1974

10.05 Association of American Cancer Institutes (AACI) - Bylaws, 1972-1974

Office of the President

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By-laws (1972-74)
AACI 10.5
Interoffice Memorandum

TO: Dr. R. Lee Clark

FROM: Murray M. Copeland, M. D.

DATE: April 16, 1974

SUBJECT: By-laws of the Association of American Cancer Institutes

Dear Lee:

With reference to the AACI By-laws I have the following to report. The references I make are to Dr. Spratt's version of the suggested revision of the By-laws which he has dated February 1974 (See Exhibit I) unless otherwise noted.

With reference to Article II, the Objectives appear to be in order except that Item 6 under Article II (noted in the Resolution, Exhibit II) should be included. This resolution was prepared for presentation at the Puerto Rico meeting and to my knowledge was not presented because of Dr. Spratt's opinion that the By-laws of the AACI are too restrictive and stated that the By-laws Committee had proposed some amendments which were attached to the minutes of the January 1974 meeting as Appendix I (See Exhibit III). At that time he urged the members to deliberate on the need for these changes as "there is great need for AACI members to be involved in every aspect of the National Cancer Program."

With reference to Article III - Membership, Section 1 - Classes of Membership. I strongly urge that we revert to the wording of the resolution as amended (Exhibit II) Article III, Section 2 (a) deleting all of the qualifying terms following the words biologic sciences in paragraph 1 and deleting "which is sparsely populated" under paragraph 3. I would also recommend that a new paragraph 5 be added as follows: A re-review should be carried out on each regular member every three years for evaluation and appropriate change of status where indicated. The present paragraph 5 to become paragraph 6. Article III, Section 3, beginning in line 6, delete "corresponding and individual"; Section 4 (d), in the last line delete "Board of Directors" and substitute "active membership."

I strongly disagree with Dr. Spratt's recommendation of individual memberships for the possible involvement of all individuals in a member institution of the AACI in order that they all may become vitally involved in the National Cancer Program.

With reference to the category of membership, one only has to review the previous minutes and Constitution changes of the organization in the past to discern the problems and progress inherent in dealing with qualification of membership beginning in 1959. In 1966 the following note was found in the minutes of a meeting of the membership:
"...Following extensive discussion of the proposed changes, the members adopted a new name for the Association as 'Association of American Cancer Institutes' on a motion by Dr. Talbot, which was ... seconded and carried. Section 1, Article III - Qualification for Membership - was revised on a motion by Dr. Horsfall, which was seconded by Dr. Wood and carried, to read as follows: 'Membership in this organization will be limited to those American Institutes whose principal activities are concerned with the study and/or treatment of cancer. Each such institute shall notify the Secretary in writing of the names of its senior scientific executive and his alternate, who will constitute the active membership of the Association.'"

This was the clearest position that had been taken on regular membership up to that time. In addition, it is noted in the By-laws of 1966 that there was a section on honorary membership which stated "that the association may elect as corresponding members the scientific directors of cancer institutes of foreign countries."

There has been much debate as to what should constitute regular membership and involved several meetings of the AACI before the current By-laws of November 12, 1972, namely Article III, Section 1 and 2 were accepted. This article and section were written, keeping in mind the variety of members in the organization at the time, representing diverse groups and activities.

In the future we will be confronted with more and more applications from organizations with less activities than are expressed in the definition of a comprehensive cancer institute and/or center which includes a wide variety of clinical disciplines related to patient care, a broad range of research and training programs which include clinical and biologic science, (genetics, carcinogenesis, virology, immunology, cytokinetics, biomathematics, medical pharmacology, developmental therapeutics, radiation biology, surgery, animal models, etc.).

To materially change the By-laws again does not seem practical as a solution to the problem that has been raised concerning the need for different categories of institutions with different voting rights. It is to be pointed out that the By-laws of November 12, 1972 reflect the fact that members of the AACI are the institutions who are authorized to appoint up to three representatives, one of whom must be the Senior Scientific Director and must cast one vote for the institution. This alone creates quite a dilemma in proportioning voting rights based on the categories of regular membership. With reference to the matter of proportionate delegate representation, I warn you that the UICC has tried that method of representation and found it to be unsatisfactory. They have now reverted back to the principal
of one nation, one vote because of the difficulty in controlling delegate voting in a particular country. To add to this confusion of individual membership for anyone employed by a regular member institute seems to me to create utter chaos. If one wishes to bring a plethora of opinion from the institutions they can put particular problems to vote in their institution before the three delegates are sent to the meetings of the AACI. The UICC was faced with having individual memberships at one time and voted them down much to the chagrin of Dr. George Pack. To have three voting members from a regular member institution is a complex problem, but to have a wolf pack is too much to envision with equanimity.

From an altruistic point of view the utilization of a broad spectrum of staff members from various member organizations involving specific or multiple disciplines is appropriate and this can be accomplished through scientific exchange sessions or conferences sponsored by the AACI.

It would be well at this time to call your attention to the specific remarks by Dr. Spratt concerning the By-laws, as well as Dr. Copeland's report as Chairman of the Membership Committee, recorded in the draft of the minutes of the AACI Annual Meeting in Puerto Rico, January 9-11, 1974 (see copy of minutes of the annual meeting attached, Exhibit III).

I would suggest that Article IV, Section 1 read: The President shall call at least one annual meeting of the General Association and at least one annual meeting of the Board of Directors and that the annual meeting be held in January. The place and time of a scheduled meeting may be changed if all officers agree to such a change.

With reference to Article IV, Section 2, 3, 4, and 5 I have no quarrel with the wording contained in these sections.

With reference to Article V, Dr. Spratt has divided this article under the titles of Officers, Board of Directors and Executive Committee. In the previously revised By-laws of November 12, 1972, the Board of Directors was designated to serve also as the Executive Committee. I believe that the new By-laws Committee should take the Spratt Article V, Section 2 and 3 under advisement and certainly the Board of Directors should consist of the Officers of the Association, the immediate past President and six elected Directors from the membership. An Executive Committee made up of only Officers, the past President and one elected member from the regular membership plays "Caesar's role" in running the empire. It seems to me that the Board of Directors as identified above would be a better forum for interim discussions and necessary actions.
Dr. Clark
Page 4
April 16, 1974

I call your attention to Article V, Section 2, under the previously revised By-laws of November 12, 1972 which sets forth the terms and rotation of six members elected to the Board of Directors and recommend that this section be substituted in Dr. Spratt's suggested revision.

With reference to Article VI, Section 1, describing duties of the President, I feel that the last sentence of Dr. Spratt's version should incorporate the additional thought "or by the Secretary with the President's approval."

Article VI, Sections 2 and 3, appear to be in order. With reference to Section 4, Executive Committee Authority, in my opinion this section should describe the duties of the Board of Directors (Executive Committee) with the appropriate responsibilities listed.

Under Article VII, Section 1 - I would again call your attention to my recommendation that the Board of Directors would also act as the Executive Committee. With reference to Article VII, Section 2 (c), Membership Committee, I would point out that having served on the Membership Committee it is a rare occasion that there is enough time between the meeting of the Membership Committee and the next meeting of the membership to carry out an interim review by the Board of Directors. I would hope that this article can provide an alternate route for the Membership Committee's report to the Secretary-Treasurer by presentation directly to the annual meeting if necessary.

With reference to Article VII, Section d, the last sentence should end with "or by the Secretary with the President's approval."

The discussion under the Nominating Committee, Article VII, Section 2 (f) appears inadequate and seems to indicate that Dr. Spratt is really talking about his Executive Committee rather than the Board of Directors (Executive Committee) according to my way of thinking. Therefore, I recommend that Section 2 (f) be lifted from the By-laws revised November 12, 1972 and inserted in this location. Again I want to emphasize that I see no point in having a Board of Directors if they are going to have a small Executive Committee carrying out interim decisions. The Board of Directors as currently constituted is a small, well-knit group as compared with the total membership and adequate for interim decisions that cannot be made by the President and/or his ad hoc committees.

With reference to Article XIII, I strongly recommend that we have legal opinion as to the exact responsibilities of the membership laid out under this article on "Indemnification" before approval.
Dr. Clark  
Page 5  
April 16, 1974

Please find my recommended version of the By-laws completed as Appendix I.

Sincerely,

Murray M. Copeland, M.D.

MM/bv
Enclosures
cc: Dr. Robert Hickey
Recommended Version of Association of American Cancer Institutes By-laws
by Murray M. Copeland, M. D., based on Memo of April 16, 1974 (see Appendix A attached)

ASSOCIATION OF AMERICAN CANCER INSTITUTES

BY-LAWS

ARTICLE I

Name

The Association shall be called the Association of American Cancer Institutes and shall here and after be designated as the Association.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. To support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities among groups with predominant interests in cancer;

2. To foster educational and training opportunities in the appropriate biomedical sciences;

3. To provide guidance to Federal, State and local governments and private and civic organizations concerning cancer research, lay and professional education, medical care and rehabilitation of cancer patients;

4. To hold meetings of the membership in order to expedite the aforementioned purposes;

5. To afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems; and
6. To foster interinstitutional collaboration on state, regional, national, international programs for the control of cancer through research, education and service.

ARTICLE III
Membership

Section 1. Classes of Membership

The membership of the Association shall be divided into two classes: Regular Membership and Corresponding Membership.

Section 2. Qualifications for Membership

a. Regular members of the Association of American Cancer Institutes shall include only those institutions and/or organizations within the United States which shall be recognized for membership purposes after review and re-review by the Membership Committee as comprehensive coordinated cancer centers and special centers and which have coordinated interdisciplinary cancer related programs, such as:

1. Comprehensive Cancer Institutes and or centers which include a wide variety of clinical disciplines related to patient care, a broad range of research and training programs which include clinical and biologic sciences.

2. Special Cancer Center, which is a major component of an organization or institution (i.e. of a medical school, university, division of industrial organization, etc.) which will permit emphasis on manpower largely engaged in a broad spectrum of cancer research and training.

3. Special Cancer Center which is an institution within the United States not related to a medical school, university,
division of industrial organization, etc., but which places emphasis on the manpower largely engaged in a spectrum of clinical activities which serve as focal points for development, training and/or research providing quality care for cancer patients. These clinical activities must also provide education, training, and/or research with clinical application for a regional area.

4. Federal agencies with major cancer oriented programs as noted in Section 2a (1) or 2a (2) above will be invited to participate in the activities of the Association. A pedagogical mechanism must obtain in the categories above, where applicable, which will permit greater emphasis on recruitment of graduate and post-graduate students into basic or clinical cancer research and which will provide cooperative programs with the local medical profession, hospitals, etc.

5. A re-review should be carried out on each regular member every three years for evaluation and appropriate change of status where indicated.

6. Each Regular Member institution, organization, or agency is authorized to appoint up to three representatives, one of whom must be the Senior Scientific Director and will cast the one vote for the institution. In a Director's absence, his designee should be able to act with the same authority in transacting the business of the Association.

b. Corresponding Membership may be held by selected cancer institutes and centers or other organizations outside the
United States with a major component devoted to cancer activities, and should be represented by the Senior Scientific Head in each instance.

Section 3. Procedure for Membership

A completed application form shall be filed with the Secretary-Treasurer at least three months before a meeting of the membership of the Association. Accompanying the completed application, supporting letters from three member organizations of the Association shall be submitted, indicating the qualifications of the organization requesting regular or corresponding membership.

The Secretary-Treasurer will distribute to the regular members all pertinent information on each proposal at least two months before a meeting. Any objections by the members should be sent to the Secretary-Treasurer for immediate transmittal to the membership committee.

Section 4. Election to Membership

a. An affirmative vote of four-fifths of the Regular members is required for admission for all memberships.

b. The Regular members will vote by mail ballot after appropriate discussion at a regular meeting of the membership.

c. The Board of Directors shall have the authority to hold over for further consideration any application which does not fully comply with the foregoing and all other requirements.

d. Regular Membership. Organizations elected to Regular membership will become members of the Association following notification by the Secretary-Treasurer and will be invited to appoint a delegate and alternates as prescribed in the By-laws, Article III, Section 2a4. Each institution will notify the Secretary-
Treasurer in writing, designating its representatives. These delegates will constitute the active membership of the Association.

e. Corresponding Membership. Applications for Corresponding membership shall follow the same procedure as that used for Regular membership. Corresponding members shall not have the power to vote.

Section 5. Attendance.
Any member or member institution who has not been properly excused by the Board of Directors and who has not attended at least one called meeting per year may be dropped from membership at the discretion of the Board of Directors.

ARTICLE IV
Meetings

Section 1. Annual Meeting of the Association
The President shall call at least one annual meeting of the General Association and at least one annual meeting of the Board of Directors and that the annual meeting be held in January. The place and time of a scheduled meeting may be changed if all officers agree to such a change.

Section 2. Special Meetings.
Special meetings of the Association shall be held at the call of the President or at the written call of a majority of the Board of Directors, delivered to the President. Upon receipt of such notice, the President shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.

Section 3. Notice of Meetings.
All members of the Association shall be notified in writing at least ten (10)
days in advance of any meeting. It shall be required that the notice state
the object of the meeting, including any change of By-laws or Articles of
incorporation, or if the subject of incurring financial debt, or the
dissolution of the Association is to be considered.

Section 4. Quorum
Fifty percent (50%) of the voting (Regular) members of the Association shall
constitute a quorum to conduct business. In lieu of a quorum, the Secretary-
Treasurer may poll the membership by mail on specific actions at the instruc-
tion of the President.

Section 5. Voting Procedure
Except where provided otherwise in the By-laws, all questions arising in
the business meetings of the Association, including meetings of the Board
of Directors, the standing committees and ad hoc committees, shall be
decided by the majority of votes cast and, in every case of a tie, the President
or Chairman shall have a casting vote. Voting shall be a voice vote or
by a show of hands and may be by secret ballot if requested by one Regular
member.

ARTICLE V

Officers and Board of Directors (Executive Committee)

Section 1. The Officers of the Association shall consist of a President,
Vice-President and Secretary-Treasurer. The Vice-President shall be designated
President-Elect of the Association. These three officers must be delegates
or alternates from Regular member institutions.

Section 2. The Board of Directors shall consist of the officers of the
Association, the Immediate past President, and six (6) elected directors.
The Board of Directors shall serve as the Executive Committee of the
Association. Six directors shall be elected at the first meeting following
adoption of the By-laws, to serve the following terms: two for three years, two for two years, and two for one year. After the first year, two directors shall be elected annually. At each annual meeting of the Association, two members of the Board of Directors shall be elected to serve for a period of three years.

Section 3. The President and the Vice-President shall be elected at the annual meeting by a majority vote of all voting members present. These two officers shall serve for one year, until the next annual meeting of the Association, or until their respective successors have been elected and have qualified. The Secretary-Treasurer shall be elected at an annual meeting of the Association and shall serve for three years, or until a successor is elected and has qualified.

ARTICLE VII
Duties of Officers and Board of Directors (Executive Committee)

Section 1. The President shall preside at the meetings of the Association and the Board of Directors and shall perform such other duties as custom and parliamentary usage may require. He or she shall appoint all committees and shall designate those Association members who may countersign all Association checks or drafts. He or she shall be the titular head of the Association during the term of office. It shall be his or her responsibility to promote the scientific achievements of the profession and to foster harmonious relationships throughout the membership. All appropriate correspondence, news releases, etc., shall be in his or her name or by the Secretary with the President's approval.
Section 2. Vice-President

The Vice-President shall preside in the absence of the President, and on the President's death, resignation or removal, shall succeed the presidency for the unexpired portion of the President's term of office. He or she shall also be designated as the President-Elect and shall automatically assume the position of President at the termination of the President's term of office.

Section 3. Secretary-Treasurer

The Secretary-Treasurer shall record the minutes of the annual and special meetings of the Association and receive and care for all records and papers belonging to the Association. He or she shall collect dues as fixed by the Board of Directors and shall notify in writing those delinquent in payment. He or she shall be responsible for the safekeeping and disbursement of all funds, shall keep accounts and receive all dues and money belonging to the Association and shall pay out the same on the order of the President. He or she shall appoint a certified public accountant to perform an annual audit and make a report of the results of the audit at the annual meeting of the Association. He or she shall notify each member of the Association as to the time and place of each meeting and provide an agenda for the meeting. He or she shall compile and keep current a list of the members in good standing of the Association, noting correct names and addresses of each. The Secretary-Treasurer shall record or cause to be recorded the minutes of the Association at the annual meeting. Copies of same shall be forwarded to members upon request.

Section 4. Board of Directors (Executive Committee)

The Board of Directors (Executive Committee) will review all committee reports and make appropriate recommendations to the Association. The Board
of Directors (Executive Committee) shall develop such policies and procedures deemed necessary for the discharge of Association business and shall present those to the membership at the annual meeting for their approval. It shall be empowered to act in the name of the Association between annual meetings.

Section 5. Vacancies
Vacancies occurring in any office of the Association may be filled by appointees designated by the President, and the individuals so appointed shall hold office until the next Board or annual meeting of the Association.

Section 6. Quorum
Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum. See Article IV, Section 4.

ARTICLE VII

Committees
The President shall be entitled to designate such committees as he or she may deem to be in the best interests of the Association, and shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Association may require. A member of the Board of Directors shall serve as chairman of each committee.

Section 1. The standing committees shall be as follows:

a. Board of Directors (Executive Committee)
b. Finance Committee
c. Membership Committee
d. Arrangements and Public Relations Committee
e. Policy and Programs Committee
f. Nominating Committee
g. By-laws Committee
Section 2. Duties of Committees

a. Board of Directors (Executive Committee). Refer to Article V, Section 2.

b. Finance Committee. The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association appointed or reappointed by the President at the time of the annual meeting. The Finance Committee shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and to audit the financial records submitted by the Secretary-Treasurer.

c. Membership Committee. The membership committee shall consist of a chairman appointed from the Board of Directors and by the President and four additional members. The committee shall review all applications, letters of recommendation and all other data pertinent to the candidate organizations applications for membership. The committee shall also consider any objections which may be raised by the membership. After due deliberation, the committee will submit in writing its recommendation for approval or disapproval to the Secretary-Treasurer for review by a called meeting of the Board. With approval of the Board of Directors, the applications will be considered at the next meeting of the membership. If time does not permit, the Secretary-Treasurer is empowered to bring the recommended applications directly to the next meeting of the membership.

d. Arrangements and Public Relations Committee. The Arrangements and Public Relations Committee shall consist of a chairman appointed by the President, and additional members from the organization hosting the meeting. The Secretary-Treasurer shall be an ex-officio member of the committee. The committee shall make local arrangements for the meetings and shall approve before release to the press all items of public interest about the meetings
and the Association. It shall be the duty of the committee to promote good public relations. All press releases shall be made in the name of the President of the Association or by the Secretary with the President's approval.

e. Policy and Programs Committee. The Policy and Programs Committee shall consist of three members appointed by the President to serve for one year. The Chairman shall be appointed from the Board of Directors by the President. The Committee shall review the policies of the Association which may affect its objectives as they interface with various national and international organizations. The Committee also shall keep continuously under surveillance and review both national and international programs with which the Association may interact and recommend other Association opportunities which exist for international efforts. The findings and recommendations of the Committee are to be reported to the Board of Directors two months prior to the annual meeting of the Association.

f. Nominating Committee. The Nominating Committee shall consist of three members appointed by the President to serve for one year. The Chairman of this committee shall not be a member of the Board of Directors. The committee shall nominate the following officers, to be voted upon at the executive session of the annual meeting: Vice-President (President-Elect), Secretary-Treasurer, and six members of the Board for three year terms, except that with the adoption of these By-laws two of the six members will be nominated for a one year's term, two members for a two year's term, and two members for a three year's term. Nothing in this By-law shall be construed as preventing nominations for these Association offices from the floor.

G. By-laws Committee. The Committee on By-laws shall consist of a chairman and at least two members appointed by the President to serve for one year.
It shall be the duty of this committee to receive from the membership suggested changes in the By-laws and to recommend to the membership those changes which it deems necessary and desirable.

Section 3. Ad Hoc Committees and Liaison Representatives.

a. Ad Hoc Committees. Ad hoc committees shall consist of three or more members appointed by the President to serve only for such time as is necessary to complete the assigned mission.

b. Liaison Representatives. The President shall appoint a person or persons to act in a liaison capacity between any association or organization and the Association of American Cancer Institutes as the circumstances demand; this appointment shall be mutually agreeable to both organizations.

ARTICLE VIII

Contracts, Grants, Loans, Checks and Deposits

Section 1. Contracts and Grants

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, accept grants, or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances in which the Association owns insured collateral with an appraised value equal to or greater than the value of the loan. However, no loan in excess of $1000.00 shall be contracted unless the President first presents the loan proposal at a membership meeting and a
resolution is adopted by a majority of the voting members present approving
the loan.

Section 3. Checks, Drafts and Other Monetary Orders

All checks, drafts or other orders for the payment of money, notes or other
evidences of indebtedness issued in the name of the Association shall be
signed by the Secretary-Treasurer or by such officer or officers, agent or
agents of the Association as may be designated and in such manner as shall
from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits

All funds of the Association not otherwise employed shall be deposited from
time to time to the credit of the Association in such banks, trust companies
or other depositories as the Board of Directors may select.

ARTICLE IX

Dues

Annual dues may be established by the Board of Directors of the Association
in such amounts as it deems necessary to defray operating expenses. After
the first year of operation, the annual dues recommended by the Board of
Directors of the Association shall be approved by the voting members at the
annual meeting of the Association.

ARTICLE X

Amendments

An amendment to the By-laws must be proposed first in writing to the Committee
on By-laws and then submitted to the Secretary-Treasurer of the Association
at least two months before a regular meeting at which the amendment is to
be acted upon. The Secretary-Treasurer shall notify the members of the
Association of the proposed amendment at least thirty days before the meeting.
The amendment shall be voted upon at any regular or special meeting of the Association unless otherwise stated by the Secretary-Treasurer at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all voting members shall be necessary for its passage.

**ARTICLE XI**

**Rules of Order**

The deliberations of the Association shall be governed by parliamentary usage as contained in Roberts' Rules of Order unless otherwise determined by a two-thirds vote of the voting members present.

**ARTICLE XII**

**Miscellaneous**

No part of the assets of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposed set forth. No substantial part of the activities of the Association shall be the verbal or written distribution of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
ARTICLE XIII

Indemnification of Officers and Directors Against Liabilities and Expenses in Action

A director or officer, or former director or officer of this Association, and his or her legal representative, shall be indemnified by the Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or her or his or her estate in connection with, or arising out of, any action, suit, proceeding or claim in which he or she is made a party by reason of being, or having been, such director or officer. The Association shall not, however, indemnify such director or officer with respect to any matters as to which he or she shall be adjudged finally in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his or her duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Association shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; in taking such action any director involved shall not be qualified to vote thereon; and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the President at a duly called special meeting or at a regular meeting.

In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by the President, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by the Board or committee.
ARTICLE XIV

Dissolution

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is located at the time of dissolution, exclusively for such purposes or to such organization or organizations, as said County shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV

Repeal of Prior By-laws

Upon the adoption of these By-laws all previous constitutions and By-laws are hereby repealed.

Adopted on the __________ day of __________, 19__.

The Association of American Cancer Institutes

Attest:

By:

____________________          ____________________
Secretary-Treasurer             President
Resolution prepared for the American Association of Cancer Institutes in Puerto Rico, January 9-11, 1974 (To my knowledge it was never presented or acted upon.)

RESOLVED that the By-laws of the Association of American Cancer Institutes be amended as follows:

Article II - Objectives

Addition of a sixth objective

6. To foster interinstitutional collaboration on state, regional, national, international programs for the control of cancer through research, education and service.

Article III - Membership

Section 1. Classes of Membership.

The membership of the Association shall be divided into three classes: Regular Membership, Corresponding Membership, and Individual Membership.

Section 2. Qualifications for Membership.

a. Regular members of the Association of American Cancer Institutes shall include only those institutions and/or organizations within the United States which shall be recognized for membership purposes after review and re-review by the Membership Committee as comprehensive coordinated cancer centers and special centers and which have coordinated interdisciplinary cancer related programs, such as:

1. Comprehensive Cancer Institutes and/or centers which include a wide variety of clinical disciplines related to patient care, a broad range of research and training programs which include clinical and biologic sciences, genetic carcinogenesis, virology, immunology, cytogenetics, biochemistry, medical
pharmacology, developmental-therapeutics, radiation biology
surgery, animal models, etc.).

2. Special Cancer Center, which is a major component of an
organization or institution (i.e. of a medical school,
university, division of industrial organization, etc.) which
will permit emphasis on manpower largely engaged in a broad
spectrum of cancer research and training.

3. Special Cancer Center which is an institution within the
United States not related to a medical school, university,
division of industrial organization, etc., but which places
emphasis on the manpower largely engaged in a spectrum of
clinical activities which serve as focal points for develop-
ment, training and/or research providing quality care for
cancer patients. These clinical activities must also provide
education, training, and/or research with clinical application
for a regional area which is sparsely populated.

4. Federal agencies with major cancer oriented programs as noted
in Section 2a (1) or 2a (2) above will be invited to participate
in the activities of the Association. A pedagogical mechanism
must obtain in the categories above, where applicable, which
will permit greater emphasis on recruitment of graduate and
post-graduate students into basic or clinical cancer research
and which will provide cooperative programs with the local
medical profession, hospitals, etc.

5. Each Regular Member Institution, organization, or agency is
authorized to appoint up to three representatives, one of
whom must be the Senior Scientific Director and will cast
one vote for the institution. In a Director's absence, his
designee should be able to act with the same authority in
transacting the business of the Association.

b. Corresponding Membership may be held by selected cancer
institutes and centers of other organizations outside the
United States with a major component devoted to cancer
activities, and should be represented by the Senior Scientific
Head in each instance.

Article IV - Meetings

Section 1. Annual Meeting of the Membership

There shall be at least one annual meeting of the membership
held in January. The place and time of a scheduled meeting may be changed
if all of the officers agree to such a change.
BY-LAWS
FOR THE
ASSOCIATION OF AMERICAN CANCER INSTITUTES
Revised November 12, 1972

ARTICLE I

Name

The Association shall be called the Association of American Cancer Institutes and shall here and after be designated as the Association.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. to support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities among groups with predominant interests in cancer;

2. to foster educational and training opportunities in the appropriate biomedical sciences;

3. to provide guidance to private and civic organizations concerning cancer research, both lay and professional education, medical care and
Dr. Harold Rusch, outgoing President of the AACI, briefly summarized the history of the AACI and expressed his delight that over the past few years there has been increased funding for the National Cancer Institute, progressively more institutions have been created or expanded into comprehensive cancer institutions that will enlarge and enhance the AACI, and that the AACI is becoming more vitally involved in the National Cancer Program through their newly outlined Comprehensive Plan for Cooperative Activities and Uniform Practices Among Cancer Institutes. He then turned the "gavel" over to Dr. John Spratt, the President of AACI for 1974.

Dr. Spratt congratulated the AACI membership upon its recent expansion to 27 members with the inclusion of the newly designated comprehensive cancer centers. He expressed his conviction that the activities of the AACI will greatly increase and that better collaboration among the members and with the NCI as the National Cancer Plan unfolds is inevitable.

Dr. Spratt reminded the membership that the National Cancer Act of 1971 was a 3-year authorization act which is due for renewal for the fiscal year 1975 and that each institution should plan to work closely with members of Congress to improve and renew the Act. One of the chief purposes of the Act is to create an effective national network of cancer centers. It is Dr. Spratt's opinion that the by-laws of the AACI are too restrictive as they presently stand to use the various types of talent among the member organizations to best advantage in...
participating in the realization of the goals of the National Cancer Program. The by-laws restrict participation on the committees of the AACI to the directors of the member institutions or their appointed delegates. This amounts to no more than three individuals per institution, which is very self-restricting for an organization that is planning to become deeply involved in cooperative activities that include not only members of the organization but the newly developing comprehensive and special cancer institutions in the country. Dr. Spratt has served as chairman of the By-Laws Committee until he assumed the presidency, and he mentioned that the By-Laws Committee has proposed some amendments to the present By-Laws. (see Appendix I) Dr. Spratt urged the members to deliberate on the need for these changes, as there is great need for AACI representatives to be involved in every aspect of the National Cancer Program. If the AACI continues to function in a restrictive manner, splinter groups are likely to form and the AACI will lose an excellent opportunity for leadership.

