of authority is not inconsistent with the laws of the State of New Hampshire, with the Articles of Agreement or with these By-Laws.

ARTICLE X
President

The President shall be the chief executive officer of the Corporation and shall, when present, preside at the annual business meeting of the members and at all meetings of the Board of Directors; and the President, the Secretary/Treasurer or some other person specifically authorized by vote of the Board of Directors, may sign all deeds, leases, contracts, notes and/or other instruments to be executed on behalf of the Corporation. The President shall perform all the duties commonly incident to this office and shall perform such other duties and have such other powers as the Board of Directors may from time to time designate.

ARTICLE XI
President-Elect

The President-Elect shall have such powers and perform such duties as may be delegated to him or her by the Board of Directors. In the absence or disability of the President, the President-Elect may perform the duties and exercise the powers of the President. A President-Elect shall serve on the Board of Directors for a term of three (3) years, the first year as President-Elect, the second year as President and the third year as Immediate Past President.

ARTICLE XII
Immediate Past President

The Immediate Past President shall have such powers and perform such duties as may be delegated to him or her by the Board of Directors. In the absence or disability of the President and President-Elect, the Immediate Past President may perform the duties and exercise the powers of the President.

ARTICLE XIII
Secretary/Treasurer

The Secretary/Treasurer shall have the care and custody of the funds of the Corporation and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to this office. The Secretary/Treasurer shall, along with the President, have the power to sign all deeds, leases, contracts, notes and/or other instruments to be executed on behalf of the Corporation. He or she shall have the custody of the corporate seal and of all the money, funds, valuable papers and documents of the Corporation. He or she shall deposit all funds of the Corporation in such bank or banks, trust company or trust companies, or with such firm or firms doing a banking business as the Board of Directors may from time to time designate. He or she shall on behalf of the Corporation, endorse for deposit or collection, all checks, notes and other obligations payable to the Corporation or its order and may accept drafts on behalf thereof. He or she shall keep accurate books of account of all corporate transactions, which books shall be the property of the Corporation, and together with all other of its property in his possession, shall be subject at all times to the inspection and control of the Board of Directors. All receipts and vouchers for payment made to the Corporation, and checks, drafts, notes and other corporate obligation for the payment of money by the Corporation shall be signed by the Secretary/Treasurer except as the Board of Directors may otherwise specifically order. Checks and drafts need not be countersigned, unless otherwise ordered by the Board of Directors, but notes or other such obligations for the payment of money shall be counter signed as a condition to their validity by the President or such other Officer or agent as the Board of Directors may by resolution direct.

Additionally, the Secretary/Treasurer of the Corporation shall be present at all meetings of the Board of Directors, and he shall keep accurate records, in books provided for that purpose, of the proceedings had at such meetings, which books shall respectively be open at all reasonable times to the inspection of any Director.

He shall perform all the duties commonly incident to his office and shall perform such other duties and have such other powers as the Board of Directors may from time to time designate. In the absence of the Secretary/Treasurer from any meeting of the Board of Directors, a Secretary/Treasurer pro tempore may be chose who shall record the proceedings thereof.

ARTICLE XIV
Additional Officers and Agent

1. The society will have an Executive Director appointed by the board whose duties and responsibilities will be outlined by the Board of Directors at its discretion.

2. The Board of Directors will appoint an Active Associate member who is a member of the board to serve as an at large member of the Executive Committee (At Large Associate Executive Committee Member).

3. The Board of Directors, may, in its discretion and at any time, appoint such other Officers or agents as it may deem advisable and prescribe the duties thereof .

ARTICLE XV
Removals

The Board of Directors may, by vote of a majority thereof present in person at any meeting thereof called for the purpose, remove from office any Officer or agent elected or appointed by it.

ARTICLE XVI
Vacancies

If the office of any Director or Officer or agent, one or more, becomes vacant by reason of death, resignation, removal, disqualification, or otherwise, the remaining directors, though less than a quorum, may by majority vote appoint a successor or successors, who shall hold office for the unexpired term.

ARTICLE XVII
Committees

1. The Board of Directors shall appoint and designate standing committees and ad hoc committees or workgroups as necessary. The President shall annually appoint the personnel of each committee and at the time of the appointment of a committee, shall designate its Chair.

2. The following shall be the standing committees: (i) Executive Committee, (ii) Education Committee; (iii) Nominations Committee; (iv) Finance Committee; (v) Research Committee, and (vi) Nursing and Allied Health Professional Advisory Committee (NAHPAC).

(i) The Executive Committee is composed of the officers of the organization, and one At Large Associate Executive Committee Member as defined in Article V.2.

The Executive Committee shall meet at least two times per calendar year and as often as needed per the President and Executive Director. Special meetings may be called by the President or by a majority vote of the full Executive Committee. The Executive Committee of the Board of the Directors will meet regularly on a schedule per the President and Executive Director and respond in a timely manner to pending issues than need input from leadership outside of the regular Board Meeting schedule.