Dr. Mirand reported on the results of the ballot vote for the proposed new members of the AACI. The approved new members are:

1. Institute for Medical Research
   Camden, New Jersey
   Special
2. University of Southern California Cancer Center-Los Angeles County
   Comprehensive
3. University of Alabama in Birmingham, Cancer Research & Training Program
   Comprehensive
4. Duke Comprehensive Cancer Center
   Comprehensive
5. American Health Foundation
   Special

Financial Report

Dr. Mirand reported that the AACI presently has a bank balance of $1,626.51. This money is available to the organization
primarily because some funds were collected for the several
AACI workshops and were not completely used because Roswell
Park and M. D. Anderson Hospital did not request reimbursement
for expenses incurred to sponsor the workshops.

Dr. Mirand distributed an updated membership list for the AACI,
(Appendix II) and requested that all members who have not done
so submit reaffirmation applications for review of the Membership
Committee.

There was a brief discussion about the need for the membership
to initiate the collection of dues. It was agreed that it was
not fair for Roswell Park to continue to carry the increasing
burden (financial and otherwise) of the AACI just because
Dr. Mirand is the Secretary-Treasurer of the organization.

This matter was referred to the Financial Committee for study
and recommendations.

Dr. Rusch pointed out that there might be some difficulties
for some of the smaller institutions with regard to the justifi-
cation of dues in an organization such as the AACI, because
the bulk of their funds come from the state or from NCI grants.
Travel expenses are allowed through these funds, but perhaps
not dues. Funds from private sources might be used if available.

It was pointed out by Dr. Wade that if the organization is to
influence Congressional representatives with regard to cancer
legislation, the organization must have some means of keeping
informed of the activities in Washington. Dues from the
members would make it possible to maintain some individual in
the Washington area. It was pointed out that since the AACI
has been chartered as a non-profit organization, legally it
is not able to lobby, but such an organization can be a forum
for discussion; then the individual members of the organization
are free to use their influence if they wish.

Dr. Mirand estimated that it would cost approximately $5,000 annually to properly sustain the activities of the AACI (excluding, of course, the 12 tasks of the comprehensive plan that are to be implemented by the organization).

Dr. Spratt stated that since AACI is a non-profit organization subject to annual audit, it has the privilege of accepting tax-free contributions.

Dr. Copeland, chairman of the Membership Committee, indicated that the organization had been operating with a rather labile set of By-Laws for some time now, because the organization is maturing rapidly and, in the process, is finding rather serious modification of the By-Laws essential. Dr. Copeland then read the December 15, 1973 minutes of the Membership Committee which contained recommendations for amendments to the sections of the By-Laws dealing with membership in the AACI (Appendix III).

It was moved and seconded that the report of the Membership Committee be accepted.

Dr. Mauer challenged the correctness of the procedure by stating: (1) when applications were initially sent out, the cover letter indicated that they were "for information only", but they were used to determine the classification of membership to the AACI. (It was later pointed out to Dr. Mauer that in the previous meeting of the AACI, which Dr. Mauer did not attend because his institution was not yet a member, the membership authorized the Membership Committee to review all present member institutions as well as the new applicants for re-evaluation of membership categories.); (2) there is presently
no stipulation of any kind in the By-Laws that reaffirmation of an institution's membership classification is to take place at regular intervals; and (3) that there are only two categories for membership in the existing By-Laws, Corresponding and Regular, and no mention of Comprehensive, Coordinated or Special.

It was agreed that this matter had come up for consideration out of correct procedural sequence, as the By-Law amendments should have been acted upon first. The acceptance of the recommendations for change of categories of membership, etc. was intended to be contingent upon the passage of the recommended changes in the By-Laws. It was agreed to defer further discussion regarding membership until the recommendations regarding the By-Laws were acted upon by the membership.

As the membership has already authorized the By-Laws Committee to make recommendations and the matter has already been officially acted on by the Committee, it was stated that the membership could vote on the recommended changes at this meeting, except for the first recommendation (Article II - Objectives, Appendix I) to which an additional modification was proposed for the first time today by Dr. Spratt. Dr. Spratt proposed that the sixth objective (or perhaps a 7th objective) should read: "To foster interinstitutional collaboration and collaboration on a state, national and international level for the control of cancer through research, education, and service."

There was discussion, and the membership voted to accept Article II modifications as stated.

Regarding Article III - Membership, several items were discussed: 1. The possibility of including either a separate membership category; i.e. coordinated cancer
2. Section 2.a. The membership voted to delete all of the qualifying terms following "... biologic science."

3. The possible inclusion of the NCI guidelines for comprehensive cancer centers to define what is meant by "comprehensive" within the framework of the AACI membership categories. It was pointed out that this list of NCI guidelines was used by the Membership Committee as their checklist for evaluating the applications for membership.

4. The need to leave some flexibility within the membership definitions, as it is the desire of the AACI to maintain judgemental control over definition of a cancer center classification; i.e. the NCI designation of a cancer center as "comprehensive" will not automatically make that institution a member of the AACI.

5. Suggestion that the wording of Section 2.a. be changed to read "... those institutions and/or organizations within the United States which can be defined as comprehensive/coordinated cancer centers and special centers and which have coordinated interdisciplinary programs ... "

The concern here is that some of the newly designated comprehensive cancer centers are so dependent on Federal funding that if the national scene changes and NCI funding is reduced significantly, it is inevitable that some of these centers will
be forced to curtail their activities and will no longer qualify by AACI definitions as "comprehensive". AACI must maintain the categorical approach and must seriously determine how to do this.

Dr. Hickey suggested further change in the wording of Section 2.a.:

organizations within the United States which shall be recognized for membership purposes, after review or re-review by the Membership Committee, as comprehensive/coordinated cancer centers and special centers and which have coordinated interdisciplinary programs . . . 

It was agreed that the exact wording of the modifications or amendments to the By-Laws regarding membership should be further considered by both the By-Laws Committee and the Membership Committee with the purpose of refining the language to express the wishes of the full membership.

Upon that suggestion, the membership voted to accept and include in the By-Laws the rewording essentially as Dr. Hickey expressed it, and to give final approval by mail vote.

It was also suggested that the Finance Committee meet and make recommendations regarding: appropriate dues for each institution (possibly determined by their annual budget) and some estimate of how much the annual AACI operating budget is likely to be.

**Discussion regarding the exact meaning of "coordinated cancer center" (see Appendix III, page 2, last paragraph, for definition)**
revealed that Mr. Don Putney (Institute for Cancer Research-Philadelphia) wrote this while he was still a consultant to NCI because, after visiting a dozen medical schools and many individuals on the staffs of medical schools, he realized that if medical schools were going to get funds for cancer research programs, they could not be expected to revamp their entire departmental structure for multidisciplinary activities; therefore, verbiage was designed to define medical schools as coordinated structures, to avoid destruction of departments. It was suggested that medical school programs could easily fit into the "special" category, and that the term "coordinated" implies a much broader concept. Dr. Copeland then suggested the term "comprehensive/coordinated" be one category, as this implies something less limited than "special".

Dr. Murphy suggested that the items in Articles III and IV be approved by the membership with the stipulation that the involved committees will study and further elaborate them. The motion was passed.

Dr. Wood requested that the classification of the Cancer Research Institute of the University of California, San Francisco as "inactive" be reconsidered and classification deferred until a director has been found to take Dr. Wood's place.

It was then agreed that the report of the Membership Committee be accepted except for item D (page 6) regarding the dating of present membership following receipt of new application forms, which will be tabled for future consideration. Passed.
Reaffirmation

There was some discussion about the new concept of reaffirmation of membership classification within the AACI. Dr. Talbot suggested that the Membership Committee contact each institution/prior to the reaffirmation review and ask if they wish to submit additional data prior to the final decision by the Membership Committee.

Dr. Rauscher reiterated his belief that the AACI has tremendous potential for recommending policy for the National Cancer Plan and for assisting in the implementation of it.

Dr. Rauscher briefly reviewed the NCI budget status, pre-dating the passage of the National Cancer Act of 1971 up to the FY 1974 budget.

<table>
<thead>
<tr>
<th>Year</th>
<th>Budget in Million</th>
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<tbody>
<tr>
<td>1971</td>
<td>$238</td>
</tr>
<tr>
<td>1972</td>
<td>$378 (the $100 million provided by President</td>
</tr>
<tr>
<td>1973</td>
<td>$432 (Cong. gave $492 M. but $60 M impounded)</td>
</tr>
<tr>
<td>1974</td>
<td>$500 President's budget</td>
</tr>
</tbody>
</table>

President will probably cut entire NIH budget across the board 5%, which will make the 1974 NCI budget $525 million. The impounded $50 million from the 1973 budget has been released, but not all of it will be spent in 1974. NCI may be forced to spend some of it in 1974, some in 1975 and perhaps still farther in the future. These funds cannot be used for recurring grants and contracts because they cannot be considered part of the base, as they are not recurring funds. These funds can be used for
construction, drugs, etc. NCI must be prepared in any fiscal year to indicate how they might spend money depending on which of the 7 different budget levels is finally awarded; therefore, it is absolutely essential that the NCI have a comprehensive plan to use as guidelines for expenditure.

Dr. Rauscher gave figures regarding the expenditure in dollars and percentages of the total budget for grants and contracts for the fiscal years 1972, 1973, and 1974. (Appendix IV, V, and VI).

Dr. Clark asked Dr. Rauscher about construction funds, in addition to the previously allocated funds. Dr. Rauscher said the total so far is between $70 million and $80 million for 1974. There are presently $90 million in approved construction applications, but only $16 million approved for funding so far. There will probably be approximately $41 million for construction in FY 1974, but OMB would like NCI to use the additional funds for renovation of existing buildings only.

So far there seem to be two sets of guidelines, one from the Congress and one from the HEW/OMB. The Congress says that the NCI can go ahead with the training fund authority that was previously authorized, but HEW/OMB says that the NCI must abide by the new rulings about funds for the postgraduate levels only (except for those funds already committed prior to the new ruling). The stipends for fellowships and postdoctoral researchers will be $10,000 to the individual trainee and $3,000 to his institution. So far, the pay-back provisions are not final, and they may be defined in terms of time rather than dollars. The total for training which has been authorized is $30 million, but that is not additional money; it has to be
taken from the present budget, and this fiscal year is about half over already. This creates a problem, because most of the funds have already been committed for other things. There will probably only be about $5 million this year for training. Mr. Baldwin said that this matter is rather confused at this time, and there might be as much as $18 million available ($13 million-old funds and $5 million-new funds).

No new applications are being accepted but the program is still active and funding previous commitments.

These grants which were awarded to medical, dental and osteopathic schools are presently "hung up", but they are a part of the 1975 budget request, and there might be approximately $8 million the first year for these newly named "cancer education grants, and perhaps there will be $12 to $13 million the next year. At the present time there are no review committees, but they will not die if the will of the Congress prevails.

### 1974 Budget

Dr. Rauscher reviewed the budget allocations for 1974.

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount</th>
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</thead>
<tbody>
<tr>
<td>Research Contracts</td>
<td>$217.2 M</td>
</tr>
<tr>
<td>(excluding construction)</td>
<td></td>
</tr>
<tr>
<td>Research Project Support</td>
<td>80.3 M</td>
</tr>
<tr>
<td>Regular Research Grants</td>
<td>115.0 M</td>
</tr>
<tr>
<td>Cancer Centers</td>
<td>91.1 M</td>
</tr>
<tr>
<td>Task Forces</td>
<td>11.0 M</td>
</tr>
<tr>
<td>Construction</td>
<td>41.0 M</td>
</tr>
</tbody>
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### Comprehensive 5yr. Center Funding

Dr. Rusch asked about the provision in the National Cancer Act of 1971 (Sec. 406.(b) (4) demonstration purposes: but support under this subsection (other than support for construction) shall not exceed $5,000,000 per year per center. Dr. Rauscher indicated that some of these monies had been awarded but not
for the full $5 M, and it is anticipated that in 1975 there
will be no increase in funding for the existing centers.
This program is difficult to get underway and especially
with regard to the regional programs.
There was discussion regarding this matter and it was indicated
that there seem to be three options:

(1) spread the available funds among all of
the centers

(2) create no new centers and concentrate on
the existing centers

(3) ask for more money
There is still another option, although questionable, and that
is to take money out of the allocated funds for the regular
research grant program and put it into the centers program.
In 1973 there were $45 million for construction, and a
portion of it was transferred to research and control programs.

There will be a meeting on January 21-24, 1974, in Washington,
D. C., of the chairmen of the committees that previously
contributed to the study that resulted in the strategic
plan of the National Cancer Plan. The purpose of this
meeting is to update and revise, if necessary, the National
Plan for presentation to the White House and to the Congress,
and for subsequent implementation.
The operational portion of the Plan will be completed and
published for distribution before the end of FY 1974 and
will be presented to the Congress, also.

There are presently 12 recognized comprehensive cancer centers
in the nation, and because the National Cancer Act specifies
a total of 15, there will be another 6 centers "recognized"
before the end of FY 1974. An attempt will be made to delete
any reference to the number of comprehensive cancer centers
needed in the country in the renewal of the National Cancer
Act of 1971. It was asked why the NCI is considering new centers when only 60% of the approved grants are funded due to insufficient funds. Dr. Rauscher indicated that there are two major goals: (1) to accomplish as much as possible for the cancer patients of the country now through better utilization of the present centers and (2) because there are geographic areas in the country not served by comprehensive cancer centers, to give the best coverage possible through the creation of new centers in those areas.

It is estimated that presently 95 million Americans live within 100 miles of a comprehensive cancer center, and 120 million live within 150 to 200 miles of a center. If we had 33 centers, 170 million Americans would live within 100 miles of a center. It is believed that we need at least 30 comprehensive cancer centers distributed in an equitable geographic manner in this country.

Dr. Rauscher said that as we accumulate more information about cancer and effective treatment and prevention, and as we implement this information through the cancer control portion of the national program, it will be inevitable that a smaller portion, but not fewer dollars, of the appropriated funds will be allocated to research, if we continue to get progressively more funds from the Congress.

Two visitors to the meeting were representatives for national congressmen who were unable to come to San Juan. Mr. Robert Maher, administrative assistant to Congressman Paul G. Rogers, Chairman of the Subcommittee on Public Health and Environment of the House of Representatives, and Mr. Harley Dirks, professional staff member of the Senate Appropriations Committee, chaired by Senator Warren G. Magnuson, addressed
the group. Each discussed funding of NCI for fiscal years 1974 and 1975, and anticipated problems involved in future funding. They also discussed several revisions of the present National Cancer Act of 1971, which will expire in 1974, that are being considered for inclusion in the legislation for renewal of authorization of funding for the National Cancer Institute and the National Cancer Plan. Each urged individuals working to control cancer as a national health problem in the U. S. to make their professional wishes and attitudes known to members of the Congress, as these statements from people working in the field greatly influence actions taken by Congress. Each expressed the determination of the Congress to continue to be aggressive in broadening the cancer program in the future. Each also urged participation in the hearings held by Congressmen, and urged that copies of all letters and testimony in defense of the status quo or of changes in the program and funding be sent to the Office of Management and Budget, the White House, and to the Secretary of Health, Education, and Welfare.

Dr. Talbot was asked to give a report on the status of the grant Proposal to Develop Uniform Practices among Cancer Institutes. He briefly reviewed the history of the events that led to the submission of the proposal to NCI. The proposal has been approved and is presently in one stage of review. Further negotiations were delayed until this meeting in order to get a final confirmation from the
membership of their interest and commitment to the program as outlined—not just to the contract proposal, but for the entire program of the 12 enumerated tasks. If fully implemented, this program might cost a million dollars. NCI is willing to help us get started with funds for the first category, or task, and some funds to help us set up a central office for administration of this task plus the full program as the other tasks begin to be implemented.

It is fairly evident that this program will not succeed unless the members of AACI are enthusiastic about this program and are willing to contribute not only time, effort and personnel but also money to the program. It will be necessary to establish a central office with program coordinator to work with the team leaders from the various member institutions who will be working in each of the task areas.

The NCI is willing to partially support this endeavor if the AACI shows ability to involve themselves in this program independently.

Member Assessment for Implementation

It was suggested as one means of funding that each of the members of the AACI contribute a certain percentage of their total institutional budget toward this program, and the Finance Committee was asked to make a study of the matter and make recommendations for what might be an equitable assessment from each member for the program. One possibility would be to use money from core grants, not to support the AACI but to support the 12 tasks for cooperative activities and uniform practices. Presently
the contract with NCI specifies the active participation of at least 11 institutions within the AACI. There has been some pay-off already for one institution (Cancer Research Center, Columbia, Missouri) just from the preliminary information collected for Task 1, which was the construction of fiscal profiles of 6 of the member institutions. Dr. Spratt showed these profiles to the members of his Board and to members of the legislature of the State of Missouri and graphically illustrated the need for an expansion of the cancer program in the State. The State responded with an increased budget.

It was agreed that such cooperative efforts among the members of the AACI are very necessary, and of particular importance in such areas as cancer control, where very little has been done or even known about it among the cancer institutes. Dr. Clark indicated that every one of the comprehensive cancer centers would eventually have to become involved in each one of these activities, and it makes sense for them to save time and money by learning from the institutes that have already developed some expertise (or made some costly mistakes) in each of these areas. One of the chief end results of these cooperative activities would be substantial proof of the effectiveness of a comprehensive cancer center in a community.

It was pointed out that a substantial amount of work has already been done in some of the categories: i.e. in the area of nomenclature, classification, staging and end results. The American Joint Committee, the NCI, and the
American Cancer Society have already spent over $1.5 million over the last 15 years to establish some uniformity, and that work need not be done again but elaborated upon and, hopefully, finalized in some manner.

Mr. Goehle (Roswell Park), who has been the team leader for Task 1 (fiscal profiles of AACI institutions) gave a report on this activity to date. He said he had received very enthusiastic cooperation and commitment from 11 of the member institutions. The present task force is composed of:

Mr. Goehle  Roswell Park
Mr. Boyd      M. D. Anderson
Mr. Kupferberg  U. of Chicago Cancer Res. Center
Mr. Pettit     Michigan Cancer Foundation
Mr. Putney    Fox Chase Inst. Ca. Res.
Mr. Zucker     Memorial-Sloan Kettering

Each of these men has an appointed alternate (or is to appoint one) so that the team will be sufficiently large time to make no serious/drain on any one member.

In the contract with NCI to implement the first task, only 11 institutions are approved for participation, but the task force is intended to be active in the future, and any institution that does not have a representative on the team will still have ample opportunity for input. Copies of the preliminary results of the study are available, but actual dollar figures have been omitted, as this is still considered confidential information until each institution releases it.

One critical need in this task areas is an adequate definition of what is meant by a principal investigator.
When the contract is awarded, the task can begin in February and will be continued for one year. Goals: (1) uniformity of reporting (2) valid statistics.

Intent: To structure the activities in such a way that (1) they do not obviate diversity and (2) do not make it impossible to become standardized.

The membership voted to (1) accept and endorse the program (2) establish a channel for communication for a degree of involvement for all member institutions (3) to make a study of the projected costs of the program.

The chairman of the Nominating Committee made the following recommendations:

- Vice President (President-Elect) 
  Dr. R. Lee Clark
- Executive Board (3-year term) 
  Dr.
- Director (1-year term) 
  Dr. Denman Hammond
- Director (1-year term) 
  Dr. Wm. Hutchinson

These nominees were elected by acclamation.

Dr. Murphy reported on the present status of the travel fellowships to the XI International Cancer Congress in Florence, October 1974. The deadline for submission of an application for the fellowships is February 1, 1974. There are approximately 250 fellowships available, and so far, not very many have been awarded. To make application, one must (1) submit an abstract of the work being done, even though not presenting a paper (2) have application signed by an institutional authority in your home institution.
Initially there was the intention to offer these fellowships only to young investigators, but that restriction was removed, and now anyone is eligible. This fellowship consists of a paid round-trip air fare plus $100. The Committee to decide on these applications will meet in Washington on May 2-3 and will notify the recipients soon after.

Dr. Murphy read a draft of the report on the first workshop on biological markers of the CICA/UICC (Appendix VII) Dr. Murphy also reported on the next meeting of the group to consider common animal tumor models, which is to be convened on April 22, 1974. Dr. Eckhart from Hungary leads this group, which will include participants from the NCI, other groups in the United States, and representatives of 12 European countries. They will consider projects using nude mice. They will give a report of this meeting in Geneva on May 22, to the CICA (Committee on International Cooperative Activities of the UICC).

Drs. Higgins and Hecker have been working with others on the standardization of nomenclature in carcinogenesis. They reported to the CICA on what they propose to do and requested funds from the CICA.

The responsibility for the International Cancer Research Data Bank has been transferred into the Office of International Affairs under the direction of Dr. Gregory O'Connor. The contractor, Informatics, Inc., is presently acquiring
international input, with the assistance of CICA, for
the compilation of a Directory of International Cancer
Institutes and Centers. Dr. R. Lee Clark is Chairman of the
CICA subcommittee on the international directory.
The AACI, the CICA/UICC, and the WHO are all involved in
some aspects of attempting to standardize end results
reporting, but the status of these activities is not
presently known by Dr. Murphy. WHO called a meeting to
be conducted by Dr. Napalkov to consider a worldwide plan
on cancer activities. Approximately 9 separate categories
were considered, and contributions were solicited from
individuals in cancer work around the world. Dr. O'Conor
will report on that meeting in June.

Dr. Guy Newell (Cancer Control Program of the NCI) spoke
briefly about the progress of the control program to date.
In 1973 approximately $5 million was available for the
program, but in 1974 $34 million was made available.
Dr. Newell indicated that the greatest problem was the
planning, which consisted of two phases:

(1) the use of outside consultants and the members
of the National Cancer Advisory Board to launch the
program;

(2) a planning conference held in September 1973; the
results of this direction and planning will be reported
to the Cancer Control Advisory Committee on January 25, 1974.
The outreach component of the centers program was initially
intended to be funded totally by contracts, but in order to
avoid duplication and to promote utilization of resources to
the maximum, a portion of the funding will be through the grant mechanism. These outreach programs are thus, control programs will receive funding through both divisions, the cancer control division and the centers grants division. During this present fiscal year, the grant support will be limited to the comprehensive centers and the clinical cooperative groups. The guidelines for the use of grants in the program will be completed shortly. One of the problems is that of accountability. If the usefulness of these programs is demonstrated, the chances for long-range planning and maximal utilization of funds are much better. Contract RFPs are appearing in the Commerce Business Daily, and the priority for these is with the comprehensive cancer centers and their outreach programs. Presently the cancer control program consists of a series of projects, but during the next fiscal year, there will be a cohesive program through the mechanisms of the comprehensive centers, the clinical cooperative groups, and demonstration projects. Contracts will not be limited to these categories only, however. There will be some projects which will concentrate in heavily populated areas of the U.S. and a data systems approach will be used to cover approximately 10% of the population (20 million people) during a 5-year period. This will determine the impact of cancer control programs in these areas with regard to mortality, morbidity, and possibly even incidence. If this is not done, at the end of 5 years there will be no evidence
that anything is actually being done through the cancer control efforts of the National Cancer Program.

Some specific contracts will be awarded through the state and territorial health departments because they are in constant contact with the community, its resources, and needs. These will be modeled somewhat along the line of the CDCs which were so effective in the control of infectious diseases, and will be roughly equivalent to Phase IV studies.

After some discussion, the members voted for the following locations for subsequent meetings of the AACI:

June 1974 - Detroit, Michigan
January 1975 - Los Angeles, California
June 1976 - Philadelphia

Other locations that extended invitations, to be considered for the future were: Camden, New Jersey; New York City; Memphis, Tennessee; Boston, Massachusetts; Washington, D.C.

Dr. R. Lee Clark outlined the plans for the reception and dinner to be sponsored by the AACI for the directors of cancer institutes and centers throughout the world who will be attending the XI International Cancer Congress in Florence, Italy in October 1974. He reminded the members that this activity had stemmed from the resolution the AACI had proposed to the UICC with regard to the initiation of collaborative activities among the cancer centers of the world. From this proposal, the special Committee on International Collaborative Activities (CICA) was formed within the UICC.
The reception will be on October 18, 1974 at 5:30 p.m.
The five subcommittees of the CICA will report on their activities and Mr. Benno Schmidt, chairman of the President's Cancer Panel, will talk on the present status of the National Cancer Program.

Dr. Clark (M. D. Anderson) and Dr. Gerald Murphy (Roswell Park) have each pledged $1,500.00 to sponsor this reception and dinner, which they estimate will be approximately half of the total cost. Dr. Veronesi estimated that the cost would be approximately $8.00 per person, but it was the consensus that it probably will be about double that price. The AACI intends to invite the members of the UICC Council and Executive Committee in addition to the directors of the cancer centers. There will probably be a total of 300 invitees, as Dr. O'Conor reported that 200 delegates to the assembly are expected. In addition, many of the delegates will be accompanied by their wives. Additional support for this reception was pledged by the following and will be forwarded to Dr. Mirand, Roswell Park:

Fred Hutchinson Cancer Research Center
Seattle, Washington
$500.00

Institute for Medical Research
Camden, New Jersey
500.00

Univ. So. California Cancer Center
Los Angeles, Calif.
500.00

Fox Chase Inst. for Cancer Research
Philadelphia, Penn.
500.00

Cancer Research Center
Columbia, Missouri
500.00

Cancer Research Institute
? 500.00

Memorial Sloan-Kettering
New York City
1,500.00

$4,500.00
Dr. Clark reviewed briefly some of the many contributions that Dr. Sidney Farber made to better treatment of the cancer patient. He was one of the charter members of the Association of Cancer Institute Directors (ACID), presently known as the Association of American Cancer Institutes; he worked long and hard to help generate interest in and support for the cancer cause in the U. S., and was a leader in his field.

Dr. Farber was deeply involved in trying to expand the cancer activities of his institution and to build it into a comprehensive cancer center when he died. Dr. Clark suggested that the AACI draft a resolution to the governing board of the Children's Cancer Research Foundation in Boston expressing: (1) the universal respect and appreciation for Dr. Farber and for his help in building and mobilizing a national cancer program; (2) their interest and support in the completion of the comprehensive cancer center in Boston that Dr. Farber dreamed of establishing.

The membership voted to appoint a committee consisting of Dr. Murray Copeland, Dr. George Foley, and Dr. Emil Frei to draft a resolution for acceptance of the AACI members.

Dr. Spratt read the proposed appointments to each of the AACI committees (Appendix VIII).

As there was no further business, the meeting was adjourned at approximately 5:20 p.m.

The first draft of these minutes was prepared by Ms. B. J. Kolenda, Research Assistant, Office of the President, M. D. Anderson Hospital and Tumor Institute, Houston, Texas.
PROPOSED REVISIONS
ASSOCIATION OF AMERICAN CANCER INSTITUTES
BY-LAWS

Article II - Objectives
Add a sixth objective:

To afford an opportunity for senior scientists and administrators within cancer centers to meet at appropriate intervals to discuss mutual problems.

Article III - Membership
Section 1 - Change to read:
The membership of the Association shall be divided into three classes: regular membership, corresponding membership and individual membership.

Article III - Membership
Section 2 - Add paragraph "c" as follows:
c. Individual membership. Any clinician, scientist or administrator who is a full time employee of a cancer center holding a regular membership in the AACI may hold an individual membership in the AACI.

Article III - Membership
Section 3 - Procedure for Membership - Add introductory paragraph:
The Secretary-Treasurer shall design membership applications for each category of member. These applications shall insure that all relevant information is collected to insure evaluation of the applicant as a categorical cancer center or as a full-time clinician, scientist or administrator in such a center. The categorical cancer orientation of each center must be recertified at least every three years. Eligibility
for individual membership must be recertified annually.
(The balance of Section 3 remains unchanged.)

Article III - Membership

Section 3 - Paragraph "a" - Change last sentence to read:
These will constitute the Board of Directors of the Association.

Article V - Officers and Board of Directors

Section 2 - Change to read:
The Board of Directors shall consist of the officers of the Association, the immediate past president and the appointed delegates of member institutions. The Board of Directors shall serve as the Executive Committee of the Association. The Secretary-Treasurer shall recertify the eligibility of the individual members of the Board of Directors on an annual basis.
## ASSOCIATION OF AMERICAN CANCER INSTITUTES

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<th>Institute</th>
<th>Representatives</th>
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<tbody>
<tr>
<td>*American Health Foundation, Naylor Dana Institute for Disease Prevention 2 East End Avenue New York, New York 10021 *</td>
<td>Dr. Ernst L. Wynder, President</td>
</tr>
<tr>
<td>Cancer Research Center Business Loop 70 and Garth Avenue Columbia, Missouri 65201</td>
<td>Dr. John H. Weisburger, Vice-President for Research (Ph.: 212, 489-8700)</td>
</tr>
<tr>
<td>Cancer Research Institute New England Deaconess Hospital 165 Pilgrim Road Boston, Massachusetts 02215</td>
<td>Dr. John S. Spratt, Jr., Director (Ph.: 314, 443-3103, Ext. 274)</td>
</tr>
<tr>
<td>Cancer Research Institute University of California, San Francisco 3rd Avenue &amp; Parnassus San Francisco, California 94118</td>
<td>Dr. Harry D. Brown (Ph.: 314, 443-3103, Ext. 270)</td>
</tr>
<tr>
<td>Children's Cancer Research Foundation 35 Binney Street Boston, Massachusetts 02115</td>
<td>Dr. George E. Nichols, Jr. Scientific Director (Ph.: 617, 734-7000, Ext. 2404)</td>
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<tr>
<td><strong>Cancer Research Institute University of California, San Francisco 3rd Avenue &amp; Parnassus San Francisco, California 94118</strong></td>
<td>Mr. Robert D. Fence Assistant Director (Ph.: 617, 734-7000, Ext. 2007)</td>
</tr>
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<td><strong>Children's Cancer Research Foundation 35 Binney Street Boston, Massachusetts 02115</strong></td>
<td>Miss Constance Langone (Ph.: 617, 734-7000, Ext. 2407)</td>
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<td>*Duke Comprehensive Cancer Center Durham, North Carolina 27710 *</td>
<td>Dr. Julius Krevans, Acting Director (Ph.: 415, 666-2342)</td>
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<td>Dr. Theodore L. Phillips, Assoc. Director (Ph.: 415, 666-4815)</td>
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<td>Dr. David A. Wood (Emeritus) (Ph.: 415, 666-2201 or 666-2507)</td>
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<td>Dr. Emil Frei, III, Director</td>
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<td>Dr. George E. Foley Associate Director for Laboratories (Ph.: 617, 734-6000)</td>
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<td>Dr. Wm. W. Shingleton (Ph.: 919, 684-8111)</td>
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*Tentative membership; to be confirmed by membership ballot vote.
**Inactive status
Eppley Institute for Research in Cancer
University of Nebraska Medical Center
42nd and Dewey Avenue
Omaha, Nebraska 68105

Fels Research Institute
Temple University School of Medicine
3420 North Broad Street
Philadelphia, Pennsylvania 19140

Fox Chase Center of Cancer and Medical Sciences
(Institute for Cancer Research)
7701 Burholme Avenue
Philadelphia, Pennsylvania 19111

Johns Hopkins Hospital
(Johns Hopkins University, School of Medicine)
304 Carnegie Building
Baltimore, Maryland 21205

Fred Hutchinson Cancer Research Center
1102 Columbia Street
Seattle, Washington 98104

Institute for Medical Research
Capewood Street
Camden, New Jersey 08103

Dr. Philippe Shubik, Director
(Ph.: 402, 541-4238)

Dr. John G. Keller
Associate Director

Dr. Sidney Weinhouse, Director
(Ph.: 215, 221-4343 or 221-4300)

Mr. Howard Schurr

Mrs. Pauline Kotin

Dr. Timothy Talbot, Jr.
(Ph.: 215, 342-1000, Ext. 402)
(Alternate: Dr. Alton I. Sutnick)

Dr. Paul J. Grotzinger
(Ph.: 215, 722-1900, Ext. 300)

Mr. Donald Putney
(Ph.: 215, 342-1000, Ext. 406)
(Alternate: Francis J. McKay)

Dr. Albert H. Owens, Jr.
Director, Oncology Center
(Ph.: 301, 955-3303 or 955-3300)

Dr. Raymond E. Lenhard

Dr. George E. Santos
(Alternate: Mr. Richard L. Harrington
Associate Director, Adm. Services

Dr. William B. Hutchinson
(Ph.: 206, 292-2931)

Dr. John R. Hartmann

Dr. Charles A. Evans

Dr. Lewis L. Cotrell, Director
(Ph.: 609, 965-7377)

Dr. Warren Nichols, Assistant Director

Mr. S. Robert Wilson
Director of Support Services
Los Angeles County - University of
Southern California Cancer Center
2025 Zonal Avenue
Los Angeles, California 90033

I. Gonzales Martinez Oncologic Hospital
Puerto Rico Medical Center
P. O. Box 1811
Hato Rey, Puerto Rico 00919

McArdle Laboratory for Cancer Research
Medical Director
University of Wisconsin
Madison, Wisconsin 53706

Michigan Cancer Foundation
4811 John R Street
Detroit, Michigan 48201

National Cancer Institute
9000 Rockville Pike
Bethesda, Maryland 20014

Oak Ridge National Laboratory
Oak Ridge, Tennessee 37830

Dr. Denman Hammond
Associate Dean and Director
(Ph.: 213, 225-1511)

Dr. Thomas C. Hall
Assoc. Director for Clinical Investigation
(Ph.: 213, 225-1511, Ext. 226)

Dr. Robert J. Hasterlik
Assoc. Director for Regional Activities
(Ph.: 213, 225-1511, Ext. 246)

Dr. Ramon E. Llobet, Medical Director
(Ph.: 809, 765-7070)

Dr. Manuel Rodriguez Ema

Dr. Henry C. Pitot, Director
(Ph.: 608, 262-2177 or 262-4910)

Dr. Elizabeth Miller

Dr. Michael J. Brennan
President and Medical Director
(Ph.: 313, 833-0710)

Dr. Jerome P. Horwitz
Scientific Director
(Ph.: 313, 833-0710)

Dr. Frank J. Rauscher, Jr., Director
(Ph.: 301, 496-5615)

Dr. Guy R. Nevell, Deputy Director
(Ph.: 301, 496-3505)

Dr. Bayard H. Morrison, III
Assistant Director
(Ph.: 301, 496-3301)

Dr. John R. Totter, Associate Director
for Biomedical and Environmental Sciences
P. O. Box X
(Ph.: 615, 463-8611)

Dr. Francis T. Kenney
Biology Division
P. O. Box Y

Dr. N. G. Anderson
Biomedical and Environmental Sciences
P. O. Box X
Roswell Park Memorial Institute
New York State Department of Health
666 Elm Street
Buffalo, New York 14203

*Sloan-Kettering Institute for Cancer Research
New York, New York 10021

Southern Research Institute
Kettering-Meyer Laboratory
2000 Ninth Avenue South
Birmingham, Alabama 35205

St. Jude Children's Research Hospital
332 North Lauderdale Street
Box 318
Memphis, Tennessee 38101

**University of Alabama in Birmingham
Cancer Research and Training Program
University Station
Birmingham, Alabama 35294

University of Chicago Cancer Research Center
950 E. 59th Street
Chicago, Illinois 60637

Dr. Gerald P. Murphy, Director
(Ph.: 716, 845-5770)

Dr. Edwin A. Mirand
Associate Institute Director
(Ph.: 716, 845-3095)

Mr. Robert W. Goehle
Fiscal Administrator
(Ph.: 716, 845-3033)

Dr. Robert A. Good
(Ph.: 212, 879-3000)

Dr. Lloyd J. Old

Dr. Leo Wade

Dr. Howard E. Skipper
Vice-President and Director
(Ph.: 205, 323-6592)

Dr. Frank M. Schabel, Jr.
Director, Chemotherapy Research

Dr. Alvin M. Mauer, Medical Director

Mr. Carl B. Simmons, Administrator
(Ph.: 901, 525-8381)

Dr. Allan Granoff

Dr. John R. Durant, Director
(Ph.: 205, 934-5077)

Dr. John E. Ulmann, Director
(Ph.: 312, 947-5017)

Dr. Alexander Gottschalk
(Ph.: 312, 947-5007)

*Status has been changed but has not been filed properly
with the Membership Committee

**Tentative membership; to be confirmed by membership ballot vote.
The University of Texas  
M. D. Anderson Hospital and Tumor Institute  
Houston, Texas  77025

Dr. R. Lee Clark, President  
University of Texas System Cancer Center  
(Ph.:  713, 792-2121)

Dr. Robert C. Hickey, Director

Dr. Murray M. Copeland, Vice-President  
University Cancer Foundation  
(Ph.:  713, 792-3025)

Dr. Robert O. Johnson, Director  
Division of Clinical Oncology  
709C University Hospitals  
(Ph.:  608, 262-1626)

Dr. Harold P. Rusch  
(Ph.:  608, 262-3850 or 262-1686)

CORRESPONDING MEMBERSHIP

International Agency for Research on Cancer  
World Health Organization  
150, Cours Albert Thomas  
69000 Lyon, France

Dr. John Higginson, Director
Members present:  
Dr. Murray M. Copeland, Chairman  
Dr. Robert Johnson  
Dr. Edwin Mirand  
Dr. William Hutchinson  
Dr. John Spratt, President-elect  
Dr. Timothy Talbot, ex officio

Members absent:  
Dr. Phillip Shubik

Doctor Copeland opened the meeting by reading a letter to Doctor Mirand from Doctor Murphy (Exhibit I).

With reference to the urgency of inviting all cancer centers activated by the National Cancer Institute to become members of the American Association of Cancer Institutes, Doctor Mirand stated that the Mayo Clinic has been invited to submit an application for membership but he has not received any response from them.

With reference to the Mountain States Tumor Institute, it was pointed out that with the revision of the By-laws, Page 3, Article III, Section 2a (3), when approved, the Institute will be approved.

A motion was then made and seconded recommending to the By-Laws Committee that the above paragraph revision under advisement should be further revised by striking out the last four words "which is sparsely populated." Dr. John Spratt, Chairman of the By-Laws Committee, was present and was officially notified of the recommended revision. It was reaffirmed that the Mountain States Tumor Institute was recommended for approval as a Special Cancer Center provided the By-law, Page 3, Article III, Section 2a (3) was successfully amended at the AACI meeting in January of 1974, having been previously reviewed by the Membership Committee with this in mind.

With reference to the Bakersfield satellite arrangement connected with the University of Southern California, the Committee felt this arrangement was beyond their purview for action, unless a proposal is submitted by the University of Southern California.

The Committee then discussed the membership status of twelve Comprehensive Cancer Centers now extant. It was pointed out that four of the twelve are already members of the American Association of Cancer Institutes. They are as follows: M. D. Anderson Hospital and Tumor Institute, Roswell Park Memorial Institute, Memorial Sloan-Kettering Cancer Center, and The National Cancer Institute.
Doctor Talbot cited the following institutions which also have been designated by The NCI as cancer centers:

- Cancer Research and Training Program, University of Alabama
- Cancer Research Center of Greater Miami, University of Miami Medical School
- Duke Comprehensive Cancer Center, Duke University Medical Center
- Children's Cancer Research Foundation, Boston
- Johns Hopkins Medical Institutions, Baltimore
- The Fred Hutchinson Cancer Research Center, University of Washington
- University of Southern California Cancer Center
- Wisconsin Clinical Cancer Center, University of Wisconsin
- Mayo Clinic

The Committee then discussed the need for consideration of the types of membership which would more easily encompass some of the institutions designated as cancer centers by The NCI. Doctor Talbot suggested that the Committee find some mechanism for introducing another definition of "center" into the system in terms of "Coordinated Cancer Center," with the objective in mind that the National Cancer Institute be invited to embrace this concept in their definition and guidelines for cancer consonant with the concept, hopefully to be adopted by the membership of AACI.

It was felt that the concept of a Coordinated Cancer Center could be incorporated into the By-Laws and given greater cognizance. The definition of a Coordinated Cancer Center recommended, is as follows: 'The term 'Coordinated Cancer Center' shall apply to those organizations which can demonstrate that within their organizational structure they have a cancer program involved with, but not limited to, any two of the program components, consisting of cancer research (both basic and applied), cancer treatment, cancer education and training, and cancer preventive public health.

The guidelines for such a center include:

a. A Coordinated Cancer Center should provide an organizational plan of operation that brings together researchers, clinicians, teachers, and administrators for the purpose of coordinating cancer-related activities.
"b. A Coordinated Cancer Center should be recognized as a major
function within the organizational structure of the parent
institution. It should have a credible organization plan for
the administration and efficient operation of the cancer center.
The salient features of such an organization should include
the following criteria as minimal requirements:

1) A qualified person on a full- or part-time basis to function
   as Director of the Coordinated Cancer Program.

2) Physical facilities, preferably centralized as much as
   possible, to promote collaboration among the constituent
   programs.

3) Sufficient full-time staff, space, and facilities to ensure
   successful operation of the center, both scientifically and
   administratively.

4) A Scientific Advisory Committee to ensure adequate in-house
   review of the entire program."

Doctor Talbot urged that if the concept is approved, it be submitted to The
National Cancer Institute for information and suggested adoption.

A motion was then made to recommend to the By-Laws Committee that either a fifth
class of membership to the AACI be provided or that possibly the identity of a
Coordinated Cancer Center be written into one of the classes presently in the
By-Laws. The motion was adopted unanimously.

Doctor Talbot further suggested that Doctor Putney be asked to present this view
at the next meeting of the AACI, January 9-11, 1974, Puerto Rico.

The Committee further recommended to the By-Laws Committee that a change be made
in the By-Laws, Article III, Section 2a (1), as follows:

Following "Comprehensive" the words "and/or Coordinated" be added to the
beginning of paragraph Section 2a (1), to read:

"Comprehensive and/or Coordinated Cancer Institutes or Centers which include
a wide variety, etc."
same administrative authority. We have Article III, Section 2 recommended as amended, providing an adequate vehicle for consideration of various types of cancer centers. We have not yet come to grips with some of the questions of institutes or centers applying within the same administrative authority.

After considerable discussion, it was the feeling of the Committee that various cancer activities under a unified administrative authority, should be considered as a geographical area to be represented by only one membership. The Committee unanimously recommended to the By-Laws Committee that this concept be introduced into the Constitution.

In changing the Constitution and By-Laws, the retaining of the current membership is envisioned as outlined in the original membership document approved December 12, 1972. It is the hope of the Committee, however, that even institutions with existing membership will take steps to coordinate their joint efforts with other effective organizations within the same chain of authority.

The Committee felt that the Constitution and By-Laws, with currently recommended amendments, should prevail over previously-inacted By-laws.

ACTION TAKEN ON MEMBERSHIP APPLICATIONS:

With reference to:

A. Applications held over - New information received to up-date applications.

After careful deliberation of up-dated information it was decided that the following applications satisfied criteria which were cited for clarification at the last meeting.

1. American Health Foundation -(Dr. John Weisburger)
   New York City

   The Committee recommended approval for Special Cancer Center Membership.

2. Cancer Research and Training Program, University of Alabama in Birmingham -(Dr. John Durant)
   Birmingham, Alabama

   The Committee recommended approval for Comprehensive Cancer Center Membership.

3. Duke Comprehensive Cancer Center -(Dr. William Shingleton)
   Durham, North Carolina

   The Committee recommended approval for Comprehensive Cancer Center Membership.
4. Mountain States Tumor Institute -(Dr. C. Ronald Koons) 
Boise, Idaho

The Committee recommended approval for Special Cancer Center 
Membership (under pending revision of By-Laws).

B. Applications held over - No further information received.

1. Tufts Cancer Research Center -(Dr. William H. Fishman) 
Boston, Massachusetts

Notified repeatedly to furnish more information to be considered for membership. Has not responded. Deferred.

2. Cancer Research Center of Greater Miami -(Dr. Howard E. Lesser) 
Miami, Florida

Notified repeatedly to furnish more information to be considered for membership. Has not responded. Deferred.

C. New applications for membership.

1. Division of Biomedical and Environmental Research (DBER), 
United States Atomic Energy Commission -(Dr. James L. Liverman) 
Washington, D. C.

In considering this application in terms of the Guidelines: with reference to paragraph 2 - it is not/applicable; with reference to paragraph 3 - the organization represents a contract mechanism for work to be done but the organization identified as the applicant institution is not primarily conducting research as far as we know.

Deferred for further information.

2. Boston University Cancer Research Center -(Dr. Fitzroy Kennedy) 
Boston, Massachusetts

Inadequate application. No further information received. The secretary is requested to write for further information concerning application.

Deferred.

3. Cancer Research Center (including Institute of Cancer Research, 
Columbia University College of Physicians and Surgeons) -(Dr. Paul A. Marks) 
New York City

Further information is required.
Deferred for more adequate information regarding administrative status, etc. Most of information comes from a center grant request to NCI.

4. Howard University Cancer Research Center and Freedman's Hospital, Department of Oncology -(Dr. Jack E. White)
Washington, D. C.
Application inadequate; complete application must be filled out.
Deferred for more information. (Received subsequent to meeting qualifies as Special Cancer Center)

D. Updating of present membership following receipt of new application form application.

1. St. Jude Children's Research Hospital -(Dr. Alvin Mauer)
Memphis, Tennessee
The Committee recommends reaffirmation of approval for Special Cancer Center membership.
Need further information before institution can be recommended for approval as a Comprehensive Cancer Center (see paragraph 4, 9a under guidelines)

2. University of Chicago Cancer Research Center -(Dr. John E. Ultmann)
Chicago, Illinois
The Committee recommends approval for Comprehensive Cancer Center membership.

3. Cancer Research Units, Oak Ridge National Laboratory -(Dr. John R. Totten)
Oak Ridge, Tennessee
The Committee recommends reaffirmation for Special Cancer Center membership.

4. The Children's Cancer Research Foundation, Inc. (including The Charles A. Dana Cancer Center) -(Dr. George E. Foley)
Boston, Massachusetts
The Committee recommends reaffirmation for Comprehensive Cancer Center membership.
5. Fels Research Institute, Temple University School of Medicine -
   (Dr. Sidney Weinhouse)
   Philadelphia, Pennsylvania

   The Committee recommends present status of Special Cancer Center
   pending revision of status.

   Information has been obtained verbally from Temple University
   that reorganization is being considered.

6. The Institute for Cancer Research (in behalf of The Fox Chase
   Center for Cancer and Medical Sciences) -(Dr. Timothy R. Talbot)
   Fox Chase, Pennsylvania

   The Committee recommended approval for Comprehensive Cancer Center
   membership. They will name delegates from combined institutions.

7. Institute for Medical Research - (Dr. Lewis I. Coriell)
   Camden, New Jersey

   The Committee recommends reaffirmation for Special Cancer Center
   membership.

8. McArdle Laboratory for Cancer Research -(Dr. Henry C. Pitot)
   Madison, Wisconsin

   The Committee recommends reaffirmation for Comprehensive Cancer
   Center membership.

9. Michigan Cancer Foundation -(Dr. Jerome Horovitz)
   Detroit, Michigan

   The Committee recommends reaffirmation for Comprehensive Cancer
   Center membership.

10. Wisconsin Clinical Cancer Center -(Dr. Harold F. Reisch)
    Madison, Wisconsin

   The Committee noted that the Wisconsin Clinical Cancer Center is
   an organizational network within a multi-campus university composed
   of many colleges, each of which is divided into departments. Some
   of these departments are subdivided into divisions. They further
   noted that the faculty in those departments participate voluntarily
   and usually part-time in the WCCC to the extent that their research,
   teaching or service activities are primarily related to clinical
   cancer research.
They are not employees of the Cancer Center, nor are the specialists, project associates or other staff who assist them in their research. The Center has only four employees, all administrative.

The Committee observed that since the Center is a network of individuals with primary departmental appointments, all administrative and budgetary matters are reviewed by department chairman and the deans of concerned colleges; and that departments manage their own finances with the exception of ceremonies, a small part of the total budget related to clinical cancer activities.

The potential for leadership in developing community programs involving the local medical profession is being planned and other cancer control activities planned, but approval and funding are pending for several aspects.

It was also noted that under research in the application that the plans for research are said to be documented in CAL-520-01, CO 61S002-01 and are considered confidential documents. Specific queries may be directed to the Director.

The Committee felt that the structure of this organization was such that it would be the wiser course to defer action on this proposal until the membership acts on amendments to go before the membership at its next meeting concerning classes of membership.

11. Roswell Park Memorial Institute -(Dr. Gerald P. Murphy) Buffalo, New York

The Committee recommends reaffirmation for Comprehensive Cancer Center membership.

12. Cancer Research Center -(Dr. John S. Spratt, Jr.) Columbia, Missouri

The Committee recommends reaffirmation for Comprehensive Cancer Center membership.

A motion was then made and seconded that recommendations with amendments on membership applications to the AACI be accepted for transmittal to the Membership at its next meeting.
These minutes were recorded by Mrs. Jean A. Randall and edited by the undersigned. They are to be submitted to Dr. Edwin A. Miranda, Secretary of the American Association of Cancer Institutes, for final review and/or correction before distribution.

Respectfully submitted,

Murray H. Copeland, M.D.
Chairman
AACI Membership Committee

Enclosure
Dr. Mirand

Dr. Murphy,

Community Comprehensive Cancer Leaders Centers

There is a center in Boise, Idaho and Bakersfield, California that relates to the Fred Hutchinson Center or to the USC Center. I believe H. B. Anderson has also instituted such satellite operations. When your membership committee of the ASCO meets in Houston, Texas, you should consider some means of presenting to the Board a means of implementing or including these people, or at least their directors, as associate members. I think it is highly important.

I also had the opportunity to re-affirm a prejudice with Dr. Clark that we must absolutely move on the positive basis to get all the 12 current comprehensive centers identified by the National Cancer Board and panel into our Society. This includes Mayo Clinic. Shilly-shallying around, waiting for people to write letters will not do it. We simply cannot afford to have the other groups take over this area. If we don't the dream will be running it quite promptly.

I am sure you will discuss these matters with Dr. Copeland while you are there.

[Signature]

Gerald M. Murphy, M.D., F.A.C.S.

cc: Dr. Copeland
Dr. R. Lee Clark
National Cancer Institute

Comparison of Grants and Contracts
(In thousands)

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January 6

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Comparison of Research Grants and Research Contracts
(L in thousands)

(6500 Million Level)

(1974-1975)

Incl. Proposed

National Cancer Institute
rehabilitation of cancer patients;

4. to hold meetings of the membership in order to expedite the
aforementioned purposes; and

5. to afford an opportunity for all directors of cancer institutes
throughout the world to meet at appropriate intervals to discuss mutual
problems.

6. ARTICLE III

Membership

Section 1. Classes of Membership.

The membership of the Association shall be divided into two classes:

Regular Membership and Corresponding Membership.

Section 2. Qualifications for Membership.

a. Regular Membership of the Association of American Cancer Institutes
shall include only those institutions and/or organizations within the
United States which shall be designated as Comprehensive or Special
Cancer Centers, and which have coordinated interdisciplinary programs
such as:

(1) Comprehensive cancer institutes or centers which include a
wide variety of clinical disciplines related to patient care, a broad
range of research
training programs which include clinical and biologic science, (genetics, carcinogenesis, virology, immunology, cytokinetics, biostatistics, medical pharmacology, developmental therapeutics, radiation biology, surgery, animal models, etc.).

(2) A major component of an organization of institution (i.e. of a medical school, university, division of an industrial organization, etc.) which will permit emphasis on manpower largely engaged in a broad spectrum of cancer research and training.

(3) For institutions within the U.S. which are not related to a medical school, university, division of industrial organization, etc., but which place emphasis on manpower largely engaged in a spectrum of clinical cancer activities which serve as focal points for the development of training and/or research providing quality care for cancer patients. These clinical activities must also provide education, training and/or research with clinical application for a regional area (which is sparsely populated.)

(4) Federal agencies with major cancer oriented programs as noted in Section 2a(1) or 2a(2) above will be invited to participate in the activities of the Association.

A pedagogical mechanism must obtain in the categories above, where applicable, which will permit greater emphasis on recruitment of graduate and postgraduate students into basic or clinical cancer research.

(5) Each Regular Member institution, organization or agency is authorized to appoint up to three representatives, one of whom must
be the Senior Scientific Director, and will cast the one vote for the
institution. In a Director's absence, his designee should be able
to act with the same authority in transacting the business of the
Association.

b. **Corresponding Membership** may be held by selected cancer instit-
tutes and centers or other organizations outside the United States
with a major component devoted to cancer activities, and should be
represented by the Senior Scientific Head in each instance.

Section 3. **Procedure for Membership.**

A completed application form shall be filed with the Secretary-Treasurer
at least three months before a meeting of the membership of the Association.

With the completed application, supporting letters from three member organi-
zations of the Association shall be submitted, indicating the qualifications
of the organization requesting Regular or Corresponding Membership. The
Secretary-Treasurer will distribute to the Regular or Corresponding members
all pertinent information on each proposal at least two months before a
meeting. Any objections by the members should be sent to the Secretary-
Treasurer for immediate transmittal to the Membership Committee.
The Board of Directors shall have power to hold over for further consideration any applications that do not fully comply with the foregoing and all other requirements.

The Regular members will vote by mail ballot, after appropriate discussion at a regular meeting of the membership; an affirmative vote of four-fifths of the Regular members will constitute election.

a. Regular Membership.

Organizations elected to Regular membership will become members of the Association following notification by the Secretary-Treasurer and will be invited to appoint the appropriate number of representatives as prescribed in the By-laws, Article III, Section 2a(4).

Each institution will notify the Secretary-Treasurer, in writing, designating its representatives. These will constitute the active membership of the Association.

b. Corresponding Membership.

Applications for Corresponding membership shall follow the same procedure as that used for Regular membership. Corresponding members shall not have the power to vote.
Section 4. Attendance.

Any member who has not been properly excused by the Board of Directors, and who has not attended at least one called meeting per year, may be dropped from membership at the discretion of the Board of Directors.

ARTICLE IV

Meetings

Section 1. Annual Meeting of the Membership.

The President shall call at least one annual meeting of the membership.

The place and time of a scheduled meeting may be changed if all of the officers agree to such a change.

Section 2. Special Meetings.

Special meetings of the Association shall be held at the call of the President or at the call of a majority of the Board of Directors, or upon written request of at least ten percent of the total membership of the Association who are eligible to vote delivered to the President.

Upon receipt of such notice, the President shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.
Section 3. Notice of Meetings.

All members of the Association shall be notified in writing at least ten (10) days in advance of any meeting. It shall not be required that the notice state the object of the meeting unless a change of By-laws or Articles of Incorporation, or the subject of incurring financial debt, or the dissolution of the Association is to be considered, in which case the notice shall so specify.

Section 4. Quorum.

Fifty percent (50%) of the voting members of the Association shall constitute a quorum to conduct business. In lieu of a quorum, the Secretary-Treasurer may poll the membership by mail on specific actions at the instruction of the President.

Section 5. Voting Procedure.

Except where provided otherwise in the By-laws, all questions arising in the business meetings of the Association, including the Board of Directors, the Standing Committees, and Ad Hoc Committees, shall be decided by the majority of votes cast and, in every case of a tie, the Chairman shall have a casting vote.
Voting, initially, shall be a voice vote or by a show of hands, or by a secret ballot if demanded.

ARTICLE V

Officers and Board of Directors

Section 1. The officers of the Association shall consist of a President, Vice-President, and Secretary-Treasurer. The Vice-President shall also be designated as President-Elect of the Association.

Section 2. The Board of Directors shall consist of the officers of the Association, the immediate past President, and the elected directors. The Board of Directors shall serve as the Executive Committee of the Association. Six directors shall be elected at the first meeting following adoption of the By-laws (1972), to serve the following terms: two for three years, two for two years, and two for one year. After the first year, two directors shall be elected annually. At each annual meeting of the Association, two members of the Board of Directors shall be elected to serve for a period of three years.

Section 3. The President and the Vice-President shall be elected at the annual meeting by a majority vote of all members present who are entitled
to vote. They shall serve until the next annual meeting of the Association, or until their respective successors have been elected and have qualified.