The role of the Executive Committee is to provide guidance for NNECOS between meetings of the board of directors. The Executive Committee shall:

- Provide consultation and guidance to the Executive Director on matters related to the affairs of the organization between meetings of the Board of Directors.
- Routinely take on tasks of assisting in the preparation of the agenda for the bimonthly Board Meetings and
- Review and offer oversight to the other subcommittees of the Board between board meetings.
- Approve any unanticipated expenditures of funds as outlined in the Administrative & Financial Procedures, subject to Board notification

(ii) The Education Committee is charged with providing guidance and oversight for all Society educational endeavors and programs, including but not limited to the Annual and Spring Meetings, to ensure that educational content is aligned with Society's mission, and is relevant to the science and practice of oncology in northern New England.

(iii) The Nominations Committee shall consist of three (3) Active Members of the Corporation to nominate candidates for Directors, and shall be chaired by an Active Physician Member who is neither an Officer nor Director. The nominations for Directors shall be submitted to the Secretary/Treasurer for presentation to the members for the annual election.

(iv) The Finance Committee shall consist of at least three (3) members of the Corporation, including the Secretary/Treasurer of the Corporation who shall serve as chair, two elected members of the Board of Directors, each elected to a three-

year term, and the Executive Director. This Committee shall prepare an annual budget, solicit funding, advise on expenditures of funds, maintain oversight of investment funds and report the same to the Board of Directors.

(v) The NNECOS Research Committee shall consist of at least four (4) members of the Corporation with experience in administering research and assessing research proposals. This Committee shall advise the board on any research activities relevant to the organization.

(vi) The Nursing and Allied Health Professional Advisory Committee (NAHPAC) shall be comprised of Active Associate (non-physician) members who serve as an advisory resource to the NNECOS Board of Directors to enhance opportunities for education and involvement of non-physician members. This Committee shall facilitate recruitment, engagement and retention of members, and assist in the planning of educational opportunities for membership.

ARTICLE XVIII

Fiscal Year

The fiscal year of the Corporation shall be as determined, from time to time, by the Board of Directors.

ARTICLE XIX

Inspection of Books and Papers

All books, papers and documents of every kind belonging to the Corporation, whether located in the office of the President, Secretary/Treasurer, or elsewhere, shall be open to the inspection of the members of the Board of Directors at all time during business hours.

ARTICLE XX

Powers of Officers to Contract with the Corporation

Consistent with the Corporation's Conflict of Interest Policy, any Director, Officer or member of the Corporation, notwithstanding his official relation to it, may enter into negotiations with and consummate and perform any contract or agreement of any nature between the Corporation and himself or any other Director(s), Officer(s) or member(s) of the Corporation or any firm or Corporation in which any such Director, Officer or member may be interested, whether such

individual or individuals, firm or Corporation thus contracting with this Corporation shall thereby derive personal or corporate profits or benefits or otherwise, the intent hereof being to relieve each and every person who may be an Officer or a Director of the Corporation from any disability that might otherwise exist from contracting with the Corporation for the benefit of himself or any co-partnership or Corporation in which he may be interested.

ARTICLE XXI
Indemnification of Officers and Directors

So as to induce others to serve as such, the Corporation shall reimburse, exonerate, hold harmless and indemnify each present and future Director and Officer of the Corporation for, from, or against any and all claims and liabilities to which he may become subject by reason of his being a Director or Officer, and shall reimburse, exonerate, hold harmless and identify such Director and Officer for all legal and other expenses reasonably paid or incurred by him in connection with any such claims or liabilities, whether or not he had ceased to be a Director or Officer of the Corporation, unless such person shall have been determined not to have acted in good faith. The Corporation may compromise, settle, pay and discharge any such claims and liabilities and pay such expenses if such settlement, payment or discharge appears in the judgment of a majority of the Board of Director to be for the best interests of the Corporation. The foregoing rights of such Directors and Officer shall not be exclusive of any other rights to which they may be lawfully entitled.

Should any item come before the Board that might result in a Director having or appearing to have a conflict of interest either by occupation, place of residence or other holdings, or any other interest, the Director shall make his/her personal interest known to the Board as soon as he/she recognizes a possible conflict and shall refrain from voting on matters regarding the issue.

In addition to the conflict of interest provision of these By-laws, the Board shall adopt a Conflict of Interest Policy in conformity with New Hampshire RSA 7:19-a.

ARTICLE XXII
Gender Neutral

This Agreement is intended to be gender neutral and the use of the masculine may be read as the feminine and vice versa. Additionally, the use of the plural may be read as singular where the context so requires, and vice versa.

ARTICLE XXIII
Amendments

Unless otherwise provided in the Articles of Agreement, these By-Laws may be amended by action of the majority of the full Board of Directors. Notice of any proposed amendment, addition, alteration or repeal shall be given in the notice of any meeting at which it is to be considered.

ARTICLE XXIV
Action by Consent

Notwithstanding any other provision of these By-Laws requiring action to be taken at a meeting of the Directors, any action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting provided that every Director then holding office severally or collectively consents in writing to any action taken or to be taken by the Corporation. Action taken by consent of the Board of Directors pursuant to this Article XXIV shall have the effect of a meeting vote and may be described as such in any document. The Secretary/Treasurer shall file such written consents with the minutes of the meetings of the Board of Directors.

Approved as amended _____