The Secretary-Treasurer shall be elected at an annual meeting of the Association and shall serve for three years, or until his successor is elected and has qualified.

ARTICLE VI

Duties of Officers and Board of Directors

Section 1. President.

The President shall preside at the meetings of the Association and the Board of Directors and shall perform such other duties as custom and parliamentary usage may require. He shall appoint all committees and shall designate those Association members who may countersign all Association checks or drafts. He shall be the titular head of the Association during his term of office. It shall be his responsibility to promote the scientific achievements of the profession and to foster harmonious relationships throughout the membership.

Section 2. Vice-President.

The Vice-President shall preside in the absence of the President and on
his death, resignation or removal, shall succeed to the Presidency for
the unexpired portion of the President's term of office. He shall also
be designated as the President-Elect and shall automatically assume the
position of President at the termination of the President's term of office.

Section 3. Secretary-Treasurer.

The Secretary-Treasurer shall record the minutes of the annual and special
meetings of the Association and receive and care for all records and
papers belonging to the Association. He shall collect dues as fixed by
the Association and shall notify in writing those delinquent in payment
of their dues. He shall be responsible for the safekeeping and disburse-
ment of all funds, shall keep accounts and receive all dues and money
belonging to the Association and shall pay out the same on the order of
the President. He shall obtain a certified public accountant to perform
an annual audit and make a report of the results of the audit at the annual
meeting of the Association. He shall notify each member of the Association
as to the time and place of each meeting and whenever possible give the
program for the meeting. He shall make and keep a list of the members of
the Association in good standing, noting of each his correct name and address.
The Secretary-Treasurer shall record the minutes of the Board of Directors and shall present these minutes to the members of the Association at the annual meeting.

Section 4. Board of Directors.

The Board of Directors will review all committee reports and make appropriate recommendations to the Association. The Board of Directors shall develop such policies and procedures deemed necessary for the discharge of Association business and shall present these to the membership at the annual meeting for their approval. It shall be empowered to act in the name of the Association between annual meetings.

Section 5. Vacancies.

Vacancies occurring in any office of the Association may be filled by an appointee designated by the President, and the individuals so appointed shall hold office until the next meeting of the Association.

Section 6. Quorum.

Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum.
ARTICLE VII

Committees

The President shall be entitled to designate such committees as he may deem to be in the best interests of the Association, and shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Association may require.

A member of the Board of Directors shall serve as chairman of the following committees: Finance, Membership, and Policy and Programs Committee.

Section 1. The standing committees shall be as follows:

a. Board of Directors (Executive Committee)

b. Finance Committee

c. Membership Committee

d. Arrangements and Public Relations Committee

e. Policy and Programs Committee

f. Nominating Committee

g. By-laws Committee

Section 2. Duties of Committees:

da. Board of Directors. Refer to Article VI, Section 4.
b. **Finance Committee.** The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association appointed or reappointed by the President at the time of the annual meeting.

It shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and to audit the financial records submitted by the Secretary-Treasurer.

c. **Membership Committee.** The Membership Committee shall consist of a Chairman appointed by the President from the board of Directors and four additional members.

The Committee shall review all applications, letters of recommendation and all other data pertinent to the candidate organization's application for membership. They shall also consider any objections which may be raised by the membership.

After due deliberation, the Committee will submit in writing its recommendation for approval or disapproval to the Secretary-Treasurer.
for review by the Board at a called meeting of the Board. With

approval of the Board of Directors, the application will be considered

at the next meeting of the membership.

d. Arrangements and Public Relations Committee. The Arrangements

and Public Relations Committee shall consist of a Chairman appointed

by the President, and additional members from the host organization.

The Secretary-Treasurer shall be an ex-officio member of the Committee.

They shall make local arrangements for the meetings, and shall approve,

before release to the press, all items of public interest about the

meetings and the Association. It shall be their duty to promote good

public relations.

e. Policy and Programs Committee. The Policy and Programs Committee

shall consist of three members appointed by the President to serve

for one year. The Chairman shall be appointed by the President from

the Board of Directors.

The Committee shall review the policies of the Association which may

affect its objectives as they interface with various national and

international organizations. The Committee also shall keep continuously
under surveillance and review both national and international
programs with which the Association may interact, and recommend
other Association opportunities which exist for international
efforts. The findings and recommendations of the Committee are to
be reported to the Board of Directors two months prior to the annual
meeting of the Association.

f. Nominating Committee. The Nominating Committee shall consist
of three members appointed by the President to serve for one year.
The Chairman of this committee shall not be a member of the Board of
Directors. The committee shall nominate the following officers, to
be voted upon at the executive session of the annual meeting: Vice-
President (President-Elect), Secretary-Treasurer, and six members of
the Board for three year terms, except that with the adoption of these
By-laws two of the six members will be nominated for a one year's term,
two members for a two year's term, and two members for a three year's
term. Nothing in this by-law shall be construed as preventing nominations
for these Association offices from the floor.
E. **By-Laws Committee.** The Committee on By-laws shall consist of a Chairman and at least two members appointed by the President to serve for one year. It shall be the duty of this committee to receive from the membership suggested changes in the By-laws and to recommend to the membership those changes which it deems necessary and desirable.

Section 3. Ad Hoc Committees and Liaison Representatives.

a. **Ad Hoc Committees.** Ad Hoc Committees shall consist of three or more members appointed by the President to serve only for such time as is necessary to complete the mission assigned.

b. **Liaison Representatives.** The President shall appoint a person or persons to act in a liaison capacity between any association or organization and the Association of American Cancer Institutes as the circumstances demand; this appointment shall be mutually agreeable to both organizations.

**ARTICLE VIII**

**Contracts, Grants, Loans, Checks and Deposits**

Section 1. **Contracts and Grants.**

The Board of Directors may authorize any officer or officers, agent or agents,
to enter into any contract, accept grants, or execute and deliver any
instrument in the name of and on behalf of the Association, and such
authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the Association and no evidences
of indebtedness shall be issued in its name unless authorized by a resolution
of the Board of Directors. Such authority may be general or confined to
specific instances. However, no loan in excess of $1,000.00 shall be
contracted unless the President first presents the loan proposal at a
membership meeting and a resolution is adopted by a majority of the voting
members present approving the loan.

Section 3. Checks, Drafts, and Other Monetary Orders.

All checks, drafts or other orders for the payment of money, notes or
other evidences of indebtedness issued in the name of the Association shall
be signed by the Secretary-Treasurer or by such officer or officers, agent
or agents of the Association as may be designated and in such manner as
shall from time to time be determined by resolution of the Board of Directors.
Section 4. Deposits.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

Dues

Annual dues may be established by the Association in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Association shall be approved at the annual meeting of the Association.

ARTICLE X

Amendments

An amendment to the By-laws must be proposed in writing to the Committee on By-laws and submitted to the Secretary-Treasurer of the Association at least two months before a regular meeting at which the amendment is to be acted upon. The Secretary-Treasurer shall notify the members of the Association of the proposed amendment at least thirty days before the meeting.
It shall be voted upon at any regular or special meeting of the Association unless otherwise stated by the Secretary-Treasurer at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all regular members shall be necessary for its passage.

ARTICLE XI

Rules of Order

The deliberations of the Association shall be governed by parliamentary usage as contained in Roberts' Rules of Order unless otherwise determined by a two-thirds vote of the voting members present.

ARTICLE XII

Miscellaneous

No part of the assets of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association 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. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association
shall not participate in, or intervene in (including the publishing or
distribution of statements) any political campaign on behalf of any
candidate for public office. Notwithstanding any other provision of
these articles, the Association shall not carry on any other activities
not permitted to be carried on (a) by a corporation exempt from Federal
income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954
(or the corresponding provision of any future United States Internal
Revenue Law) or (b) by a corporation, contributions to which are deductible
under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the
corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII

Dissolution

Upon the dissolution of the Association, the Board of Directors shall,
after paying or making provision for the payment of all the liabilities
of the Association, dispose of all the assets of the Association exclusively
for the purposes of the Association in such manner, or to such organization
or organizations, organized and operated exclusively for charitable, edu-
cational, religious, or scientific purposes as shall at the time qualify
as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is located at the time of dissolution, exclusively for such purposes or to such organization or organizations, as said County shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

Repeal of Prior By-laws

Upon the adoption of these By-laws all previous constitutions and By-laws are hereby repealed.

Adopted on the________day of________________________, 197___.

The Association of American Cancer Institutes

Attest: ____________________________  By: ____________________________

Secretary-Treasurer  President
A director or officer, or former director or officer of this Association, and his legal representative, shall be indemnified by the Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer. The Association shall not, however, indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of directors of the Association shall have first approved such proposed compromise settlement and determined that the director or officer
involved was not guilty of negligence or misconduct but in taking such
action any director involved shall not be qualified to vote thereon;
and if for this reason a quorum of the Board of Directors cannot be
obtained to vote on such matter it shall be determined by a committee
of three persons appointed by the President at a duly called special
meeting or at a regular meeting. In determining whether or not a director
or officer was guilty of negligence or misconduct in relation to any such
matters, the Board of Directors or committee appointed by the President,
as the case may be, may rely conclusively upon an opinion of independent
legal counsel selected by such board or committee.
PROPOSED CONSTITUTION AND BY-LAWS
FOR THE
AMERICAN ASSOCIATION OF CANCER INSTITUTES
(By the Subcommittee on Constitution and By-laws meeting in New York City
June 1, 1972)

CONSTITUTION

ARTICLE I

Name

The Association shall be called the American Association of Cancer Institutes.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. to support investigations into the causes, nature, treatment, rehabilitation and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities between groups with predominant interests in cancer,

2. to foster educational and training opportunities in the appropriate biomedical sciences,

3. to provide guidance to private and civic organizations concerning cancer research, both lay and professional education, medical care and rehabilitation of cancer patients,
4. to hold meetings of the membership in order to expedite the aforementioned purposes, and

5. to afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

ARTICLE III

Membership

Section 1. Classes of Membership.

The membership of the Association shall be divided into three classes: Regular Membership, Associate Membership, and Corresponding Membership.

Section 2. Qualifications for Membership.

a. Regular Membership of the American Association of Cancer Institutes shall include only those institutions and/or organizations with coordinated interdisciplinary programs as:

(1) Cancer institutes and/or centers with a wide variety of clinical disciplines related to patient care, and clinical multidisciplinary research and training programs which
include genetics, carcinogenesis, virology, immunology, cytokinetics, biomathematics, medical pharmacology, developmental therapeutics, radiation biology, surgery, veterinary medicine (animal models), etc.

(2) An institute or a major component of an organization or institution (i.e. of a medical school, university, division of an industrial organization, etc.) which has its total manpower largely engaged in a broad spectrum of cancer research and training.

A pedagogical mechanism must obtain in the categories above, where applicable, which will permit greater emphasis on recruitment of graduate and postgraduate students into basic or clinical cancer research.

(3) Each Regular Member institution or organization is authorized to appoint up to three representatives, one of whom must be the Senior Scientific Director. In a Director's absence, the next Senior Representative present should be able to act with unrestricted
authority in transacting the business of the Association.

b. **Associate membership** may be held by institutions or organizations with autonomous divisions and departments which have significant activities concerned with the study and/or treatment of malignant disease, but which do not fulfill all of the prerequisites outlined under Article III, Sec. 2 a, above. Each Associate Member is authorized to appoint its Senior Scientific or Clinical Director as its representative.

c. **Corresponding membership** may be held by selected international cancer institutes and centers or other organizations with a major component devoted to cancer activities, and should be represented by the Senior Scientific Head in each instance.

d. The **Business Meetings** of the Association will be held in executive session attended only by the appointed Regular Member representatives. The Regular Member representatives hereinafter will be called the Members of the Association, the Associate Member representatives will be called the Associate
members; the Corresponding Member representatives will be called the Corresponding members.

ARTICLE IV

Officers, Committees and Representatives

Section 1. Officers of the Association shall be: the President, Vice President (President-elect), and the Secretary-Treasurer. These officers shall have the respective duties customary for such offices except as may be provided otherwise in the By-laws.

Section 2. Standing Committees of the Association:

a. Executive Committee
b. Finance Committee
c. Committee on Arrangements and Public Relations
d. Committee on Policy and Programs
e. Nominating and Membership Committee
f. Constitution and By-laws Committee

Section 3. There also shall be Ad Hoc Committees as necessary, and representatives appointed to National and International Organizations as liaison arrangements are developed.
ARTICLE V

Meetings of the Association

Regular meetings of the Association shall be held at least twice a year. The regular autumn meeting shall be considered the annual meeting.

ARTICLE VI

Amendments

An amendment to the Constitution or to any appended By-laws must be proposed in writing to the Committee on Constitution and By-laws, and submitted to the Secretary of the Association at least two months before a regular meeting at which the amendment is to be acted upon. The Secretary shall notify the members of the Association of the proposed amendment at least thirty days before the meeting. It shall be voted upon at a regular executive session of the meeting unless otherwise stated by the Secretary at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all regular members shall be necessary for its passage.
PROPOSED BY-LAWS

ARTICLE I

Duties of Officers, Standing Committees and Representatives

Section 1. President

The President shall preside at all meetings of the Association and of the Executive Committee, and shall have the power to preserve order and regulate proceedings according to the recognized rules. He shall be an ex-officio member of all standing committees, except as provided in the By-laws. He shall appoint any committees which he may deem advisable which are not otherwise provided for in the By-laws or by action of an executive session of the Association. He shall fill any vacancies which may occur in the interval between executive sessions not provided for in the By-laws.

His term of office shall extend from the closing session of the annual meeting at which he was elected, to the close of the following annual meeting. He may be reelected for one additional term of office.
Section 2. Vice President (President-elect).

The Vice President elected at any annual meeting also shall be known as the President-elect until he becomes President. In the event of absence of the President, his duties shall be assumed by the Vice President (President-elect).

The Vice President (President-elect) shall be a member of the Executive Committee.

Section 3. Secretary-Treasurer.

a. Acting as Secretary, he shall keep or cause to be kept in permanent form a correct record of all the transactions of the Association. He shall send due notice of all meetings to each member, and shall notify all members of the committees of their appointment and of the duties assigned to them. He shall notify all applicants for membership of the action taken by the Association on their applications within sixty days after the annual meeting.

The Secretary shall keep a correct alphabetical list, by category, of member organizations, with their Senior Scien-
Directors and Representatives, together with their addresses. He shall supply copies to members of the Association applying to him for same. This list shall specify the charter members of the Association.

The Secretary shall conduct the correspondence of the Association and shall perform all duties regularly pertaining to this office. He shall act as custodian of the papers of the Association and its committees. He shall notify members of the regular and special meetings, furnishing a return card for reply.

b. Acting as Treasurer, he shall collect, receive, and be accountable for all funds that accrue to the Association from dues or otherwise. Subject to the approval of the President, he shall disburse from the treasury such funds as may be necessary to meet appropriations and expenses of the Association.

He shall prepare and present a budget for the ensuing year for approval to the Executive Committee at the time of the annual meeting.
Section 4. Executive Committee.

The Executive Committee shall consist of the President, the Vice President (President-elect), the Secretary-Treasurer, and three other appointed Regular Members. The appointed members shall be appointed for a term of three years, except that of the members first appointed one shall be appointed for a term of one year, and one shall be appointed for a term of two years. The President shall act as Chairman, and the Vice President (President-elect) shall act as Co-Chairman.

It shall be the duty of this committee to conduct the affairs of the Association during the interim between regular meetings and to meet at least prior to each regular meeting.

The committee shall make all appointments to special committees and appoint other representatives of the Association not otherwise provided for in the By-laws.

It shall pass on all applications for membership and present its recommendations through the Secretary-Treasurer to the Association at the appropriate executive session.
It shall also be the duty of this Committee to determine and to announce, at or before the close of a regular meeting, the time and place of the next meeting.

It shall recommend to the Association the amount of the membership dues.

In case of the death or permanent absence of any member of the Executive Committee during his term of office, the Executive Committee shall elect a substitute to serve for the remainder of his term of office, except in the case of the President, whose substitute is provided for in Article I, Section 2 of the By-laws.

Section 5. Finance Committee.

The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association, appointed or reappointed by the Executive Committee at the time of each annual meeting.

It shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and to audit the financial rec-
Section 6. Committee on Arrangements and Public Relations.

The Committee on Arrangements and Public Relations shall consist of a Chairman appointed by the President, and additional members from the host organization. The Secretary-Treasurer shall be an ex-officio member of the Committee.

They shall make local arrangements for the meetings, and shall clear, before release to the press, all items of public interest about the meetings and the Association. It shall be their duty to promote good public relations.

Section 7. Committee on Policy and Programs.

The Committee on Policy and Programs shall consist of three members appointed by the Executive Committee to serve for one year. The Chairman shall be appointed by the Executive Committee.

The Committee shall review the policies of the Association which may affect its objectives as they interface with various national and international organizations. The Committee also shall keep continuously under surveillance and review interna-
tional programs with which the Association may interact, and re-commend other Association opportunities which exist for interna-tional efforts. The findings and recommendations of the Com-mittee are to be reported to the Executive Committee two months prior to the annual meeting of the Association.

Section 8. Nominating and Membership Committee.

The Nominating and Membership Committee shall consist of three members appointed by the Executive Committee to serve for one year. The Chairman of this committee shall not be a member of the Executive Committee. The committee shall nominate the following officers, to be voted upon at the executive session of the annual meeting: Vice President (President-elect), Secretary-Treasurer, and one member of the Executive Committee. Nothing in this By-law shall be construed as preventing nominations for these Association offices from the floor.

Section 9. Constitution and By-laws Committee.

The Constitution and By-laws Committee shall consist of a Chairman and at least two members appointed by the Executive
Committee to serve for one year. It shall be the duty of this committee to receive from the membership suggested changes in the Constitution and By-laws and to recommend to the membership those changes which it deems necessary and desirable.

Section 10. Ad Hoc Committees.

Ad Hoc Committees shall consist of three members appointed by the President to serve only for such time as is necessary to complete the mission assigned.

Section 11. Liaison Representative.

The Executive Committee shall nominate for approval a member to act in a liaison capacity between an association or other organization and the American Association of Cancer Institutes as the circumstances demand; his appointment shall be mutually agreeable to both organizations.

ARTICLE II

Membership

Section 1. Qualifications.

Qualifications for Regular, Associate, and Corresponding
Section 2. Procedure for Membership.

A completed application form shall be filed with the Secretary-Treasurer at least three months before the annual autumn meeting of the Association. With the completed application, supporting letters from three member organizations of the Association shall be submitted, indicating the qualifications of the organization requesting Regular, Associate, or Corresponding membership. The Secretary-Treasurer will distribute to the Regular membership all pertinent information on each proposal, at least two months before the annual meeting. Any objections by the members should be sent to the Secretary-Treasurer for immediate transmittal to the Nominating and Membership Committee.

The Executive Committee shall have power to hold over for further consideration any applications that do not fully comply with the foregoing and all other requirements.

The Regular members will vote by mail ballot; an affirmative vote of four-fifths of the Regular members will constitute...
a. **Regular Membership.**

Organizations elected to Regular membership will become members of the Association following the conclusion of the annual meeting and will be invited to appoint the appropriate number of representatives as prescribed for in the Constitution, Article III, Section 2.

b. **Associate Membership.**

Applications for Associate membership shall follow the aforementioned procedure used in applying for Regular membership. Organizations elected to Associate membership shall be invited to appoint one representative, as prescribed in the Constitution, Article III, Section 2. Associate members shall not have the power to vote.

If the Associate member organization develops the potential to become a Regular member, the Senior Official Representative of that organization may apply for reconsideration, as outlined in Article II, Section 2 of the By-laws.
c. Corresponding Membership.

Applications for Corresponding membership shall follow the same procedure as that used for Regular membership. Corresponding members shall not have the power to vote.

Section 3. Attendance.

Any Regular or Associate member who has not been properly excused by the Executive Committee, and who has not attended at least one annual meeting of every two, may be dropped from membership at the discretion of the Executive Committee.

ARTICLE III

Elections

At the annual executive session, the Association shall elect the following officers: a Vice President (President-elect), a Secretary-Treasurer, and one member of the Executive Committee. The candidate for each office receiving the majority of the votes shall be declared elected. The newly elected officers shall assume their duties at the close of the day of the meeting at which they
Only Regular members shall be entitled to vote or hold elective office.

ARTICLE IV

Meetings

Regular meetings of the Association shall be held at least twice a year, in the spring and in the autumn; this latter meeting will be considered the annual meeting. Special meetings may be held whenever there is a sufficient reason. The exact place and time of the meeting shall be selected by general consent. The place and time of a scheduled meeting may be changed if all of the officers agree to such a change.

ARTICLE V

Voting Procedure

Except where provided otherwise in the Constitution or By-laws, all questions arising in the business meetings of the Association, i.e. the Executive Committee, the Standing Committees, and Ad Hoc Committees, shall be decided by the majority of votes cast and, in every case of a tie, the Chairman shall have a casting vote.
Voting initially shall be a voice vote or by a show of hands, or by secret ballot if demanded.

ARTICLE VI

Quorum

Four-fifths of the Regular members present shall constitute a quorum to conduct the business of the Association.

ARTICLE VII

Expenses

Section 1. Amount.

The Executive Committee shall have the power to determine the manner in which necessary expenses will be prorated.

Section 2. Delinquency.

Any delinquent member whose prorated share of expenses is in arrears for one year, and who has been sent three notices of delinquency, including one registered letter, shall be reported by the Secretary-Treasurer to the Executive Committee. If the delinquency exists for two years, this shall be considered just cause for dropping the member institution from the rolls of the Association.
ARTICLE VIII

Order of Business and Parliamentary Procedure

The order of business and the parliamentary procedure shall conform to those detailed in the current edition of "Robert's Rules of Order, Revised," unless otherwise provided for in the Constitution and By-laws.

ARTICLE IX

Amendments

Any amendment to these By-laws shall be in accordance with Article VI of the Constitution.
ASSOCIATION OF AMERICAN CANCER INSTITUTES

BY-LAWS

(Approved and Passed by Membership on June 26, 1974)

ARTICLE I

Name

The Association shall be called the Association of American Cancer
Institutes and shall here and after be designated as the Association.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. To afford an opportunity for the leadership of cancer
   institutes and centers throughout the world to meet and discuss
   mutual problems at appropriate levels; and

2. To foster interinstitutional collaboration on state, regional,
   national, international programs for the control of cancer
   through research, education and service; and

3. To support investigations into the causes, nature, treatment,
   rehabilitation, and prevention of malignant diseases by encour-
   aging the exchange of ideas, information, personnel, and
   special facilities among groups with predominant interests in
   cancer; and

4. To foster educational and training opportunities in the
   appropriate biomedical sciences;
5. To provide information to Federal, State and local governments and private and civic organizations concerning cancer research, lay and professional education, medical care and rehabilitation of cancer patients; and

6. To hold meetings of delegates from the membership in order to expedite the aforementioned purposes.

ARTICLE III

Membership

Section 1. Classes of Membership

The membership of the Association shall be divided into three major classes:

Regular Membership, Affiliate Membership and Corresponding Membership

Section 2. Qualifications for Membership

a. Regular members of the Association of American Cancer Institutes shall include only those institutions and/or organizations within the United States which shall be recognized for membership purposes after review and re-review by the Membership Committee as comprehensive, coordinated and special cancer centers, such as:

1. Comprehensive Cancer Institutes and/or centers defined to possess a wide variety of clinical disciplines related to patient care, including rehabilitation; a broad range of research and training programs to include programs in both clinical and basic biologic sciences; and out-reach programs.
2. **Coordinated Cancer Center** defined as a major component of an organization or institution, i.e. of medical school, or university, or free-standing which will permit emphasis on, and engagement in, a broad spectrum of clinical and basic cancer research and training.

3. **Special Cancer Center** defined as an institution within the United States, whether related or unrelated to a medical school, university, or a division of an industrial organization, etc., but which places emphasis on a spectrum of basic and/or clinical cancer activities, and which serves as focal points for development, training and/or research.

4. **Governmental agencies with cancer oriented programs** will be eligible for membership in the Association.

b. **Affiliate Members** are usually multidisciplinary community centers serving a geographical area or region. The center must be organized, have discrete capabilities, be recognized as expert in cancer control, and affiliated with a comprehensive or coordinated center.

c. **Corresponding Membership** may be held by selected cancer institutes and centers or other organizations outside the United States with a major component devoted to cancer activities; these should be represented by the Senior Scientific Head in each instance.
Section 3. Procedure for Membership

1. A completed application form shall be filed with the Secretary-Treasurer at least two months before a meeting of the membership of the Association requesting membership in an appropriate category. Accompanying the completed application, supporting letters from three spokesmen from member organizations of the Association shall be submitted, in lieu of site visit, indicating the qualifications of the organization requesting membership. The Secretary-Treasurer will distribute to the regular members all pertinent information on each proposal at least two months before a meeting. Any objections by the members should be sent to the Secretary-Treasurer for immediate transmittal to the Membership Committee.

2. A review should be carried out on each regular and affiliate member every three years for evaluation and appropriate change of status where indicated. The Board of Directors, through the Secretary, shall instruct the Membership Committee to carry out the institutional review.

3. Each Regular Member institution, organization, or agency shall be authorized to appoint up to three representatives, one of whom must be the Senior Scientific Director; he shall cast the one vote for the institution. In a Director's absence, his designee shall act with the same authority.

From the staffs of these institutions, other individuals may be appointed to serve the Association in an ad hoc capacity for any of a variety of purposes.
Section 4. Election to Membership

a. An affirmative vote of four-fifths of the Regular members is required for admission for all categories.

b. The Regular members may vote by mail ballot after appropriate discussion at a regular meeting of the membership.

c. The Board of Directors shall have the authority to hold over for further consideration any application which does not fully comply with the foregoing and all other requirements.

d. Regular Membership. Organizations elected to Regular membership will become members of the Association following notification by the Secretary-Treasurer and will be invited to appoint a delegate and alternates as prescribed in the By-Laws, Article III, Section 2a4. Each institution will notify the Secretary-Treasurer in writing, designating its representatives. These delegates will constitute the active membership of the Association.

e. Affiliate and Corresponding Membership. Applications for Affiliate and Corresponding Membership shall follow the same procedure as that used for Regular membership. Corresponding members shall not have the power to vote, nor shall Affiliate Members.

Section 5. Attendance

Any member or member institution who has not been properly excused by the Board of Directors and who has not attended at least one called meeting per year may be dropped from membership at the discretion of the Board of Directors.
ARTICLE IV

Meetings

Section 1. Annual Meetings of the Association

The President shall call at least one meeting of the General Association and at least one meeting of the Board of Directors and the annual meeting shall be held in January. The place and time of a scheduled meeting may be changed if all officers agree to such a change.

Section 2. Special Meetings

Special meetings of the Association shall be held at the call of the President or at the written call of a majority of the Board of Directors, delivered to the President. Upon receipt of such notice, the President shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.

Section 3. Notice of Meetings

All members of the Association shall be notified in writing at least ten (10) days in advance of any meeting. It shall be required that the notice state the object of the meeting, including any change of By-Laws or Articles of Incorporation, or if the subject of incurring financial debt, or the dissolution of the Association is to be considered.

Section 4. Quorum

Fifty percent of the voting members of the Association shall constitute a quorum to conduct business. In lieu of a quorum, the Secretary-Treasurer may poll the membership by mail on specific actions at the instruction of the President.
Section 5. Voting Procedure

Except where provided otherwise in the By-Laws, all questions arising in the business meetings of the Association, including meetings of the Board of Directors, the standing committees and ad hoc committees, shall be decided by the majority of votes cast and, in every case of a tie, the President or Chairman shall have a casting vote. Voting shall be a voice vote or by a show of hands and may be by secret ballot if requested by one Regular Member.

ARTICLE V

Officers and Board of Directors

Section 1.

The Officers of the Association shall consist of a President, Vice-President and Secretary-Treasurer. The Vice-President shall be designated President-Elect of the Association. These three officers must be delegates or alternates from Regular member institutions.

Section 2.

The Board of Directors shall consist of the officers of the Association, the immediate past President, and six (6) elected directors. The Board of Directors shall serve as the Executive Committee of the Association. Six directors shall be elected at the first meeting following adoption of the By-Laws, to serve the following terms: two for three years, two for two years, and two for one year. After the first year, two directors shall be elected annually, to serve 3 years.
Section 3. The President and the Vice-President shall be elected at the annual meeting by a majority vote of all voting members present. These two officers shall serve for one year, (until the next annual meeting of the Association), or until their respective successors have been elected and have qualified. The Secretary-Treasurer shall be elected at an annual meeting of the Association and shall serve for three years, or until a successor is elected and has qualified.

ARTICLE VI
Duties of Officers and Board of Directors

Section 1. The President shall preside at the Association meetings and the Board of Directors and shall perform such other duties as custom and parliamentary usage may require. He or she shall appoint all committees and shall designate those Association members who may countersign all Association checks or drafts. He or she shall be the titular head of the Association during the term of office. It shall be his or her responsibility to promote the scientific achievements of the profession and to foster harmonious relationships throughout the membership. All appropriate correspondence, news releases, etc., shall be in his or her name or by the Secretary with the President's approval.

Section 2. Vice-President
The Vice-President shall preside in the absence of the President, and on the President's death, resignation, or removal, shall succeed to the Presidency for the unexpired portion of the President's term of office.
He or she shall also be designated as the President-Elect and shall assume the Presidency at the termination of the President's term of office.

Section 3. Secretary-Treasurer

The Secretary-Treasurer shall record the minutes of the annual and special meetings of the Association and receive and care for all records, papers, and documents belonging to the Association. He or she shall collect dues as fixed by the Board of Directors and shall be responsible for the safekeeping and disbursement of all funds, shall keep accounts and receive all dues and money belonging to the Association and shall pay out the same on the order of the President. He or she shall appoint a certified public accountant to perform an annual audit and make a report of the results of the audit at the annual meeting of the Association. He or she shall notify each member of the Association as to the time and place of each meeting and provide an agenda for the meeting. He or she shall compile and keep current a list of the members in good standing of the Association, noting correct names and addresses of each. The Secretary-Treasurer shall record a cause to be recorded the minutes of the Association at the annual meeting. Copies of same shall be forwarded to members upon request.

Section 4. Board of Directors

The Board of Directors will review all committee reports and make appropriate recommendations to the Association. The Board of Directors shall develop such policies and procedures deemed necessary for the discharge of Association business and shall present these to the membership at the annual meeting for their approval. It shall be empowered to act in the name of the Association between meetings.
Section 5. Vacancies

Vacancies occurring in any office of the Association may be filled by appointees designated by the President, and the individuals so appointed shall hold office until the next Board or annual meeting of the Association.

Section 6. Quorum

Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum. See Article IV, Section 4.

ARTICLE VII

Committees

The President shall be entitled to designate such committees as he or she may deem to be in the best interests of the Association, and shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Association may require.

A member of the Board of Directors shall serve as Chairman of each committee.

Section 1. The standing committees shall be as follows:

a. Board of Directors
b. Finance Committee
c. Membership Committee
d. Arrangements and Public Relations Committee
e. Policy and Programs Committee
f. Nominating Committee
g. By-Laws Committee
Section 2. Duties of Committees

a. Board of Directors. Refer to Article V, Section 2.

b. Finance Committee. The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association appointed or reappointed by the President at the time of the annual meeting. The Finance Committee shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and arrange for the audit of the financial records submitted by the Secretary-Treasurer.

c. Membership Committee. The Membership Committee shall consist of a chairman appointed from the Board of Directors and by the President and four additional members. The committee shall review all applications, letters of recommendation and all other data pertinent to the candidate organizations applications for membership. The committee shall also consider any objections which may be raised by the membership. After due deliberation, the committee will submit in writing its recommendation for approval or disapproval to the Secretary-Treasurer for review by a called meeting of the Board. With approval of the Board of Directors, the applications will be considered at the next meeting of the membership. If time does not permit, the Secretary-Treasurer is empowered to bring the recommended applications directly to the next meeting of the membership following review by the Board of Directors.
d. **Arrangements and Public Relations Committee.** The Arrangements and Public Relations Committee shall consist of a chairman appointed by the President, and additional members from the organization hosting the meeting. The Secretary-Treasurer shall be an ex-officio member of the committee. The committee shall make local arrangements for the meetings and shall approve before release to the press all items of public interest about the meetings and the Association. It shall be the duty of the committee to promote good public relations. All press releases shall be made in the name of the President of the Association or by the Secretary with the President's approval.

e. **Policy and Programs Committee.** The Policy and Programs Committee shall consist of three members appointed by the President to serve for one year. The Chairman shall be appointed from the Board of Directors by the President. The committee shall review the policies of the Association which may affect its objectives as they interface with various national and international organizations. The committee also shall keep continuously under surveillance and review both national and international programs with which the Association may interact and recommend other Association opportunities which exist for international efforts. The findings and recommendations of the committee are to be reported to the Board of Directors two months prior to the annual meeting of the Association.

f. **Nominating Committee.** The Nominating Committee shall consist of three members appointed by the President to serve for one year, in addition to the immediate 2 past Presidents. The Chairman of this committee shall not
be a member of the Board of Directors nor an immediate past President.
The committee shall nominate the following officers, to be voted upon at
the plenary session of the annual meeting: Vice-President (President-
Elect), Secretary-Treasurer, and two members of the Board for three year
terms, except that with the adoption of the first By-Laws two of the six
members will be nominated for a one year's term, two members for a two
year's term, and two members for a three year's term. Nothing in this
By-Law shall be construed as preventing nominations for these Association
offices from the floor.

8. By-Laws Committee. The Committee on By-Laws shall consist of a
chairman and at least two members appointed by the President to serve for
one year. It shall be the duty of this committee to receive from the
membership suggested changes in the By-Laws and to recommend to the membership those changes which it deems necessary and desirable.

Section 3. Ad Hoc Committees and Liaison Representatives.
a. Ad Hoc Committees. Ad hoc committees shall consist of three or more
members appointed by the President to serve only for such time as is
necessary to complete the assigned mission.
b. Liaison Representatives. The President shall appoint a person or
persons to act in liaison capacity between any association or organization
and the Association of American Cancer Institutes as the circumstances
demand; this appointment shall be mutually agreeable to both organizations.
ARTICLE VIII

Contracts, Grants, Loans, Checks and Deposits

Section 1. Contracts and Grants

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, accept grants, or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances in which the Association owns insured collateral with an appraised value equal to or greater than the value of the loan. However, no loan in excess of $1000.00 shall be contracted unless the President first presents the loan proposal at a membership meeting and an approving resolution is adopted by a quorum majority of the voting members present approving the loan.

Section 3. Checks, Drafts and Other Monetary Orders

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Secretary-Treasurer or by such officer or officers, agent or agents of the Association as may be designated and in such manner as shall from time to time be determined by resolution of the Board of Directors.
Section 4. Deposits
All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX
Dues
Annual dues may be established by the Board of Directors of the Association in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Board of Directors of the Association shall be approved by the voting members at the annual meeting of the Association.

ARTICLE X
Amendments
An amendment to the By-Laws must be proposed first in writing to the Committee on By-Laws and then submitted to the Secretary-Treasurer of the Association at least two months before a regular meeting at which the amendment is to be acted upon. The Secretary-Treasurer shall notify the members of the Association of the proposed amendment at least thirty days before the meeting. The amendment shall be voted upon at any regular or special meeting of the Association unless otherwise stated by the Secretary-Treasurer at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all voting members shall be necessary for its passage.
ARTICLE XI

Rules of Order

The deliberations of the Association shall be governed by parliamentary usage as contained in Robert's Rules of Order unless otherwise determined by a two-thirds vote of the voting members present.

ARTICLE XII

Miscellaneous

No part of the assets of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association 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. No substantial part of the activities of the Association shall be the verbal or written distribution of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
ARTICLE XIII

Indemnification of Officers and Directors Against Liabilities and Expenses in Action

A director or officer, or former director or officer of this Association, and his or her legal representative, shall be indemnified by the Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or her or his or her estate in connection with, or arising out of, any action, suit, proceeding or claim in which he or she is made a party by reason of being, or having been, such director officer. The Association shall not, however, indemnify such director or officer with respect to any matters as to which he or she shall be adjusted finally in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his or her duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Association shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct in taking such action any director involved shall not be qualified to vote thereon; and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the President at a duly called special meeting or at a regular meeting. In determining whether or not a director
or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by the President, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by the Board or committee.

**ARTICLE XIV**

**Dissolution**

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is located at the time of dissolution, exclusively for such purposes or to such organization or organizations, as said County shall determine, which are organized and operated exclusively for such purposes.
ARTICLE XV

Repeal of Prior By-Laws

Upon the adoption of these By-Laws all previous constitutions and By-Laws are hereby repealed.

Adopted on the __________ day of __________, 19___.

The Association of American Cancer Institutes

Attest: By:

_________________________ ______________________
Secretary-Treasurer President
MEMORANDUM

To: Mrs. Marion Lowrey

From: Murray M. Copeland, M. D.

Dear Mrs. Lowrey:

Please find attached material which I requested from Dr. Ed Miranda for Dr. Clark and myself. I believe he will want to look into the matter of the time of the next meeting and as to recommendations to the By-Laws Committee, of which Dr. Hickey is now Chairman.

Sincerely,

Murray M. Copeland, M. D.

Enclosures
February 22, 1974

Dr. Murray M. Copeland  
Vice-President  
University Cancer Foundation  
University of Texas at Houston  
M. D. Anderson Hospital & Tumor Institute  
Texas Medical Center  
Houston, Texas 77025

Dear Dr. Copeland:

Enclosed are the letters and papers we discussed on the phone last evening.

I would appreciate any comments you may have concerning the information.

Sincerely yours,

Edwin A. Mirand  
Associate Institute Director and Professor

EAM:ib

Enclosures
February 14, 1974

Dear

Please find attached a list of the Association of American Cancer Institutes Committee appointments. Dr. Spratt, President of AACI, has authorized me today to inform you officially of your appointment as

If you have any comments about your appointment, please direct them to me as soon as possible.

Sincerely yours,

Edwin A. Mirand
Secretary-Treasurer, AACI

EAM:1b
Attachment
FINANCE

Mr. Robert W. Goehle, Chairman (R.P.M.I.)
Mr. H. Donald Putney (Fox Chase Center)
Mr. Richard L. Harrington (Johns Hopkins)
Dr. E. A. Mirand (R.P.M.I.)

MEMBERSHIP

Dr. Murray M. Copeland, Chairman (M. D. Anderson)
Dr. Timothy R. Talbot, Jr. (Fox Chase Center)
Dr. Denman Hammond (Los Angeles)
Dr. Wm. W. Shingleton (Duke)
Dr. John S. Spratt, Jr., ex officio
Dr. E. A. Mirand, ex officio

ARRANGEMENTS & PUBLIC RELATIONS

Dr. E. A. Mirand, Chairman

POLICY AND PROGRAMS

Dr. Albert H. Owens, Jr., Chairman (Johns Hopkins)
Dr. R. Lee Clark (M. D. Anderson)
Dr. Henry C. Pitot (McArdle Lab)
Dr. Wm. L. Donegan (CRC, Columbia, Mo.)

NOMINATING

Dr. Timothy R. Talbot, Jr., Chairman (Fox Chase)
Dr. Harry D. Brown (CRC, Columbia, Mo.)
Dr. Robert C. Hickey (M. D. Anderson)
Dr. Wm. B. Hutchinson (Fred Hutchinson Cancer Center)

BY-LAWS

Dr. Robert C. Hickey, Chairman (M. D. Anderson)
Dr. Michael J. Brennan (Michigan Cancer Fdn.)
Dr. Robert O. Johnson (Univ. of Wisconsin Med. Center)
Dr. John R. Totten (Oak Ridge Lab.)
Dr. John E. Ulmann (Univ. of Chicago Cancer Center)
Dr. Jack Hartman (Fred Hutchinson Cancer Center)
Dr. John S. Spratt, Jr., ex-officio

AD HOC COMMITTEE ON IMPLEMENTATION

Dr. Timothy R. Talbot, Jr., Chairman (Fox Chase)
Dr. R. Lee Clark (M. D. Anderson)
Dr. Albert H. Owens, Jr. (Johns Hopkins)
Mr. Joe Boyd (M. D. Anderson)
Miss Jackie Parkman (NCI - liaison)
Dr. John S. Spratt, Jr., ex officio

INFORMATION REPRESENTATIVES

American Cancer Society - Dr. Harold Rusch (Madison)
National Cancer Board - Dr. Harold Rusch (Madison)
UICC - Dr. R. Lee Clark (M. D. Anderson)
Dr. C. P. Murphy (R.P.M.I.)
February 12, 1974

Dr. Edwin A. Mirand
Associate Institute Director
Roswell Park Memorial Institute
New York State Department of Health
666 Elm Street
Buffalo, New York 14203

Dear Ed:

While we were in Puerto Rico and after the Society had voted to meet in Detroit in June, I talked to Dick Rauscher to try to find out when he and others might be able to come out here. He checked his book and looked up the meeting dates for the Cancer Council, etc., and suggested that June 26th would be a good day for our business meeting.

I then came back to Detroit and began to work up the organization of a dinner for the group that evening, hoping to get some fairly distinguished people to attend. The idea was to give an opportunity for the directors of the institutes to meet with people whom we should like to have know more about cancer research and be more interested in its continuing large-scale support.

The list of dignitaries from the Detroit area who have originally agreed to come to a dinner of that sort is included with this letter. We are thinking of a dinner meeting at which there will probably be about 200 guests. One problem will be to keep down the guest list to a reasonable level considering the size of the dining room which has been offered to us by a patron for this meeting.

Dick Rauscher thought that there was a possibility that a much higher figure in the government might be willing to attend if we had the right kind of situation, if schedules allowed, and if a sufficient interesting group of people were being assembled. Dick is currently looking into the possibilities of who else might be coming from Washington.
February 12, 1974
Dr. Edwin A. Mirand
Page 2.

I hope that these plans are not going to be disruptive of anything that you have started, but I simply have been unable to be sure about the shape the dinner would take until last week.

Very sincerely yours,

MICHAEL J. BRENNAN, M.D.
President
The Michigan Cancer Foundation

Professor of Medicine
Wayne State University

MJB/dlm
13 February 1974

Michael J. Brennan, M.D.
President
Michigan Cancer Foundation
4811 John R Street
Detroit, Michigan 48201

Dear Mike:

Regarding the bylaws, I have gone over them very carefully with a couple of legal experts. My suggestion for the revisions are enclosed. May I suggest that your bylaw committee review and make appropriate recommendations regarding these for the next meeting.

Best regards.

Sincerely,

John S. Spratt, Jr., M.D., F.A.C.S.
Director

cc: R. Lee Clark, M.D.
    Edwin A. Miranda, M.D.
    Mr. Robert Smith

Enclosures
ASSOCIATION OF AMERICAN CANCER INSTITUTES

BY-LAWS

ARTICLE I

Name

The Association shall be called the Association of American Cancer Institutes and shall here and after be designated as the Association.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. To support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities among groups with predominant interests in cancer;

2. To foster educational and training opportunities in the appropriate biomedical sciences;

3. To provide Federal, State and local governments and private and civic organizations guidance concerning cancer research, both lay and professional education, medical care and rehabilitation of cancer patients;

4. To hold meetings of the membership in order to expedite the aforementioned purposes; and

5. To afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss actual problems.

ARTICLE III

Membership

Section 1. Classes of Membership

a. The membership of the Association shall be divided into three classes: Regular membership, corresponding membership and individual membership.

b. Regular and corresponding members must be recertified in writing as eligible for membership every three years or sooner, if directed by the membership committee.

c. Individual members must be recertified in writing as eligible for membership on an annual basis or sooner, if directed by the membership committee.
Section 2. Qualifications for Membership

a. Regular Membership of the Association of American Cancer Institutes shall include only those institutions and/or organizations within the United States which have coordinated interdisciplinary programs, such as:

1. Cancer institutes and/or centers which include a wide variety of clinical disciplines related to patient care, a broad range of research and training programs which include clinical and biologic science, (genetics, carcinogenesis, virology, immunology, cytokinetics, biomathematics, medical pharmacology, developmental therapeutics, radiation biology, surgery, animal models, etc.).

2. A major component of an organization of institution (i.e. medical school, university, division of an industrial organization, etc.) which will permit emphasis on manpower, largely engaged in a broad spectrum of cancer research and training.

3. Federal agencies with major cancer oriented programs as noted in Section 2a1 or 2a2 above will be invited to participate in the activities of the Association.

A pedagogical mechanism must obtain in the categories above, where applicable, which will permit greater emphasis on recruitment of graduate and postgraduate students into basic or clinical cancer research.

4. The Director of each regular member institution, organization or agency is authorized to appoint a delegate and an alternate to serve as a member of the Board of Directors, one of whom must be the Senior Scientific Director and will cast the one vote for the institution on the Board of Directors. In a Director's absence, his alternate should be able to act with the same authority in transacting the business of the Association.

b. Corresponding membership may be held by selected cancer institutes and centers or other organizations outside the United States with a major component devoted to cancer activities, and should be represented by the Senior Scientific Head in each instance.

c. Individual membership may be held by anyone employed by a regular member institution and nominated by the head of said institution.

Section 3. Procedure for Membership

A completed application form shall be filed with the Secretary-Treasurer at least three months before a meeting of the membership of the Associa-
tion. With the completed application, supporting letters from three member organizations of the Association shall be submitted, indicating the qualifications of the organization requesting regular or corresponding membership. The Secretary-Treasurer will distribute to the regular, corresponding and individual members all pertinent information on each proposal at least two months before a meeting. Any objections by the members should be sent to the Secretary-Treasurer for immediate transmittal to the membership committee.

Section 4. Election to Membership
a. An affirmative vote of four-fifths of the regular members is required for admission for all memberships.

b. The regular members will vote by mail ballot after appropriate discussion at a regular meeting of the membership.

c. The Board of Directors shall have the authority to hold over for further consideration any application which does not fully comply with the foregoing and all other requirements.

d. Regular membership. Organizations elected to regular membership will become members of the Association following notification by the Secretary-Treasurer and will be invited to appoint a delegate and alternate as prescribed in the By-Laws, Article III, Section 2a4. Each institution will notify the Secretary-Treasurer in writing, designating its representatives. These delegates will constitute the Board of Directors of the Association.

e. Corresponding membership. Applications for corresponding membership shall follow the same procedure as that used for regular membership.

Corresponding members shall not have the power to vote.

f. Individual membership. Individual members may attend annual meetings, serve on certain committees by appointment and be otherwise organized as the rest of the Association. The President and Board of Directors may involve individual members to discharge the work of the Association.

Section 5. Attendance.
Any member or member institution who has not been properly excused by the Board of Directors and who has not attended at least one called meeting per year may be dropped from membership at the discretion of the Board of Directors.
ARTICLE IV
Meetings

Section 1. Annual Meeting of the Association
The President shall call at least one annual meeting of the general Association and at least one annual meeting of the Board of Directors. The place and time of a scheduled meeting may be changed if all of the officers agree to such a change.

Section 2. Special Meetings.
Special meetings of the Association shall be held at the call of the President or at the written call of a majority of the Board of Directors, delivered to the President. Upon receipt of such notice, the President shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.

Section 3. Notice of Meetings.
All members of the Association shall be notified in writing at least ten (10) days in advance of any meeting. It shall be required that the notice state the object of the meeting, including a change of By-Laws or Articles of Incorporation, or the subject of incurring financial debt, or the dissolution of the Association is to be considered, in which case the notice shall so specify.

Section 4. Quorum
Fifty percent (50%) of the voting (regular) members of the Association shall constitute a quorum to conduct business. In lieu of a quorum, the Secretary-Treasurer may poll the membership by mail on specific actions at the instruction of the President.

Section 5. Voting Procedure
Except where provided otherwise in the By-Laws, all questions arising in the business meetings of the Association, including the Board of Directors, the standing committees and ad hoc committeesshall be decided by the majority of votes cast and, in every case of a tie, the president or chairman shall have a casting vote. Voting shall be a voice vote or by a show of hands and may be by secret ballot if requested by one regular member.
ARTICLE V
Officers, Board of Directors and Executive Committee

Section 1. The officers of the Association shall consist of a President, Vice-President and Secretary-Treasurer. The Vice-President shall be designated President-Elect of the Association. They must be delegates or alternate from regular member institutions.

Section 2. The Board of Directors shall consist of the officers of the Association and the appointed delegates from the regular members.

Section 3. The Executive Committee shall consist of those officers and the immediate past president and one duly elected member from the regular membership. The Executive Committee may act on such business as approved in the last general membership or Board of Directors meeting.

Section 4. The President and the Vice President shall be elected at the annual meeting by a majority vote of all members present who are entitled to vote. They shall serve for one year, until the next annual meeting of the Association, or until their respective successors have been elected and have qualified. The Secretary-Treasurer shall be elected at an annual meeting of the Association and shall serve for three years, or until his successor is elected and has qualified.

ARTICLE VI
Duties of Officers, Board of Directors and Executive Committee

Section 1. President.
The President shall preside at the meetings of the Association and the Board of Directors and shall perform such other duties as custom and parliamentary usage may require. He or she shall appoint all committees and shall designate those Association members who may countersign all Association checks or drafts. He or she shall be the titular head of the Association during his term of office. It shall be his responsibility to promote the scientific achievements of the profession and to foster harmonious relationships throughout the membership. All appropriate correspondence, news releases, etc., shall be his or her name.

Section 2. Vice President.
The Vice-President shall preside in the absence of the President and on his death, resignation or removal shall succeed to the Presidency for the unexpired portion of the President's term of office. He or she
shall also be designated at the President Elect and shall automatically assume the position of President at the termination of the President's term of office.

Section 3. Secretary-Treasurer

The Secretary-Treasurer shall record the minutes of the annual and special meetings of the Association and receive and care for all records and papers belonging to the Association. He or she shall collect dues as fixed by the Board of Directors and shall notify in writing those delinquent in payment. He or she shall be responsible for the safekeeping and disbursement of all funds, shall keep accounts and receive all dues and money belonging to the Association and shall pay out the same on the order of the President. He or she shall obtain a certified public accountant to perform an annual audit and make a report of the results of the audit at the annual meeting of the Association. He or she shall notify each member of the Association as to the time and place of each meeting and provide an agenda for the meeting. He or she shall make and keep a list of the members of the Association in good standing, noting of each their correct names and addresses. The Secretary-Treasurer shall record or cause to be recorded the minutes of the Board of Directors and shall present these minutes to the members of the Association at the annual meeting. Copies of same shall be forwarded to regular members upon request.

Section 4. Executive Committee Authority. The Executive Committee will review all committee reports and, when appropriate, make recommendations to the Association. The Executive Committee shall develop such policies and procedures deemed necessary for the discharge of Association business and shall present these to the Board of Directors and the membership at the annual meeting for their approval. It shall be empowered to act in the name of the Association between Board or Annual Meetings as indicated in Article V, Section 3.

Section 5. Vacancies.

Vacancies occurring in any office of the Association may be filled by an appointee designated by the President, and the individuals so appointed shall hold office until the next Board or annual meeting of the Association.
Section 6. Quorum

Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum. See Article IV, Section 4.

ARTICLE VII

Committees

The President shall be entitled to designate such committees as he may deem to be in the best interests of the Association, and shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Association may require. A member of the Board of Directors shall serve as chairman of each committee.

Section 1. The standing committees shall be as follows:

a. Executive Committee of the Board of Directors.
b. Finance Committee
c. Membership Committee
d. Arrangements and Public Relations Committee
e. Policy and Programs Committee
f. Nominating Committee
g. By-Laws Committee

Section 2. Duties of Committees.

a. Board of Directors. Refer to Article V, Section 2.
b. Finance Committee. The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association appointed or reappointed by the President at the time of the annual meeting. It shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and to audit the financial records submitted by the Secretary-Treasurer.
c. Membership Committee. The membership committee shall consist of a chairman appointed by the President from the Board of Directors and four additional members. The committee shall review all applications, letters of recommendation and all other data pertinent to the candidate organization's application for membership. They shall also consider any objections which may be raised by the membership. After due deliberation,
the committee will submit in writing its recommendation for approval or disapproval to the Secretary-Treasurer for review by the Board at a called meeting of the Board. With approval of the Board of Directors, the application will be considered at the next meeting of the membership.

d. Arrangements and Public Relations Committee. The Arrangements and Public Relations Committee shall consist of a chairman appointed by the President, and additional members from the host organization. The Secretary-Treasurer shall be an ex-officio member of the Committee. They shall make local arrangements for the meetings and shall approve before release to the press all items of public interest about the meetings and the Association. It shall be their duty to promote good public relations. All press releases shall be made in the name of the President of the Association.

e. Policy and Programs Committee. The Policy and Programs Committee shall consist of three members appointed by the President to serve for one year. The Chairman shall be appointed by the President from the Board of Directors. The Committee shall review the policies of the Association which may affect its objectives as they interface with various national and international organizations. The Committee also shall keep continuously under surveillance and review both national and international programs with which the Association may interact, and recommend other Association opportunities which exist for international efforts. The findings and recommendations of the Committee are to be reported to the Board of Directors two months prior to the annual meeting of the Association.

f. Nominating Committee. The Nominating Committee shall consist of three regular members appointed by the President to serve for one year. The Chairman of this committee shall be appointed by the President of the Association. The committee shall nominate the following officers to be voted upon by the Board of Directors at the annual meeting: Vice-President (President-Elect), Secretary-Treasurer and one regular member to the executive committee. Nothing in this By-Law shall be construed as preventing nominations for these Association offices from the floor.

3. By-Laws Committee. The Committee on By-Laws shall consist of a chairman and at least two members appointed by the President to serve for one year. It shall be the duty of this committee to receive from the membership suggested changes in the By-Laws and to recommend to the
membership those changes which it deems necessary and desirable.

Section 3. Ad Hoc Committees and Liaison Representatives.

d. Ad Hoc Committees. Ad Hoc Committees shall consist of three or more members appointed by the President to serve only for such time as is necessary to complete the mission assigned.

d. Liaison Representatives. The President shall appoint a person or persons to act in a liaison capacity between any association or organization and the Association of American Cancer Institutes as the circumstances demand; this appointment shall be mutually agreeable to both organizations.

ARTICLE VIII

Contracts, Grants, Loans, Checks and Deposits

Section 1. Contracts and Grants

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, accept grants, or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances in which the Association owns insured collateral with an appraised value equal to or greater than the value of the loan. However, no loan in excess of $1000.00 shall be contracted unless the President first presents the loan proposal at a membership meeting and a resolution is adopted by a majority of the voting members present approving the loan.

Section 3. Checks, Drafts and Other Monetary Orders.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Secretary-Treasurer or by such officer or officers, agent or agents of the Association as may be designated and in such manner as shall from time to time be determined by resolution of the Board of Directors.
Section 4. Deposits.
All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

Dues
Annual dues may be established by the Association in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Association shall be approved at the annual meeting of the Association.

ARTICLE X

Amendments
An amendment to the By-Laws must be proposed first in writing to the Committee on By-Laws and then submitted to the Secretary-Treasurer of the Association at least two months before a regular meeting at which the amendment is to be acted upon. The Secretary-Treasurer shall notify the members of the Association of the proposed amendment at least thirty days before the meeting. It shall be voted upon at any regular or special meeting of the Association unless otherwise stated by the Secretary-Treasurer at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all regular members shall be necessary for its passage.

ARTICLE XI

Rules of Order
The deliberations of the Association shall be governed by parliamentary usage as contained in Roberts' Rules of Order unless otherwise determined by a two-thirds vote of the voting members present.

ARTICLE XII

Miscellaneous
No part of the assets of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association 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. No substantial part of the activities of the Association shall be the carrying on of
propaganda, or otherwise attempting to influence legislation, and the
Association shall not participate in, or intervene in (including the
publishing or distribution of statements) any political campaign on
behalf of any candidate for public office. Notwithstanding any other
provision of these articles, the Association shall not carry on any
other activities not permitted to be carried on (a) by a corporation
exempt from Federal income tax under Section 501 (c) (3) of the
Internal Revenue Code of 1954 (or the corresponding provision of any
future United States Internal Revenue Law) or (b) by a corporation,
contributions to which are deductible under Section 170 (c) (2) of the
Internal Revenue Code of 1954 (or the corresponding provision of any
future United States Internal Revenue Law).

ARTICLE XIII
Indemnification of Officers and Directors Against
Liabilities and Expenses In Action
A director of officer, or former director or officer of this Association,
and his legal representative, shall be indemnified by the Association
against liabilities, expenses, counsel fees and costs reasonably incurred
by him or his estate in connection with, or arising out of, any action,
suite, proceeding or claim in which he is made a party by reason of his
being, or having been, such director or officer. The Association shall
not, however, indemnify such director or officer with respect to any
matters as to which he shall be finally adjudged in any such action,
suite or proceeding to have been liable for negligence or misconduct in
the performance of his duties as such director or officer. The indemnifi-
cation herein provided for, however, shall apply also in respect to any
amount paid in compromise of any such action, suit, proceeding or claim
asserted against such director or officer (including expenses, counsel
fees and costs reasonably incurred in connection therewith), provided
the Board of Directors of the Association shall have first approved such
proposed compromise settlement and determined that the director or officer
involved was not guilty of negligence or misconduct but in taking such
action any director involved shall not be qualified to vote thereon;
and if for this reason a quorum of the Board of Directors cannot be
obtained to vote on such matter it shall be determined by a committee
of three persons appointed by the President at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by the President, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by the Board or committee.

ARTICLE XIV
Dissolution

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is located at the time of dissolution, exclusively for such purposes or to such organization or organizations, as said County shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV
Repeal of Prior By-Laws

Upon the adoption of these By-Laws all previous constitutions and By-Laws are hereby repealed.

Adopted on the __________ day of ____________ , 197_.

The Association of American Cancer Institutes

Attest: ________________________________

Secretary-Treasurer

By: ________________________________

President

-12-
MEMORANDUM

To: Senior Investigators
From: Dr. E.A. Miranda

Subject: Ectromelia in Mice

Ectromelia is a serious infection in mice. If it were to enter a colony, it could result in an epidemic of great magnitude. We wish to alert you to a current epidemic in the United States at the University of Wisconsin and at NIH.

Our information comes from Mr. Vinson Oviatt of NIH who reports that, "... some of our mice are dying of Ectromelia. These mice were obtained from London and had tumors which originated in Yugoslavia. The entire mouse colony in London has died. On February 12, 1974, the University of Wisconsin reported that some of their mice, which were imported from Yugoslavia, are also dying of Ectromelia."

Since our staff has frequent contact with NIH personnel and the University of Wisconsin, we felt it necessary to caution all of our personnel to the seriousness of the problem.

Included are excerpts from reference 1 for your immediate information.

References:


2) Proceedings of Animal Care Panel, Vol. 6, 1-8, 1955, Dr. Briody, "Mouse Pox (Ectromelia) in the United States."

3) Biology of the Laboratory Mouse, Snell

Recognition of the Disease

The acute disease is characterized by visceral lesions. Animals may die without apparent cause, appearing in good health until a few hours or a day before death. There may be no readily apparent external lesions, although inapparent primary lesions are sometimes present. In other instances, swollen eyelids, swollen pocketed nares, and peck-like lesions on the body may be prominent signs. One death is usually followed by death of other contacts within a few days to a few weeks. The disease usually spreads throughout the colony in 6 to 8 weeks with a 50 to 95 percent mortality.

The first evidence of the disease is ruffled hair, and puffy appearance of the face, i.e. nonspecific symptoms.

In a fulminating case the following gross autopsy findings may be present: a) pale, dirty-grey or putty-colored liver, or red liver mottled with white areas of focal necrosis, b) slightly enlarged spleen, sometimes, with large white areas in longstanding cases, c) hemorrhagic appearance of proximal inch or two of small intestine, d) excess fluid in peritoneal cavity and sticky, stringy exudate covering intestines, e) pulmonary congestion or consolidation, sometimes with excess pleural fluid. Microscopic anatomical findings may include necrosis of mesothelial tissues and large eosinophilic (acidophilic) intracytoplasmic inclusion bodies in epithelial cells of the skin and of the intestine. The inclusion bodies are not always present in the fulminating disease.

The chronic disease is characterized by necrosis of the extremities. Usually one foot becomes swollen and edematous with serous fluid escaping from the surface and forming minute scabs. This progresses to gangrene and sloughing of the foot, leaving healthy tissue, or spreads to another foot, to the tail or mouth perhaps eventually causing death.

There may be a latent symptomless form that is almost impossible to recognize. This may serve as a reservoir of the virus and be transmitted from mother to offspring to be manifest irregularly as described under chronic disease.

Differentiation of the Disease

The chronic foot lesions must be distinguished from those caused by Streptobacillus moniliformis. This organism may be cultivated on serum agar, Loeffler's medium under microaerophilic conditions, or in equal parts of serum and broth.

Diagnosis [See also (10)]

The virus may be demonstrated by grinding portions of suspected liver and spleen in small amounts of saline, and inoculating this mixture intraperitoneally into normal mice. If the virus is present, animals will usually die in 4 to 6 days with microscopically visible liver lesions. In serological diagnosis, the sera of mice recovered from ectromelia inhibit red-cell agglutination by vaccinia virus (11).

Treatment

There is no treatment known.

Prevention

Prevention of the disease calls for strict isolation of the mouse colony from outside contamination. This also includes adequate facilities for handling the colony with a noncirculating system if air conditioning is practiced. It is possible that vaccination of individual mice by the scarification method or intranasal instillation using vaccinia virus or formalinized liver suspension from infected mice [Greenwood et al. (9)] may be of benefit (12). This is probably impractical in most cases except for particularly valuable inbred stocks.

Control

Control of the disease demands prompt recognition of infection. Infected colonies should be exterminated by destruction and incineration of infected animals and contacts. The quarters should then be sterilized.

Recommendations

The committee recommends the following for the control of this disease:

a) Extermination of known infected colonies.

b) Destruction of materials harvested from infected colonies.

c) Isolation and self-imposed quarantine of colonies suspected of infection.

d) Prompt reporting of all suspected and proved infections.

e) Restriction of shipments of mice between investigators.

f) Treatment of all materials such as blood, serum, tissues, or ectoparasites harvested from mice, particularly from foreign sources, as potentially contaminated, and handling of such materials with all precautions necessary.

g) Familiarizing of scientists with the existence of legislation prohibiting the importation or interstate movement of ectromelia virus, or animals or materials potentially infected with it.
Recognition of the Disease

The acute disease is characterized by visceral lesions. Animals may die without apparent cause, appearing in good health until a few hours or a day before death. There may be no readily apparent external lesions, although inconstant primary lesions are sometimes present. In other instances swollen eyelids, swollen pocked nares, and pock-like lesions on the body may be prominent signs. One death is usually followed by deaths of other contacts within a few days to a few weeks. The disease usually spreads throughout the colony in 6 to 8 weeks with a 50 to 95 percent mortality.

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d) Prompt reporting of all suspected and proved infections.

e) Restriction of shipments of mice between investigators.

f) Treatment of all materials such as blood, serum, tissues, or ectoparasites harvested from mice, particularly from foreign sources, as potentially contaminated, and handling of such materials with all precautions necessary.

g) Familiarizing of scientists with the existence of legislation prohibiting the importation or interstate movement of ectromelia virus, or animals or materials potentially infected with it.
13 February 1974

Michael J. Brennan, M.D.
President
Michigan Cancer Foundation
4811 John R Street
Detroit, Michigan 48201

Dear Mike:

Regarding the bylaws, I have gone over them very carefully with a couple of legal experts. My suggestion for the revisions are enclosed. May I suggest that your bylaw committee review and make appropriate recommendations regarding these for the next meeting.

Best regards.

Sincerely,

John S. Spratt, Jr., M.D., F.A.C.S.
Director

cc: R. Lee Clark, M.D.
    Edwin A. Mirand, M.D.
    Mr. Robert Smith

Enclosures
ASSOCIATION OF AMERICAN CANCER INSTITUTES

BY-LAWS

ARTICLE I

Name
The Association shall be called the Association of American Cancer Institutes and shall here and after be designated as the Association.

ARTICLE II

Objectives
The objectives of the Association shall be:
1. To support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities among groups with predominant interests in cancer;
2. To foster educational and training opportunities in the appropriate biomedical sciences;
3. To provide Federal, State and local governments and private and civic organizations guidance concerning cancer research, both lay and professional education, medical care and rehabilitation of cancer patients;
4. To hold meetings of the membership in order to expedite the aforementioned purposes; and
5. To afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

ARTICLE III

Membership

Section 1. Classes of Membership
a. The membership of the Association shall be divided into three classes: Regular membership, corresponding membership and individual membership.
b. Regular and corresponding members must be recertified in writing as eligible for membership every three years or sooner, if directed by the membership committee.
c. Individual members must be recertified in writing as eligible for membership on an annual basis or sooner, if directed by the membership committee.
Section 2. Qualifications for Membership

a. Regular Membership of the Association of American Cancer Institutes shall include only those institutions and/or organizations within the United States which have coordinated interdisciplinary programs, such as:

1. Cancer institutes and/or centers which include a wide variety of clinical disciplines related to patient care, a broad range of research and training programs which include clinical and biologic science, (genetics, carcinogenesis, virology, immunology, cytokinetics, biomathematics, medical pharmacology, developmental therapeutics, radiation biology, surgery, animal models, etc.).

2. A major component of an organization of institution (i.e. of a medical school, university, division of an industrial organization, etc.) which will permit emphasis on manpower, largely engaged in a broad spectrum of cancer research and training.

3. Federal agencies with major cancer oriented programs as noted in Section 2a1 or 2a2 above will be invited to participate in the activities of the Association.

A pedagogical mechanism must obtain in the categories above, where applicable, which will permit greater emphasis on recruitment of graduate and post-graduate students into basic or clinical cancer research.

4. The Director of each regular member institution, organization or agency is authorized to appoint a delegate and an alternate to serve as a member of the Board of Directors, one of whom must be the Senior Scientific Director and will cast the one vote for the institution on the Board of Directors. In a Director's absence, his alternate should be able to act with the same authority in transacting the business of the Association.

b. Corresponding membership may be held by selected cancer institutes and centers or other organizations outside the United States with a major component devoted to cancer activities, and should be represented by the Senior Scientific Head in each instance.

c. Individual membership may be held by anyone employed by a regular member institution and nominated by the head of said institution.

Section 3. Procedure for Membership

A completed application form shall be filed with the Secretary-Treasurer at least three months before a meeting of the membership of the Associ-
tion. With the completed application, supporting letters from three member organizations of the Association shall be submitted, indicating the qualifications of the organization requesting regular or corresponding membership. The Secretary-Treasurer will distribute to the regular, corresponding and individual members all pertinent information on each proposal at least two months before a meeting. Any objections by the members should be sent to the Secretary-Treasurer for immediate transmittal to the membership committee.

Section 4. Election to Membership
a. An affirmative vote of four-fifths of the regular members is required for admission for all memberships.

b. The regular members will vote by mail ballot after appropriate discussion at a regular meeting of the membership.

c. The Board of Directors shall have the authority to hold over for further consideration any application which does not fully comply with the foregoing and all other requirements.

d. Regular membership. Organizations elected to regular membership will become members of the Association following notification by the Secretary-Treasurer and will be invited to appoint a delegate and alternate as prescribed in the By-Laws, Article III, Section 2a4. Each institution will notify the Secretary-Treasurer in writing, designating its representatives. These delegates will constitute the Board of Directors of the Association.

e. Corresponding membership. Applications for corresponding membership shall follow the same procedure as that used for regular membership. Corresponding members shall not have the power to vote.

f. Individual membership. Individual members may attend annual meetings, serve on certain committees by appointment and be otherwise organized as the rest of the Association. The President and Board of Directors may involve individual members to discharge the work of the Association.

Section 5. Attendance.
Any member or member institution who has not been properly excused by the Board of Directors and who has not attended at least one called meeting per year may be dropped from membership at the discretion of the Board of Directors.
ARTICLE IV

Meetings

Section 1. Annual Meeting of the Association
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shall also be designated at the President Elect and shall automatically assume the position of President at the termination of the President's term of office.

Section 3. Secretary-Treasurer

The Secretary-Treasurer shall record the minutes of the annual and special meetings of the Association and receive and care for all records and papers belonging to the Association. He or she shall collect dues as fixed by the Board of Directors and shall notify in writing those delinquent in payment. He or she shall be responsible for the safekeeping and disbursement of all funds, shall keep accounts and receive all dues and money belonging to the Association and shall pay out the same on the order of the President. He or she shall obtain a certified public accountant to perform an annual audit and make a report of the results of the audit at the annual meeting of the Association. He or she shall notify each member of the Association as to the time and place of each meeting and provide an agenda for the meeting. He or she shall make and keep a list of the members of the Association in good standing, noting of each their correct names and addresses. The Secretary-Treasurer shall record or cause to be recorded the minutes of the Board of Directors and shall present these minutes to the members of the Association at the annual meeting. Copies of same shall be forwarded to regular members upon request.

Section 4. Executive Committee Authority. The Executive Committee will review all committee reports and, when appropriate, make recommendations to the Association. The Executive Committee shall develop such policies and procedures deemed necessary for the discharge of Association business and shall present these to the Board of Directors and the membership at the annual meeting for their approval. It shall be empowered to act in the name of the Association between Board or Annual Meetings as indicated in Article V, Section 3.

Section 5. Vacancies.

Vacancies occurring in any office of the Association may be filled by an appointee designated by the President, and the individuals so appointed shall hold office until the next Board or annual meeting of the Association.
Section 6. Quorum
Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum. See Article IV, Section 4.

ARTICLE VII
Committees

The President shall be entitled to designate such committees as he may deem to be in the best interests of the Association, and shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Association may require. A member of the Board of Directors shall serve as chairman of each committee.

Section 1. The standing committees shall be as follows:
a. Executive Committee of the Board of Directors.
b. Finance Committee
c. Membership Committee
d. Arrangements and Public Relations Committee
e. Policy and Programs Committee
f. Nominating Committee
g. By-Laws Committee

Section 2. Duties of Committees.
a. Board of Directors. Refer to Article V, Section 2.
b. Finance Committee. The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association appointed or reappointed by the President at the time of the annual meeting.

It shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and to audit the financial records submitted by the Secretary-Treasurer.
c. Membership Committee. The membership committee shall consist of a chairman appointed by the President from the Board of Directors and four additional members. The committee shall review all applications, letters of recommendation and all other data pertinent to the candidate organization's application for membership. They shall also consider any objections which may be raised by the membership. After due deliberation,
the committee will submit in writing its recommendation for approval or disapproval to the Secretary-Treasurer for review by the Board at a called meeting of the Board. With approval of the Board of Directors, the application will be considered at the next meeting of the membership.

d. Arrangements and Public Relations Committee. The Arrangements and Public Relations Committee shall consist of a chairman appointed by the President, and additional members from the host organization. The Secretary-Treasurer shall be an ex-officio member of the Committee. They shall make local arrangements for the meetings and shall approve before release to the press all items of public interest about the meetings and the Association. It shall be their duty to promote good public relations. All press releases shall be made in the name of the President of the Association.

e. Policy and Programs Committee. The Policy and Programs Committee shall consist of three members appointed by the President to serve for one year. The Chairman shall be appointed by the President from the Board of Directors. The Committee shall review the policies of the Association which may affect its objectives as they interface with various national and international organizations. The Committee also shall keep continuously under surveillance and review both national and international programs with which the Association may interact, and recommend other Association opportunities which exist for international efforts. The findings and recommendations of the Committee are to be reported to the Board of Directors two months prior to the annual meeting of the Association.

f. Nominating Committee. The Nominating Committee shall consist of three regular members appointed by the President to serve for one year. The Chairman of this committee shall be appointed by the President of the Association. The committee shall nominate the following officers to be voted upon by the Board of Directors at the annual meeting: Vice-President (President-Elect), Secretary-Treasurer and one regular member to the executive committee. Nothing in this By-Law shall be construed as preventing nominations for these Association offices from the floor.

g. By-Laws Committee. The Committee on By-Laws shall consist of a chairman and at least two members appointed by the President to serve for one year. It shall be the duty of this committee to receive from the membership suggested changes in the By-Laws and to recommend to the
membership those changes which it deems necessary and desirable.

Section 3. Ad Hoc Committees and Liaison Representatives.

a. Ad Hoc Committees. Ad Hoc Committees shall consist of three or more members appointed by the President to serve only for such time as is necessary to complete the mission assigned.

b. Liaison Representatives. The President shall appoint a person or persons to act in a liaison capacity between any association or organization and the Association of American Cancer Insitutes as the circumstances demand; this appointment shall be mutually agreeable to both organizations.

ARTICLE VIII
Contracts, Grants, Loans, Checks and Deposits

Section 1. Contracts and Grants
The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, accept grants, or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans.
No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances in which the Association owns insured collateral with an appraised value equal to or greater than the value of the loan. However, no loan in excess of $1000.00 shall be contracted unless the President first presents the loan proposal at a membership meeting and a resolution is adopted by a majority of the voting members present approving the loan.

Section 3. Checks, Drafts and Other Monetary Orders.
All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Secretary-Treasurer or by such officer or officers, agent or agents of the Association as may be designated and in such manner as shall from time to time be determined by resolution of the Board of Directors.
Section 4. Deposits.
All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

Dues

Annual dues may be established by the Association in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Association shall be approved at the annual meeting of the Association.

ARTICLE X

Amendments

An amendment to the By-Laws must be proposed first in writing to the Committee on By-Laws and then submitted to the Secretary-Treasurer of the Association at least two months before a regular meeting at which the amendment is to be acted upon. The Secretary-Treasurer shall notify the members of the Association of the proposed amendment at least thirty days before the meeting. It shall be voted upon at any regular or special meeting of the Association unless otherwise stated by the Secretary-Treasurer at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all regular members shall be necessary for its passage.

ARTICLE XI

Rules of Order

The deliberations of the Association shall be governed by parliamentary usage as contained in Roberts' Rules of Order unless otherwise determined by a two-thirds vote of the voting members present.

ARTICLE XII

Miscellaneous

No part of the assets of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association 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. No substantial part of the activities of the Association shall be the carrying on of
propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII

Indemnification of Officers and Directors Against Liabilities and Expenses in Action

A director of officer, or former director or officer of this Association, and his legal representative, shall be indemnified by the Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer. The Association shall not, however, indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Association shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct but in taking such action any director involved shall not be qualified to vote thereon; and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter it shall be determined by a committee
of three persons appointed by the President at a duly called special
meeting or at a regular meeting. In determining whether or not a director
or officer was guilty of negligence or misconduct in relation to any such
matters, the Board of Directors or committee appointed by the President,
as the case may be, may rely conclusively upon an opinion of independent
legal counsel selected by the Board or committee.

ARTICLE XIV
Dissolution

Upon the dissolution of the Association, the Board of Directors shall,
after paying or making provision for the payment of all the liabilities
of the Association, dispose of all the assets of the Association exclusively
for the purposes of the Association in such manner, or to such organization
or organizations organized and operated exclusively for charitable, edu­
cational, religious, or scientific purposes as shall at the time qualify
as an exempt organization or organizations under Section 501 (c) (3)
of the Internal Revenue Code of 1954 (or the corresponding provision of
any future United States Internal Revenue Law), as the Board of Directors
so disposed of shall be disposed of by the Circuit Court of the county
in which the principal office of the Association is located at the time
of dissolution, exclusively for such purposes or to such organization
or organizations, as said County shall determine, which are organized
and operated exclusively for such purposes.

ARTICLE XV
Repeal of Prior By-Laws

Upon the adoption of these By-Laws all previous constitutions and By-Laws
are hereby repealed.

Adopted on the _______________ day of ______________, 197_.

The Association of American Cancer Institutes

Attest:

By:

_________________________________  ____________________________
Secretary-Treasurer                    President
17 December 1973

Murray M. Copeland, M.D.
Member - AACI By-Law Committee
M. D. Anderson Hospital and Tumor Institute
Houston, Texas  77025

Ramon E. Llobet, M.D.
Member - AACI By-Law Committee
I. Gonzalez Martinez Oncologic Hospital
Puerto Rico Medical Center
P. O. Box 1811
Hato Rey, Puerto Rico  00919

Gentlemen:

In attempting to appoint committees for the coming year, it became very apparent that the presently authorized participation in AACI business is too restrictive for the following reasons:

1. Each member organization can appoint only three delegates. These delegates are too few in number and too restrictive in interests to permit the appointment of committees with sufficient numbers and talents to get the AACI work done if only appointed delegates can serve on committees.

2. Much talent exists in member organizations that is not being utilized. The president does not have access to a complete list of this talent and the by-laws provide no mechanism for participation of needed individuals.

Also, in discussions in Houston on December 14, it was apparent that the by-laws need to be interpreted in such a way as to permit membership of coordinated cancer centers within universities. A provision must also exist in the by-laws for periodic recertification of membership to insure that categorical cancer orientation is retained.

These points will be further discussed in Puerto Rico, but with these problems in mind, I recommend that the by-law committee consider endorsement of the attached changes.

Sincerely,

John S. Spratt, Jr., M.D.
Chairman - By-Law Committee

Attachment

cc:  R. Lee Clark, M.D.*
      Gerald P. Murphy, M.D.
      Timothy R. Talbot, Jr., M.D.

Edwin A. Mirand, M.D.
Robert O. Johnson, M.D.
William B. Hutchinson, M.D.
PROPOSED REVISIONS
ASSOCIATION OF AMERICAN CANCER INSTITUTES
BY-LAWS

Article II - Objectives
Add a sixth objective:
6. To afford an opportunity for senior scientists and administrators within cancer centers to meet at appropriate intervals to discuss mutual problems.

Article III - Membership
Section 1 - Change to read:
The membership of the Association shall be divided into three classes: regular membership, corresponding membership and individual membership.

Article III - Membership
Section 2 - Add paragraph "c" as follows:
c. Individual membership. Any clinician, scientist or administrator who is a full time employee of a cancer center holding a regular membership in the AACI may hold an individual membership in the AACI.

Article III - Membership
Section 3 - Procedure for Membership - Add introductory paragraph:
The Secretary-Treasurer shall design membership applications for each category of member. These applications shall insure that all relevant information is collected to insure evaluation of the applicant as a categorical cancer center or as a full-time clinician, scientist or administrator in such a center. The categorical cancer orientation of each center must be recertified at least every three years. Eligibility
for individual membership must be recertified annually.
(The balance of Section 3 remains unchanged.)

Article III - Membership

Section 3 - Paragraph "a" - Change last sentence to read:
These will constitute the Board of Directors of the Association.

Article V - Officers and Board of Directors

Section 2 - Change to read:
The Board of Directors shall consist of the officers of the Association, the immediate past president and the appointed delegates of member institutions. The Board of Directors shall serve as the Executive Committee of the Association. The Secretary-Treasurer shall recertify the eligibility of the individual members of the Board of Directors on an annual basis.
BY-LAWS
FOR THE
ASSOCIATION OF AMERICAN CANCER INSTITUTES
Revised November 12, 1972

ARTICLE I

Name

The Association shall be called the Association of American Cancer Institutes and shall here and after be designated as the Association.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. to support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities among groups with predominant interests in cancer;

2. to foster educational and training opportunities in the appropriate biomedical sciences;

3. to provide guidance to private and civic organizations concerning cancer research, both lay and professional education, medical care and
rehabilitation of cancer patients;

4. to hold meetings of the membership in order to expedite the
aforementioned purposes; and

5. to afford an opportunity for all directors of cancer institutes
throughout the world to meet at appropriate intervals to discuss mutual
problems.

ARTICLE III

Membership

Section 1. Classes of Membership.

The membership of the Association shall be divided into two classes:

Regular Membership and Corresponding Membership.

Section 2. Qualifications for Membership.

a. Regular Membership of the Association of American Cancer Institutes
shall include only those institutions and/or organizations within the
United States which have coordinated interdisciplinary programs such as:

(1) Cancer institutes and/or centers which include a wide variety of
clinical disciplines related to patient care, a broad range of research
and training programs which include clinical and biologic science,

(genetics, carcinogenesis, virology, immunology, cytokinetics,
biomathematics, medical pharmacology, developmental therapeutics,
radiation biology, surgery, animal models, etc.).

(2) A major component of an organization of institution (i.e. of a
medical school, university, division of an industrial organization,
etc.) which will permit emphasis on manpower largely engaged in a
broad spectrum of cancer research and training.

(3) Federal agencies with major cancer oriented programs as noted
in Section 2a(1) or 2a(2) above will be invited to participate in
the activities of the Association.

A pedagogical mechanism must obtain in the categories above, where
applicable, which will permit greater emphasis on recruitment of
graduate and postgraduate students into basic or clinical cancer
research.

(4) Each Regular Member institution, organization or agency is
authorized to appoint up to three representatives, one of whom must
be the Senior Scientific Director and will cast the one vote for the institution. In a Director's absence, his designee should be able to act with the same authority in transacting the business of the Association.

b. Corresponding Membership may be held by selected cancer institutes and centers or other organizations outside the United States with a major component devoted to cancer activities, and should be represented by the Senior Scientific Head in each instance.

Section 3. Procedure for Membership.

A completed application form shall be filed with the Secretary-Treasurer at least three months before a meeting of the membership of the Association.

With the completed application, supporting letters from three member organizations of the Association shall be submitted, indicating the qualifications of the organization requesting Regular or Corresponding Membership. The Secretary-Treasurer will distribute to the Regular or Corresponding members all pertinent information on each proposal at least two months before a meeting. Any objections by the members should be sent to the Secretary-Treasurer for immediate transmittal to the Membership Committee.
The Board of Directors shall have power to hold over for further consideration any applications that do not fully comply with the foregoing and all other requirements.

The Regular members will vote by mail ballot, after appropriate discussion at a regular meeting of the membership; an affirmative vote of four-fifths of the Regular members will constitute election.

a. Regular Membership.

Organizations elected to Regular membership will become members of the Association following notification by the Secretary-Treasurer and will be invited to appoint the appropriate number of representatives as prescribed in the By-laws, Article III, Section 2a(4).

Each institution will notify the Secretary-Treasurer, in writing, designating its representatives. These will constitute the active membership of the Association.

b. Corresponding Membership.

Applications for Corresponding membership shall follow the same procedure as that used for Regular membership. Corresponding members shall not have the power to vote.
Section 4. Attendance.

Any member who has not been properly excused by the Board of Directors, and who has not attended at least one called meeting per year, may be dropped from membership at the discretion of the Board of Directors.

ARTICLE IV

Meetings

Section 1. Annual Meeting of the Membership.

The President shall call at least one annual meeting of the membership. The place and time of a scheduled meeting may be changed if all of the officers agree to such a change.

Section 2. Special Meetings.

Special meetings of the Association shall be held at the call of the President or at the call of a majority of the Board of Directors, or upon written request of at least ten percent of the total membership of the Association who are eligible to vote delivered to the President.

Upon receipt of such notice, the President shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.
Section 3. **Notice of Meetings.**

All members of the Association shall be notified in writing at least ten (10) days in advance of any meeting. It shall not be required that the notice state the object of the meeting unless a change of By-laws or Articles of Incorporation, or the subject of incurring financial debt, or the dissolution of the Association is to be considered, in which case the notice shall so specify.

Section 4. **Quorum.**

Fifty percent (50%) of the voting members of the Association shall constitute a quorum to conduct business. In lieu of a quorum, the Secretary-Treasurer may poll the membership by mail on specific actions at the instruction of the President.

Section 5. **Voting Procedure.**

Except where provided otherwise in the By-laws, all questions arising in the business meetings of the Association, including the Board of Directors, the Standing Committees, and Ad Hoc Committees, shall be decided by the majority of votes cast and, in every case of a tie, the Chairman shall have a casting vote.
Voting, initially, shall be a voice vote or by a show of hands, or by a secret ballot if demanded.

ARTICLE V

Officers and Board of Directors

Section 1. The officers of the Association shall consist of a President, Vice-President, and Secretary-Treasurer. The Vice-President shall also be designated as President-Elect of the Association.

Section 2. The Board of Directors shall consist of the officers of the Association, the immediate past President, and the elected directors. The Board of Directors shall serve as the Executive Committee of the Association. Six directors shall be elected at the first meeting following adoption of the By-laws (1972), to serve the following terms: two for three years, two for two years, and two for one year. After the first year, two directors shall be elected annually. At each annual meeting of the Association, two members of the Board of Directors shall be elected to serve for a period of three years.

Section 3. The President and the Vice-President shall be elected at the annual meeting by a majority vote of all members present who are entitled
to vote. They shall serve until the next annual meeting of the Association, or until their respective successors have been elected and have qualified.

The Secretary-Treasurer shall be elected at an annual meeting of the Association and shall serve for three years, or until his successor is elected and has qualified.

ARTICLE I

Duties of Officers and Board of Directors

Section 1. President

The President shall preside at the meetings of the Association and the Board of Directors and shall perform such other duties as custom and parliamentary usage may require. He shall appoint all committees and shall designate those Association members who may countersign all Association checks or drafts. He shall be the titular head of the Association during his term of office. It shall be his responsibility to promote the scientific achievements of the profession and to foster harmonious relationships throughout the membership.

Section 2. Vice-President.

The Vice-President shall preside in the absence of the President and on
his death, resignation or removal, shall succeed to the Presidency for
the unexpired portion of the President's term of office. He shall also
be designated as the President-Elect and shall automatically assume the
position of President at the termination of the President's term of office.

Section 3. Secretary-Treasurer.

The Secretary-Treasurer shall record the minutes of the annual and special
meetings of the Association and receive and care for all records and
papers belonging to the Association. He shall collect dues as fixed by
the Association and shall notify in writing those delinquent in payment
of their dues. He shall be responsible for the safekeeping and disburse-
ment of all funds, shall keep accounts and receive all dues and money
belonging to the Association and shall pay out the same on the order of
the President. He shall obtain a certified public accountant to perform
an annual audit and make a report of the results of the audit at the annual
meeting of the Association. He shall notify each member of the Association
as to the time and place of each meeting and whenever possible give the
program for the meeting. He shall make and keep a list of the members of
the Association in good standing, noting of each his correct name and address.
The Secretary-Treasurer shall record the minutes of the Board of Directors and shall present these minutes to the members of the Association at the annual meeting.

Section 4. Board of Directors.

The Board of Directors will review all committee reports and make appropriate recommendations to the Association. The Board of Directors shall develop such policies and procedures deemed necessary for the discharge of Association business and shall present these to the membership at the annual meeting for their approval. It shall be empowered to act in the name of the Association between annual meetings.

Section 5. Vacancies.

Vacancies occurring in any office of the Association may be filled by an appointee designated by the President, and the individuals so appointed shall hold office until the next meeting of the Association.

Section 6. Quorum.

Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum.
ARTICLE VII

Committees

The President shall be entitled to designate such committees as he may deem to be in the best interests of the Association, and shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Association may require.

A member of the Board of Directors shall serve as chairman of the following committees: Finance, Membership, and Policy and Programs Committee.

Section 1. The standing committees shall be as follows:

a. Board of Directors (Executive Committee)

b. Finance Committee

c. Membership Committee

d. Arrangements and Public Relations Committee

e. Policy and Programs Committee

f. Nominating Committee

g. By-laws Committee

Section 2. Duties of Committees.

a. Board of Directors. Refer to Article VI, Section 4.
b. Finance Committee. The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association appointed or reappointed by the President at the time of the annual meeting.

It shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and to audit the financial records submitted by the Secretary-Treasurer.

c. Membership Committee. The Membership Committee shall consist of a Chairman appointed by the President from the Board of Directors and four additional members.

The Committee shall review all applications, letters of recommendation and all other data pertinent to the candidate organization's application for membership. They shall also consider any objections which may be raised by the membership.

After due deliberation, the Committee will submit in writing its recommendation for approval or disapproval to the Secretary-Treasurer.
for review by the Board at a called meeting of the Board. With approval of the Board of Directors, the application will be considered at the next meeting of the membership.

d. **Arrangements and Public Relations Committee.** The Arrangements and Public Relations Committee shall consist of a Chairman appointed by the President, and additional members from the host organization. The Secretary-Treasurer shall be an ex-officio member of the Committee. They shall make local arrangements for the meetings, and shall approve, before release to the press, all items of public interest about the meetings and the Association. It shall be their duty to promote good public relations.

e. **Policy and Programs Committee.** The Policy and Programs Committee shall consist of three members appointed by the President to serve for one year. The Chairman shall be appointed by the President from the Board of Directors. The Committee shall review the policies of the Association which may affect its objectives as they interface with various national and international organizations. The Committee also shall keep continuously
under surveillance and review both national and international programs with which the Association may interact, and recommend other Association opportunities which exist for international efforts. The findings and recommendations of the Committee are to be reported to the Board of Directors two months prior to the annual meeting of the Association.

f. Nominating Committee. The Nominating Committee shall consist of three members appointed by the President to serve for one year. The Chairman of this committee shall not be a member of the Board of Directors. The committee shall nominate the following officers, to be voted upon at the executive session of the annual meeting: Vice-President (President-Elect), Secretary-Treasurer, and six members of the Board for three year terms, except that with the adoption of these By-laws two of the six members will be nominated for a one year's term, two members for a two year's term, and two members for a three year's term. Nothing in this By-law shall be construed as preventing nominations for these Association offices from the floor.
g. By-laws Committee. The Committee on By-laws shall consist of a Chairman and at least two members appointed by the President to serve for one year. It shall be the duty of this committee to receive from the membership suggested changes in the By-laws and to recommend to the membership those changes which it deems necessary and desirable.

Section 3. Ad Hoc Committees and Liaison Representatives.

a. Ad Hoc Committees. Ad Hoc Committees shall consist of three or more members appointed by the President to serve only for such time as is necessary to complete the mission assigned.

b. Liaison Representatives. The President shall appoint a person or persons to act in a liaison capacity between any association or organization and the Association of American Cancer Institutes as the circumstances demand; this appointment shall be mutually agreeable to both organizations.

ARTICLE VIII

Contracts, Grants, Loans, Checks and Deposits

Section 1. Contracts and Grants.

The Board of Directors may authorize any officer or officers, agent or agents,
to enter into any contract, accept grants, or execute and deliver any
instrument in the name of and on behalf of the Association, and such
authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the Association and no evidences
of indebtedness shall be issued in its name unless authorized by a resolution
of the Board of Directors. Such authority may be general or confined to
specific instances. However, no loan in excess of $1,000.00 shall be
contracted unless the President first presents the loan proposal at a
membership meeting and a resolution is adopted by a majority of the voting
members present approving the loan.

Section 3. Checks, Drafts and Other Monetary Orders.

All checks, drafts or other orders for the payment of money, notes or
other evidences of indebtedness issued in the name of the Association shall
be signed by the Secretary-Treasurer or by such officer or officers, agent
or agents of the Association as may be designated and in such manner as
shall from time to time be determined by resolution of the Board of Directors.
Section 4. **Deposits.**

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE IX**

**Dues**

Annual dues may be established by the Association in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Association shall be approved at the annual meeting of the Association.

**ARTICLE X**

**Amendments**

An amendment to the By-laws must be proposed in writing to the Committee on By-laws and submitted to the Secretary-Treasurer of the Association at least two months before a regular meeting at which the amendment is to be acted upon. The Secretary-Treasurer shall notify the members of the Association of the proposed amendment at least thirty days before the meeting.
It shall be voted upon at any regular or special meeting of the Association unless otherwise stated by the Secretary-Treasurer at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all regular members shall be necessary for its passage.

ARTICLE XI

Rules of Order

The deliberations of the Association shall be governed by parliamentary usage as contained in Roberts' Rules of Order unless otherwise determined by a two-thirds vote of the voting members present.

ARTICLE XII

Miscellaneous

No part of the assets of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association 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. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association
shall not participate in, or intervene in (including the publishing or
distribution of statements) any political campaign on behalf of any
candidate for public office. Notwithstanding any other provision of
these articles, the Association shall not carry on any other activities
not permitted to be carried on (a) by a corporation exempt from Federal
income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954
(or the corresponding provision of any future United States Internal
Revenue Law) or (b) by a corporation, contributions to which are deductible
under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the
corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII

Dissolution

Upon the dissolution of the Association, the Board of Directors shall,
after paying or making provision for the payment of all the liabilities
of the Association, dispose of all the assets of the Association exclusively
for the purposes of the Association in such manner, or to such organization
or organizations organized and operated exclusively for charitable, edu-
cational, religious, or scientific purposes as shall at the time qualify
as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is located at the time of dissolution, exclusively for such purposes or to such organization or organizations, as said County shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

Repeal of Prior By-laws

Upon the adoption of these By-laws all previous constitutions and By-laws are hereby repealed.

Adopted on the __________ day of _____________, 197.__

The Association of American Cancer Institutes

Attest:                          By:

_____________________________   ________________________
Secretary-Treasurer              President
Indemnification of Officers and Directors Against Liabilities and Expenses in Action

A director or officer, or former director or officer of this Association, and his legal representative, shall be indemnified by the Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer. The Association shall not, however, indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Association shall have first approved such proposed compromise settlement and determined that the director or officer
involved was not guilty of negligence or misconduct but in taking such
action any director involved shall not be qualified to vote thereon;
and if for this reason a quorum of the Board of Directors cannot be
obtained to vote on such matter it shall be determined by a committee
of three persons appointed by the President at a duly called special
meeting or at a regular meeting. In determining whether or not a director
or officer was guilty of negligence or misconduct in relation to any such
matters, the Board of Directors or committee appointed by the President,
as the case may be, may rely conclusively upon an opinion of independent
legal counsel selected by such Board or committee.
MEMORANDUM TO: Dr. R. Lee Clark

Dear Lee:

Please find attached a letter from Jack Spratt sent to the Secretary of AACI as Chairman of the Committee on By-Laws.

As you remember, a hassle took place over the changing of the name of the association at the Seattle meeting. I have written Ed a note to find out exactly what was officially decided. As you know, Jack Spratt, to save $10.00, wanted to change the name from Association of American Cancer Institutes back to American Association of Cancer Institutes, the title he submitted in error to his lawyer when the Articles of Incorporation were drawn up. I remember distinctly when we drew up the new by-laws that some of the members preferred Association of American Cancer Institutes, which they felt more specifically indicated that it was an association of the U.S. rather than the Western Hemisphere. Do you have a preference?

I see nothing wrong with the sixth objective he proposes under Article II.

With reference to different categories of institutions with different voting rights. I would appreciate your thoughts on this matter. (See copy of By-Laws attached, Enclosure I and Enclosure II.)

With reference to the annual meeting; this date has been controversial since we began work on the By-Laws. We finally left it to read "The President shall call at least one annual meeting of the membership. The place and time of a scheduled meeting may be changed if all of the officers agree to such a change”. It would now appear that some of us feel that we need a designated time or season for the annual meeting, with which I agree. At the current time, we have no specific time to meet for the annual meeting or special meetings. (See Article IV, Sections 1 and 2, of the By-Laws, Page 6. What are your thoughts on this?

I would hope to answer Spratt within the next week, if possible.

Very sincerely,

Murray M. Copeland, M.D.
Certificate of Incorporation
A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of
THE AMERICAN ASSOCIATION OF CANCER INSTITUTES
have been received and filed in the office of the Secretary of State and which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify and declare

THE AMERICAN ASSOCIATION OF CANCER INSTITUTES

a body corporate, duly organized this day, that it is entitled to all rights and privileges granted to corporations organized under The General Not For Profit Corporation Law of Missouri; that the address of its initial Registered Office in Missouri is

901 East Broadway, Columbia

and that its period of existence is

perpetual

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 9th day of February, 1973

[Signature]
Secretary of State

RECEIVED OF: THE AMERICAN ASSOCIATION OF CANCER INSTITUTES

[Signature]
Dorothy A. Miller

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.
Dr. Harold P. Rusch, Director  
McArdie Laboratory for Cancer Research  
University of Wisconsin  
450 N. Randall Avenue  
Madison, Wisconsin 53706  

Dear Dr. Rusch:  

Enclosed is a copy of the attorney's reply. I subsequently sent the attorney a copy of the minutes authorizing to proceed with incorporation. The modest cost is no problem and we can manage this. The bylaws still need final action by the bylaws committee and membership, but they are satisfactory for incorporation along with the resolution we passed. 

Please let me know if I should proceed with the submission of the application. Your notarized signature is required in the marked place if you concur. Then either Ed Mirand or Murray Copeland can provide the additional notarized signature. I have provided the third signature. 

Sincerely,  

John S. Spratt, Jr., M.D., M.S.P.H., F.A.C.S.  
Director  

JSS:jd  

Enclosures  

cc: E. Mirand  
     M. Copeland
August 22, 1972

Dr. John S. Spratt, Jr.
Director, Cancer Research Center
Business Loop 70
Columbia, Missouri

Re: American Association of Cancer Institutes

Dear Dr. Spratt:

I am writing this letter for the purpose of answering your inquiry in connection with the proposed chartering of the American Association of Cancer Institutes as a not-for-profit corporation.

1. I feel that the draft of your proposed constitution and by-laws was very well done. There are a few minor changes that could be made, but this can be done at your first annual meeting after incorporation. The documents you prepared should be known solely as the by-laws of the corporation.

2. The advantage of chartering a non-profit corporation in Missouri is that we have a very simple procedure in this state. Missouri recently adopted some special not-for-profit corporation statutes which allow rapid incorporation through the Secretary of State's office. It is not necessary to go into court for a determination of the non-profit status. The only report required in Missouri is an annual report that the corporation is in operation and lists the names and addresses of the officers and directors. Missouri also has the advantage in that the statutes grant broad powers to Missouri not-for-profit corporations, and it is not necessary to spell out in detail in your Articles of Incorporation all the powers you must have. The Internal Revenue Service has also recognized non-profit corporations incorporated under Missouri law as the basis for tax deductible gifts. However, special application must be submitted to the Internal Revenue Service for this purpose.
3. The first step that would be needed to incorporate would be to prepare Articles of Incorporation which should be signed by three or more members of the Committee on Constitution and By-Laws. It is not necessary for the officers of the association or the membership to sign the initial document. The only requirement for annual continuance is the filing of the annual report of the names of the officers and directors.

4. The fees involved would consist of the following:
   a. Incorporation fee to the State of Missouri-$10.00
   b. Annual renewal fee of $1.00 per year.
   c. Total estimated attorneys fees for preparation of Articles of Incorporation; obtaining approval and putting the By-Laws in final form would total $100.00.

Please find enclosed a draft of the proposed Articles of Incorporation which is the first document needed. If these Articles meet with your approval, have three members of your committee sign it and return it to this office and we can proceed from there.

Sincerely yours,

Robert C. Smith

Enc.
State of Missouri ... Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State
CORPORATION DIVISION

ARTICLES OF INCORPORATION
OF A
GENERAL NOT FOR PROFIT CORPORATION
(To be submitted in duplicate by an Attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

We, the undersigned, 

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being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

1. The name of the corporation is: THE AMERICAN ASSOCIATION OF CANCER INSTITUTES

2. The period of duration of the corporation is: perpetual
(Please state "perpetual" or a definite number of years)

3. The address of its initial Registered Office in the State of Missouri is: 901 East Broadway
in the City of Columbia (Zone) County of Boone
and the name of its initial Registered Agent at said Address is: Robert C. Smith

4. The first Board of Directors shall be three in number, their names and addresses being as follows:

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5. The purpose or purposes for which the corporation is organized are:

1. To support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities between groups with
State of Missouri .... Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

ARTICLES OF INCORPORATION

OF A

GENERAL NOT FOR PROFIT CORPORATION

(To be submitted in duplicate by an Attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

We, the undersigned,

(Dot last three letters)

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1. The name of the corporation is:

THE AMERICAN ASSOCIATION OF CANCER INSTITUTES

2. The period of duration of the corporation is: perpetual

3. The address of its initial Registered Office in the State of Missouri is: 901 East Broadway

in the City of Columbia

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5. The purpose or purposes for which the corporation is organized are:

1. To support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities between groups with predominant interests in cancer.

2. To foster educational and training opportunities in the appropriate biomedical sciences.

3. To provide guidance to private and civic organizations concerning cancer research, both lay and professional education, medical care and rehabilitation of cancer patients.
3. To hold meetings of the membership in order to expedite the aforementioned purposes, and

4. To afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

(NOTE: Any special provision authorized or permitted by statute to be contained in the Articles of Incorporation may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

[Signature]
Incorporator

VERIFICATION

STATE OF

COUNTY OF

I, , a Notary Public, do hereby certify that on the day of , 1977, personally appeared before me and being first duly sworn by me acknowledged that he signed as his free act and deed the foregoing document in the respective capacity therein set forth and declared that the statements therein contained are true to his best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Notary Public

[Seal]
My Commission Expires

that he signed as his free act and deed the foregoing document in the respective capacity therein set forth and declared that the statements therein contained are true to his best knowledge and belief.
4. To hold meetings of the membership in order to expedite the aforementioned purposes, and

5. To afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

STATE OF MISSOURI
County of BOONE

I, Dr. John S. Spratt, Jr. (State of Incorporation)

personally appeared before me and being first duly sworn by me acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Notary Public

My commission expires:

STATE OF ____________________________
COUNTY OF ____________________________

I, ____________________________ (State of Incorporation)

personally appeared before me and being first duly sworn by me acknowledged that he signed as his free act and deed the foregoing document in the respective capacity therein set forth and declared that the statements therein contained are true to his best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Notary Public

My Commission Expires:
BY-LAWS
FOR THE
ASSOCIATION OF AMERICAN CANCER INSTITUTES
Revised November 12, 1972

ARTICLE I

Name

The Association shall be called the Association of American Cancer Institutes and shall here and after be designated as the Association.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. to support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities among groups with predominant interests in cancer;

2. to foster educational and training opportunities in the appropriate biomedical sciences;

3. to provide guidance to private and civic organizations concerning cancer research, both lay and professional education, medical care and
rehabilitation of cancer patients;

4. to hold meetings of the membership in order to expedite the
aforementioned purposes; and

5. to afford an opportunity for all directors of cancer institutes
throughout the world to meet at appropriate intervals to discuss mutual
problems.

ARTICLE III

Leadership

Section I. Council of Leadership.

The membership of the Association shall be divided into the classes:

Regular Membership and Corresponding Membership.

Section II. Qualifications for Membership.

(1) Regular Membership of the American Association for Cancer Institute shall include only those institutions and/or organizations within the United States which will be designated as Comprehensive Cancer Treatment Centers and have coordinated multidisciplinary programs such as:

- Research Cancer Institute and/or Centers which include a
  wide variety of clinical disciplines related to patient care, a broad range
  of research and training programs which include clinical and biologic
  sciences, (histopathologic, virology, immunology, cytogenetics,
  biochemistry, medical pharmacology, developmental therapeutics, radiation
  biology, surgery, animal models, etc.).
(2) Special Cancer Center, which is a major component of an organization or institution (i.e. of a medical school, university, division of industrial organization, etc.) which will permit emphasis on manpower largely engaged in a broad spectrum of cancer research and training.

(3) Special Cancer Center which is an institution within the United States not related to a medical school, university, division of industrial organization, etc. but which place emphasis on the manpower largely engaged on a spectrum of clinical activities which serve as focal points for development and training and/or research providing quality care for cancer patients. These clinical activities must also provide education, training and/or research with clinical application for a regional area which is sparsely populated.

(4) Federal agencies with major cancer oriented programs as noted Section 2a(1) or 2a(2) above will be invited to participate in the activities of the Association.

Pedagogical mechanism must obtain in the categories above where applicable which will permit greater emphasis on recruitment of graduate and post-graduate students into basic or clinical cancer research and which will provide cooperative programs with the local medical profession, hospitals, etc.

(5) Each Regular Member institution, organization, or agency is authorized to appoint up to three representatives, one of whom must be the Senior Scientific Director.

b. Corresponding Membership may be held by selected cancer institutes and centers or other organizations outside the United States with a major component devoted to cancer activities, and should be represented by the Senior Scientific Head in each instance.
and training programs which include clinical and biologic science, (genetics, carcinogenesis, virology, immunology, cytokinetics, biomathematics, medical pharmacology, developmental therapeutics, radiation biology, surgery, animal models, etc.).

(2) A major component of an organization of institution (i.e. of a medical school, university, division of an industrial organization, etc.) which will permit emphasis on manpower largely engaged in a broad spectrum of cancer research and training.

(3) Federal agencies with major cancer oriented programs as noted in Section 2a(1) or 2a(2) above will be invited to participate in the activities of the Association.

A pedagogical mechanism must obtain in the categories above, where applicable, which will permit greater emphasis on recruitment of graduate and postgraduate students into basic or clinical cancer research.

(4) Each Regular Member institution, organization or agency is authorized to appoint up to three representatives, one of whom must
be the Senior Scientific Director and will cast the one vote for the institution. In a Director's absence, his designee should be able to act with the same authority in transacting the business of the Association.

b. Corresponding Membership may be held by selected cancer institutes and centers or other organizations outside the United States with a major component devoted to cancer activities, and should be represented by the Senior Scientific Head in each instance.

Section 3. Procedure for Membership.

A completed application form shall be filed with the Secretary-Treasurer at least three months before a meeting of the membership of the Association. With the completed application, supporting letters from three member organizations of the Association shall be submitted, indicating the qualifications of the organization requesting Regular or Corresponding Membership. The Secretary-Treasurer will distribute to the Regular or Corresponding members all pertinent information on each proposal at least two months before a meeting. Any objections by the members should be sent to the Secretary-Treasurer for immediate transmittal to the Membership Committee.
The Board of Directors shall have power to hold over for further consideration any applications that do not fully comply with the foregoing and all other requirements.

The Regular members will vote by mail ballot, after appropriate discussion at a regular meeting of the membership; an affirmative vote of four-fifths of the Regular members will constitute election.

a. Regular Membership.

Organizations elected to Regular membership will become members of the Association following notification by the Secretary-Treasurer and will be invited to appoint the appropriate number of representatives as prescribed in the By-laws, Article III, Section 2a(4).

Each institution will notify the Secretary-Treasurer, in writing, designating its representatives. These will constitute the active membership of the Association.

b. Corresponding Membership.

Applications for Corresponding membership shall follow the same procedure as that used for Regular membership. Corresponding members shall not have the power to vote.
Section 4. Attendance.

Any member who has not been properly excused by the Board of Directors, and who has not attended at least one called meeting per year, may be dropped from membership at the discretion of the Board of Directors.

ARTICLE IV

Meetings

Section 1. Annual Meeting of the Membership.

The President shall call at least one annual meeting of the membership.

The place and time of a scheduled meeting may be changed if all of the officers agree to such a change.

Section 2. Special Meetings.

Special meetings of the Association shall be held at the call of the President or at the call of a majority of the Board of Directors, or upon written request of at least ten percent of the total membership of the Association who are eligible to vote delivered to the President.

Upon receipt of such notice, the President shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.
Section 3. Notice of Meetings.

All members of the Association shall be notified in writing at least ten (10) days in advance of any meeting. It shall not be required that the notice state the object of the meeting unless a change of By-laws or Articles of Incorporation, or the subject of incurring financial debt, or the dissolution of the Association is to be considered, in which case the notice shall so specify.

Section 4. Quorum.

Fifty percent (50%) of the voting members of the Association shall constitute a quorum to conduct business. In lieu of a quorum, the Secretary-Treasurer may poll the membership by mail on specific actions at the instruction of the President.

Section 5. Voting Procedure.

Except where provided otherwise in the By-laws, all questions arising in the business meetings of the Association, including the Board of Directors, the Standing Committees, and Ad Hoc Committees, shall be decided by the majority of votes cast and, in every case of a tie, the Chairman shall have a casting vote.
Voting, initially, shall be a voice vote or by a show of hands, or by a secret ballot if demanded.

**ARTICLE V**

**Officers and Board of Directors**

**Section 1.** The officers of the Association shall consist of a President, Vice-President, and Secretary-Treasurer. The Vice-President shall also be designated as President-Elect of the Association.

**Section 2.** The Board of Directors shall consist of the officers of the Association, the immediate past President, and the elected directors.

The Board of Directors shall serve as the Executive Committee of the Association. Six directors shall be elected at the first meeting following adoption of the By-laws (1972), to serve the following terms:

two for three years, two for two years, and two for one year. After the first year, two directors shall be elected annually. At each annual meeting of the Association, two members of the Board of Directors shall be elected to serve for a period of three years.

**Section 3.** The President and the Vice-President shall be elected at the annual meeting by a majority vote of all members present who are entitled
to vote. They shall serve until the next annual meeting of the Association, or until their respective successors have been elected and have qualified.

The Secretary-Treasurer shall be elected at an annual meeting of the Association and shall serve for three years, or until his successor is elected and has qualified.

ARTICLE VI

Duties of Officers and Board of Directors

Section 1. President

The President shall preside at the meetings of the Association and the Board of Directors and shall perform such other duties as custom and parliamentary usage may require. He shall appoint all committees and shall designate those Association members who may countersign all Association checks or drafts. He shall be the titular head of the Association during his term of office. It shall be his responsibility to promote the scientific achievements of the profession and to foster harmonious relationships throughout the membership.

Section 2. Vice-President.

The Vice-President shall preside in the absence of the President and on
his death, resignation or removal, shall succeed to the Presidency for
the unexpired portion of the President's term of office. He shall also
be designated as the President-Elect and shall automatically assume the
position of President at the termination of the President's term of office.

Section 3. Secretary-Treasurer.

The Secretary-Treasurer shall record the minutes of the annual and special
meetings of the Association and receive and care for all records and
papers belonging to the Association. He shall collect dues as fixed by
the Association and shall notify in writing those delinquent in payment
of their dues. He shall be responsible for the safekeeping and disburse-
ment of all funds, shall keep accounts and receive all dues and money
belonging to the Association and shall pay out the same on the order of
the President. He shall obtain a certified public accountant to perform
an annual audit and make a report of the results of the audit at the annual
meeting of the Association. He shall notify each member of the Association
as to the time and place of each meeting and whenever possible give the
program for the meeting. He shall make and keep a list of the members of
the Association in good standing, noting of each his correct name and address.
The Secretary-Treasurer shall record the minutes of the Board of Directors and shall present these minutes to the members of the Association at the annual meeting.

Section 4. Board of Directors.

The Board of Directors will review all committee reports and make appropriate recommendations to the Association. The Board of Directors shall develop such policies and procedures deemed necessary for the discharge of Association business and shall present these to the membership at the annual meeting for their approval. It shall be empowered to act in the name of the Association between annual meetings.

Section 5. Vacancies.

Vacancies occurring in any office of the Association may be filled by an appointee designated by the President, and the individuals so appointed shall hold office until the next meeting of the Association.

Section 6. Quorum.

Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum.
ARTICLE VII

Committees

The President shall be entitled to designate such committees as he may deem to be in the best interests of the Association, and shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Association may require.

A member of the Board of Directors shall serve as chairman of the following committees: Finance, Membership, and Policy and Programs Committee.

Section 1. The standing committees shall be as follows:

a. Board of Directors (Executive Committee)

b. Finance Committee

c. Membership Committee

d. Arrangements and Public Relations Committee

e. Policy and Programs Committee

f. Nominating Committee

g. By-laws Committee

Section 2. Duties of Committees.

a. Board of Directors. Refer to Article VI, Section 4.
b. **Finance Committee.** The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association appointed or reappointed by the President at the time of the annual meeting.

It shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and to audit the financial records submitted by the Secretary-Treasurer.

c. **Membership Committee.** The Membership Committee shall consist of a Chairman appointed by the President from the Board of Directors and four additional members.

The Committee shall review all applications, letters of recommendation and all other data pertinent to the candidate organization's application for membership. They shall also consider any objections which may be raised by the membership.

After due deliberation, the Committee will submit in writing its recommendation for approval or disapproval to the Secretary-Treasurer.
for review by the Board at a called meeting of the Board. With approval of the Board of Directors, the application will be considered at the next meeting of the membership.

d. Arrangements and Public Relations Committee. The Arrangements and Public Relations Committee shall consist of a Chairman appointed by the President, and additional members from the host organization.

The Secretary-Treasurer shall be an ex-officio member of the Committee.

They shall make local arrangements for the meetings, and shall approve, before release to the press, all items of public interest about the meetings and the Association. It shall be their duty to promote good public relations.

e. Policy and Programs Committee. The Policy and Programs Committee shall consist of three members appointed by the President to serve for one year. The Chairman shall be appointed by the President from the Board of Directors.

The Committee shall review the policies of the Association which may affect its objectives as they interface with various national and international organizations. The Committee also shall keep continuously
under surveillance and review both national and international
programs with which the Association may interact, and recommend
other Association opportunities which exist for international
efforts. The findings and recommendations of the Committee are to
be reported to the Board of Directors two months prior to the annual
meeting of the Association.

f. Nominating Committee. The Nominating Committee shall consist
of three members appointed by the President to serve for one year.
The Chairman of this committee shall not be a member of the Board of
Directors. The committee shall nominate the following officers, to
be voted upon at the executive session of the annual meeting: Vice-
President (President-Elect), Secretary-Treasurer, and six members of
the Board for three year terms, except that with the adoption of these
By-laws two of the six members will be nominated for a one year's term,
two members for a two year's term, and two members for a three year's
term. Nothing in this By-law shall be construed as preventing nominations
for these Association offices from the floor.
8. **By-laws Committee.** The Committee on By-laws shall consist of a Chairman and at least two members appointed by the President to serve for one year. It shall be the duty of this committee to receive from the membership suggested changes in the By-laws and to recommend to the membership those changes which it deems necessary and desirable.

Section 3. **Ad Hoc Committees and Liaison Representatives.**

a. **Ad Hoc Committees.** Ad Hoc Committees shall consist of three or more members appointed by the President to serve only for such time as is necessary to complete the mission assigned.

b. **Liaison Representatives.** The President shall appoint a person or persons to act in a liaison capacity between any association or organization and the Association of American Cancer Institutes as the circumstances demand; this appointment shall be mutually agreeable to both organizations.

**ARTICLE VIII**

**Contracts, Grants, Loans, Checks and Deposits**

Section 1. **Contracts and Grants.**

The Board of Directors may authorize any officer or officers, agent or agents,
to enter into any contract, accept grants, or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. However, no loan in excess of $1,000.00 shall be contracted unless the President first presents the loan proposal at a membership meeting and a resolution is adopted by a majority of the voting members present approving the loan.

Section 3. Checks, Drafts and Other Monetary Orders.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Secretary-Treasurer or by such officer or officers, agent or agents of the Association as may be designated and in such manner as shall from time to time be determined by resolution of the Board of Directors.
Section 4. Deposit.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

Dues

Annual dues may be established by the Association in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Association shall be approved at the annual meeting of the Association.

ARTICLE X

Amendments

An amendment to the By-laws must be proposed in writing to the Committee on By-laws and submitted to the Secretary-Treasurer of the Association at least two months before a regular meeting at which the amendment is to be acted upon. The Secretary-Treasurer shall notify the members of the Association of the proposed amendment at least thirty days before the meeting.
It shall be voted upon at any regular or special meeting of the Association unless otherwise stated by the Secretary-Treasurer at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all regular members shall be necessary for its passage.

ARTICLE XI

Rules of Order

The deliberations of the Association shall be governed by parliamentary usage as contained in Roberts' Rules of Order unless otherwise determined by a two-thirds vote of the voting members present.

ARTICLE XII

Miscellaneous

No part of the assets of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association 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. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association
shall not participate in, or intervene in (including the publishing or
distribution of statements) any political campaign on behalf of any
candidate for public office. Notwithstanding any other provision of
these articles, the Association shall not carry on any other activities
not permitted to be carried on (a) by a corporation exempt from Federal
income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954
(or the corresponding provision of any future United States Internal
Revenue Law) or (b) by a corporation, contributions to which are deductible
under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the
corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII

Dissolution

Upon the dissolution of the Association, the Board of Directors shall,
after paying or making provision for the payment of all the liabilities
of the Association, dispose of all the assets of the Association exclusively
for the purposes of the Association in such manner, or to such organization
or organizations organized and operated exclusively for charitable, edu-
cational, religious, or scientific purposes as shall at the time qualify
as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is located at the time of dissolution, exclusively for such purposes or to such organization or organizations, as said County shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

Repeal of Prior By-laws

Upon the adoption of these By-laws all previous constitutions and By-laws are hereby repealed.

Adopted on the ___________ day of _______________, 197__.

The Association of American Cancer Institutes

Attest: ____________________________  By: ____________________________

Secretary-Treasurer  President
**Indemnification of Officers and Directors Against Liabilities and Expenses in Action**

A director or officer, or former director or officer of this Association, and his legal representative, shall be indemnified by the Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer. The Association shall not, however, indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Association shall have first approved such proposed compromise settlement and determined that the director or officer
involved was not guilty of negligence or misconduct but in taking such action any director involved shall not be qualified to vote thereon; and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the President at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by the President, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee.
Suggested recommendation for revision of the By-Laws with reference to membership, Article III, Section 2. The recommendation to become 2a (3) and (3) to become (4).

Add a 2a (3) category of membership: "for institutions within the U.S. which are not related to a medical school, university, division of industrial organization, etc., but which place emphasis on manpower largely engaged in a spectrum of clinical cancer activities which serve as focal points for the development of training and/or research providing quality care for cancer patients. These clinical activities must also provide education, training and/or research with clinical application for a regional area which is sparsely populated".
July 19, 1973

John S. Spratt, Jr., M. D., Director
Cancer Research Center
Business Loop 70 and Garth Avenue
Columbia, Missouri 65201

Dear Jack:

With reference to your letter of July 3, 1973, to Dr. Ed Miranda concerning the AACI By-Laws, I have the following to report: I have talked with Doctor Clark about the changing of the name of the association from "Association of American Cancer Institutes" to "American Association of Cancer Institutes." We are both agreed that the title should remain namely "Association of American Cancer Institutes." The error was made in incorporating the organization and can be corrected with appropriate legal action. You remember that the action taken at the meeting in Seattle reaffirmed that the name should not be changed.

With reference to Article 2, adding the sixth objective as you propose is acceptable. It appears to express the consensus of opinion from the last meeting.

We agree that the time of the Annual Meeting should have a specific month of the year established and that the month of chartering, namely January, is an appropriate one.

With reference to categories of membership, one only has to review the old minutes and the previous constitutions of the organization to discern the progress and problems inherent in dealing with qualifications for membership beginning in 1959. In 1966 the following note was found in the minutes of a meeting of the membership:

"... Following extensive discussion of the proposed changes, the members adopted the name for the Association as 'Association of American Cancer Institutes' on a motion by Dr. Talbot, which was duly seconded and carried. Section 1, Article III - Qualification for Membership - was revised on a motion by Dr. Horstfall, which was seconded by Dr. Wood and carried, to read as follows: 'Membership in this organization will be limited to those American institutes whose principal activities are concerned with the study and/or treatment of cancer. Each such institute shall notify the Secretary in writing of the names of its senior scientific executive and his alternate, who will constitute the active membership of the Association.'"
This was the clearest position that had been taken on regular membership up to that time. In addition, it is noted in the By-laws of 1966 that there was a section on honorary membership which stated "that the association may elect as corresponding members the scientific directors of cancer institutes of foreign countries."

There has been much debate as to what should constitute regular membership and involved several meetings of the AACI before the current By-laws of November 12, 1972, namely Article III, Section 1 and 2 were accepted. This article and sections were written, keeping in mind the variety of members in the organization at that time, representing diverse groups of organizations and activities.

In the future we will be confronted with more and more applications from organizations with less activities than are expressed in the definition of a cancer institute and/or center which includes a wide variety of clinical disciplines related to patient care, a broad range of research and training programs which include clinical and biologic science, (genetics, carcinogenesis, virology, immunology, cytokinetics, biometrics, medical pharmacology, developmental therapeutics, radiation biology, surgery, animal models, etc.)

I have attached a copy of the Certificate of Incorporation and the By-laws indicating the change that should be made in the title of the organization. There also are three corrections in the By-Laws which should be made. They are noted as a revised Page 3, under Article III, Section 2, regarding another type of organization (Paragraph 3) to be considered under regular membership. On Page 4, Section 3, Procedure for Membership, Line 6, the word "Corresponding" should be deleted.

To change the By-Laws again does not seem practical as a solution to the problem you have raised concerning the need for different categories of institutions with different voting rights. The fact that the present By-Laws reflect the fact that the members of AACI are the institutions who are authorized to appoint up to three representatives, one of whom must be the senior scientific director and cast one vote for that institution, we have quite a dilemma in proportioning voting rights based on the categories of regular membership. Your suggestion of proportionate delegate representation is a possibility but I would warn you that UIOC has tried this method of representation and have found it to be unsatisfactory. They have now reverted back to the principal of one nation, one vote because of the difficulty in controlling delegate voting from a particular country. Another approach is to assign a quota of votes for each senior representative. For example, the category of membership designated as a cancer institute and/or center would have two votes and the other categories, one vote. At any rate, I feel that this matter certainly should go back to the Board of Directors for discussion and to make recommendations to the By-Laws Committee.
(Dr. John S. Spratt, Jr.)
July 19, 1973
Page Three

We are now working on an application blank for institutions seeking membership and hope to have something for Doctor Miranda very shortly.

I appreciated the opportunity to talk with you this morning and will be prepared to answer any questions you may have concerning this letter.

Sincerely,

Murray M. Coneland, M. D.
Vice President
The University Cancer Foundation

Enclosure

cc: Dr. Harold P. Rusch
    Dr. R. Lee Clark
    Dr. Edwin Miranda
STATE of MISSOURI
JAMES C. KIRKPATRICK, Secretary of State
CORPORATION DIVISION

Certificate of Incorporation
A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of
THE AMERICAN ASSOCIATION OF CANCER INSTITUTES
have been received and filed in the office of the Secretary of State and which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify and declare

THE AMERICAN ASSOCIATION OF CANCER INSTITUTES

a body corporate, duly organized this day, that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri; that the address of its initial Registered Office in Missouri is

901 East Broadway, Columbia

and that its period of existence is perpetual

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 9th day of February, 1923

[Signature]
Secretary of State
Dr. Harold P. Rusch, Director
McArdie Laboratory for Cancer Research
University of Wisconsin
450 N. Randall Avenue
Madison, Wisconsin 53706

Dear Dr. Rusch:

Enclosed is a copy of the attorney's reply. I subsequently sent the attorney a copy of the minutes authorizing to proceed with incorporation.

The modest cost is no problem and we can manage this. The bylaws still need final action by the bylaws committee and membership, but they are satisfactory for incorporation along with the resolution we passed.

Please let me know if I should proceed with the submission of the application. Your notarized signature is required in the marked place if you concur. Then either Ed Mirand or Murray Copeland can provide the additional notarized signature. I have provided the third signature.

Sincerely,

John S. Spratt, Jr., M.D., M.S.P.H., F.A.C.S.
Director

JSS:jd

enclosures

cc: Ed Mirand
    H. Copeland
August 22, 1972

Dr. John S. Spratt, Jr.
Director, Cancer Research Center
Business Loop 70
Columbia, Missouri

Re: American Association of Cancer Institutes

Dear Dr. Spratt:

I am writing this letter for the purpose of answering your inquiry in connection with the proposed chartering of the American Association of Cancer Institutes as a not-for-profit corporation.

1. I feel that the draft of your proposed constitution and by-laws was very well done. There are a few minor changes that could be made, but this can be done at your first annual meeting after incorporation. The documents you prepared should be known solely as the by-laws of the corporation.

2. The advantage of chartering a non-profit corporation in Missouri is that we have a very simple procedure in this state. Missouri recently adopted some special non-profit corporation statutes which allow rapid incorporation through the Secretary of State's office. It is not necessary to go into court for a determination of the non-profit status. The only report required in Missouri is an annual report that the corporation is in operation and lists the names and addresses of the officers and directors. Missouri also has the advantage in that the statutes grant broad powers to Missouri non-profit corporations, and it is not necessary to spell out in detail in your Articles of Incorporation all the powers you must have. The Internal Revenue Service has also recognized non-profit corporations incorporated under Missouri law as the basis for tax deductible gifts. However, special application must be submitted to the Internal Revenue Service for this purpose.
3. The first step that would be needed to incorporate would be to prepare Articles of Incorporation which should be signed by three or more members of the Committee on Constitution and By-Laws. It is not necessary for the officers of the association or the membership to sign the initial document. The only requirement for annual continuance is the filing of the annual report of the names of the officers and directors.

4. The fees involved would consist of the following:
   a. Incorporation fee to the State of Missouri—$10.00
   b. Annual renewal fee of $1.00 per year.
   c. Total estimated attorneys fees for preparation of Articles of Incorporation; obtaining approval and putting the By-Laws in final form would total $100.00.

Please find enclosed a draft of the proposed Articles of Incorporation which is the first document needed. If these Articles meet with your approval, have three members of your committee sign it and return it to this office and we can proceed from there.

Sincerely yours,

[Signature]

Robert C. Smith
ARTICLES OF INCORPORATION
OF A
GENERAL NOT FOR PROFIT CORPORATION

(To be submitted in duplicate to an Attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

We, the undersigned,

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being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

1. The name of the corporation is:

THE AMERICAN ASSOCIATION OF CANCER INSTITUTES

2. The period of duration of the corporation is: perpetual

(Indicate if a definite period is to be stated or perpetual is desired)

3. The address of its initial registered office in the State of Missouri is: 901 East Broadway Street

in the City of Columbia County of Boone

and the name of its initial registered agent at said address is: Robert C. Smith

4. The first Board of Directors shall be three in number, their names and addresses being as follows:

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5. The purpose or purposes for which the corporation is organized are:

1. To support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities between groups with particular interests in cancer.

2. To foster educational and training opportunities in the appropriate professional fields.

3. To provide guidance to private and civic organizations concerned with cancer research, both basic and professional education, medical care and rehabilitation of cancer patients.
1. To hold meetings of the membership in the aforementioned counties, and

2. To afford an opportunity for all directors of schools located throughout the World to meet at appropriate intervals to discuss mutual problems.

(Note): Any special provisions authorized or permitted by statute to be contained in the Articles of Incorporation may be inserted above.

(Incorporators Must Sign Below)

[Signature]

Incorporators

Verification

STATE OF ____________________________
COUNTY OF ____________________________

I, ____________________________________, a Notary Public, do hereby certify that on the ______ day of __________, 19__, I personally appeared before me and being first duly sworn by me acknowledged that he signed as his free act and deed the foregoing document in the respective capacity therein set forth and declared that the statements therein contained are true to his best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

______________________________
Notary Public

[Commission Expire]

[Signature]

[Commission Expire]

[Signature]
4. To hold meetings of the membership in order to expedite the aforesaid purposes, and

5. To afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

STATE OF MISSOURI

COUNTY OF BOONE

I, a Notary Public, do hereby certify that on the day of , 19 , Dr. John S. Spratt, Jr.

(State of Incorporation)

personally appeared before me and being first duly sworn by me acknowledged the following document to be true and correct and declared that the statements therein contained are true, to his best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Notary Public

My Commission Expires:

STATE OF

COUNTY OF
BY-LAWS
FOR THE
ASSOCIATION OF AMERICAN CANCER INSTITUTES
Revised November 12, 1972

ARTICLE I

Name

The Association shall be called the Association of American Cancer Institutes and shall here and after be designated as the Association.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. to support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities among groups with predominant interests in cancer;

2. to foster educational and training opportunities in the appropriate biomedical sciences;

3. to provide guidance to private and civic organizations concerning cancer research, both lay and professional education, medical care and
rehabilitation of cancer patients;

4. to hold meetings of the membership in order to expedite the

aforementioned purposes; and

5. to afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

ARTICLE III

Membership

Section 1. Classes of Membership.

The membership of the Association shall be divided into two classes:

Regular Membership and Corresponding Membership.

Section 2. Qualifications for Membership.

a. Regular Membership of the Association of American Cancer Institutes shall include only those institutions and/or organizations within the United States which have coordinated interdisciplinary programs such as:

(1) Cancer institutes and/or centers which include a wide variety of clinical disciplines related to patient care, a broad range of research
and training programs which include clinical and biologic science, 
(genetics, carcinogenesis, virology, immunology, cytogenetics, 
biomathematics, medical pharmacology, developmental therapeutics, 
radiation biology, surgery, animal models, etc.).

(2) A major component of an organization of institution (i.e. of a 
medical school, university, division of an industrial organization, 
etc.) which will permit emphasis on manpower largely engaged in a 
broad spectrum of cancer research and training.

(3) For institutions within the U.S. which are not related to a 
medical school, university, division of industrial organization, etc., 
but which place emphasis on manpower largely engaged in a spectrum 
of clinical cancer activities which serve as focal points for the 
development of training and/or research providing quality care for 
cancer patients. These clinical activities must also provide education, 
training and/or research with clinical application for a regional area 
which is sparsely populated.

(4) Federal agencies with major cancer oriented programs as noted 
in Section 2a(1) or 2a(2) above will be invited to participate in 
the activities of the Association.

A pedagogical mechanism must obtain in the categories above, where 
applicable, which will permit greater emphasis on recruitment of 
graduate and postgraduate students into basic or clinical cancer 
research.

(5) Each Regular Member institution, organization or agency is 
authorized to appoint up to three representatives, one of whom must
and training programs which include clinical and biologic science,
(genetics, carcinogenesis, virology, immunology, cytokinetics,
bioinformatics, medical pharmacology, developmental therapeutics,
radiation biology, surgery, animal models, etc.).

(2) A major component of an organization or institution (i.e. of a medical school, university, division of an industrial organization, etc.) which will permit emphasis on manpower largely engaged in a broad spectrum of cancer research and training.

(3) Federal agencies with major cancer oriented programs as noted in Section 2a(1) or 2a(2) above will be invited to participate in the activities of the Association.

A pedagogical mechanism must obtain in the categories above, where applicable, which will permit greater emphasis on recruitment of graduate and postgraduate students into basic or clinical cancer research.

(4) Each Regular Member institution, organization or agency is authorized to appoint up to three representatives, one of whom...
be the Senior Scientific Director and will cast the one vote for the
institution. In a Director's absence, his designee should be able
to act with the same authority in transacting the business of the
Association.

b. Corresponding Membership may be held by selected cancer insti-
tutes and centers or other organizations outside the United States
with a major component devoted to cancer activities, and should be
represented by the Senior Scientific Head in each instance.

Section 3. Procedure for Membership.

A completed application form shall be filed with the Secretary-Treasurer
at least three months before a meeting of the membership of the Association.

With the completed application, supporting letters from three member organi-
zations of the Association shall be submitted, indicating the qualifications
of the organization requesting Regular or Corresponding Membership. The
Secretary-Treasurer will distribute to the Regular or Corresponding members
all pertinent information on each proposal at least two months before a
meeting. Any objections by the members should be sent to the Secretary-
Treasurer for immediate transmittal to the Membership Committee.
The Board of Directors shall have power to hold over for further consideration any applications that do not fully comply with the foregoing and all other requirements.

The Regular members will vote by mail ballot, after appropriate discussion at a regular meeting of the membership; an affirmative vote of four-fifths of the Regular members will constitute election.

a. Regular Membership.

Organizations elected to Regular membership will become members of the Association following notification by the Secretary-Treasurer and will be invited to appoint the appropriate number of representatives as prescribed in the By-laws, Article III, Section 2a(4).

Each institution will notify the Secretary-Treasurer, in writing, designating its representatives. These will constitute the active membership of the Association.

b. Corresponding Membership.

Applications for Corresponding membership shall follow the same procedure as that used for Regular membership. Corresponding members shall not have the power to vote.
Section 4. Attendance.

Any member who has not been properly excused by the Board of Directors, and who has not attended at least one called meeting per year, may be dropped from membership at the discretion of the Board of Directors.

ARTICLE IV

Meetings

Section 1. Annual Meeting of the Membership.

The President shall call at least one annual meeting of the membership.

The place and time of a scheduled meeting may be changed if all of the officers agree to such a change.

Section 2. Special Meetings.

Special meetings of the Association shall be held at the call of the President or at the call of a majority of the Board of Directors, or upon written request of at least ten percent of the total membership of the Association, who are eligible to vote, delivered to the President.

Upon receipt of such notice, the President shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.
Section 3. Notice of Meetings.

All members of the Association shall be notified in writing at least ten (10) days in advance of any meeting. It shall not be required that the notice state the object of the meeting unless a change of By-laws or Articles of Incorporation, or the subject of incurring financial debt, or the dissolution of the Association is to be considered, in which case the notice shall so specify.

Section 4. Quorum.

Fifty percent (50%) of the voting members of the Association shall constitute a quorum to conduct business. In lieu of a quorum, the Secretary-Treasurer may poll the membership by mail on specific actions at the instruction of the President.

Section 5. Voting Procedure.

Except where provided otherwise in the By-laws, all questions arising in the business meetings of the Association, including the Board of Directors, the Standing Committees, and Ad Hoc Committees, shall be decided by the majority of votes cast and, in every case of a tie, the Chairman shall have a casting vote.
Voting, initially, shall be a voice vote or by a show of hands, or by a secret ballot if demanded.

ARTICLE V

Officers and Board of Directors

Section 1. The officers of the Association shall consist of a President, Vice-President, and Secretary-Treasurer. The Vice-President shall also be designated as President-Elect of the Association.

Section 2. The Board of Directors shall consist of the officers of the Association, the immediate past President, and the elected directors. The Board of Directors shall serve as the Executive Committee of the Association. Six directors shall be elected at the first meeting following adoption of the By-laws (1972), to serve the following terms: two for three years, two for two years, and two for one year. After the first year, two directors shall be elected annually. At each annual meeting of the Association, two members of the Board of Directors shall be elected to serve for a period of three years.

Section 3. The President and the Vice-President shall be elected at the annual meeting by a majority vote of all members present who are entitled...
to vote. They shall serve until the next annual meeting of the Association, or until their respective successors have been elected and have qualified.

The Secretary-Treasurer shall be elected at an annual meeting of the Association and shall serve for three years, or until his successor is elected and has qualified.

ARTICLE VI

Duties of Officers and Board of Directors

Section 1. President

The President shall preside at the meetings of the Association and the Board of Directors and shall perform such other duties as custom and parliamentary usage may require. He shall appoint all committees and shall designate those Association members who may countersign all Association checks or drafts. He shall be the titular head of the Association during his term of office. It shall be his responsibility to promote the scientific achievements of the profession and to foster harmonious relationships throughout the membership.

Section 2. Vice-President.

The Vice-President shall preside in the absence of the President and on
his death, resignation or removal, shall succeed to the Presidency for the unexpired portion of the President's term of office. He shall also be designated as the President-Elect and shall automatically assume the position of President at the termination of the President's term of office.

Section 3. Secretary-Treasurer.

The Secretary-Treasurer shall record the minutes of the annual and special meetings of the Association and receive and care for all records and papers belonging to the Association. He shall collect dues as fixed by the Association and shall notify in writing those delinquent in payment of their dues. He shall be responsible for the safekeeping and disbursement of all funds, shall keep accounts and receive all dues and money belonging to the Association and shall pay out the same on the order of the President. He shall obtain a certified public accountant to perform an annual audit and make a report of the results of the audit at the annual meeting of the Association. He shall notify each member of the Association as to the time and place of each meeting and whenever possible give the program for the meeting. He shall make and keep a list of the members of the Association in good standing, noting of each his correct name and address.
The Secretary-Treasurer shall record the minutes of the Board of Directors and shall present these minutes to the members of the Association at the annual meeting.

Section 4. **Board of Directors.**

The Board of Directors will review all committee reports and make appropriate recommendations to the Association. The Board of Directors shall develop such policies and procedures deemed necessary for the discharge of Association business and shall present these to the membership at the annual meeting for their approval. It shall be empowered to act in the name of the Association between annual meetings.

Section 5. **Vacancies.**

Vacancies occurring in any office of the Association may be filled by an appointee designated by the President, and the individuals so appointed shall hold office until the next meeting of the Association.

Section 6. **Quorum.**

Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum.
ARTICLE VII

Committees

The President shall be entitled to designate such committees as he may deem to be in the best interests of the Association, and shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Association may require.

A member of the Board of Directors shall serve as chairman of the following committees: Finance, Membership, and Policy and Programs Committee.

Section 1. The standing committees shall be as follows:

a. Board of Directors (Executive Committee)

b. Finance Committee

c. Membership Committee

d. Arrangements and Public Relations Committee

e. Policy and Programs Committee

f. Nominating Committee

g. By-laws Committee

Section 2. Duties of Committees.

a. Board of Directors. Refer to Article VI, Section 4.
b. **Finance Committee.** The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association appointed or reappointed by the President at the time of the annual meeting.

It shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and to audit the financial records submitted by the Secretary-Treasurer.

c. **Membership Committee.** The Membership Committee shall consist of a Chairman appointed by the President from the Board of Directors and four additional members.

The Committee shall review all applications, letters of recommendation and all other data pertinent to the candidate organization's application for membership. They shall also consider any objections which may be raised by the membership.

After due deliberation, the Committee will submit in writing its recommendation for approval or disapproval to the Secretary-Treasurer.
for review by the Board at a called meeting of the Board. With
approval of the Board of Directors, the application will be considered
at the next meeting of the membership.

d. **Arrangements and Public Relations Committee.** The Arrangements
and Public Relations Committee shall consist of a Chairman appointed
by the President, and additional members from the host organization.
The Secretary-Treasurer shall be an ex-officio member of the Committee.
They shall make local arrangements for the meetings, and shall approve,
before release to the press, all items of public interest about the
meetings and the Association. It shall be their duty to promote good
public relations.

e. **Policy and Programs Committee.** The Policy and Programs Committee
shall consist of three members appointed by the President to serve
for one year. The Chairman shall be appointed by the President from
the Board of Directors.
The Committee shall review the policies of the Association which may
affect its objectives as they interface with various national and
international organizations. The Committee shall keep continuously
under surveillance and review both national and international
programs with which the Association may interact, and recommend
other Association opportunities which exist for international
efforts. The findings and recommendations of the Committee are to
be reported to the Board of Directors two months prior to the annual
meeting of the Association.

f. Nominating Committee. The Nominating Committee shall consist
of three members appointed by the President to serve for one year.
The Chairman of this committee shall not be a member of the Board of
Directors. The committee shall nominate the following officers, to
be voted upon at the executive session of the annual meeting: Vice-
President (President-Elect), Secretary-Treasurer, and six members of
the Board for three year terms, except that with the adoption of these
By-laws two of the six members will be nominated for a one year's term,
two members for a two year's term, and two members for a three year's
term. Nothing in this By-law shall be construed as preventing nominations
for these Association offices from the floor.
g. **By-laws Committee.** The Committee on By-laws shall consist of a Chairman and at least two members appointed by the President to serve for one year. It shall be the duty of this committee to receive from the membership suggested changes in the By-laws and to recommend to the membership those changes which it deems necessary and desirable.

Section 3. **Ad Hoc Committees and Liaison Representatives.**

a. **Ad Hoc Committees.** Ad Hoc Committees shall consist of three or more members appointed by the President to serve only for such time as is necessary to complete the mission assigned.

b. **Liaison Representatives.** The President shall appoint a person or persons to act in a liaison capacity between any association or organization and the Association of American Cancer Institutes as the circumstances demand; this appointment shall be mutually agreeable to both organizations.

**ARTICLE VIII**

**Contracts, Grants, Loans, Checks and Deposits.**

Section 1. **Contracts and Grants.**

The Board of Directors may authorize any officer or officers, agent or agents,
to enter into any contract, accept grants, or execute and deliver any
instrument in the name of and on behalf of the Association, and such
authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the Association and no evidences
of indebtedness shall be issued in its name unless authorized by a resolution
of the Board of Directors. Such authority may be general or confined to
specific instances. However, no loan in excess of $1,000.00 shall be
contracted unless the President first presents the loan proposal at a
membership meeting and a resolution is adopted by a majority of the voting
members present approving the loan.

Section 3. Checks, Drafts and Other Monetary Orders.

All checks, drafts or other orders for the payment of money, notes or
other evidences of indebtedness issued in the name of the Association shall
be signed by the Secretary-Treasurer or by such officer or officers, agent
or agents of the Association as may be designated and in such manner as
shall from time to time be determined by resolution of the Board of Directors.
Section 4. **Deposits.**

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE IX**

**Dues**

Annual dues may be established by the Association in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Association shall be approved at the annual meeting of the Association.

**ARTICLE X**

**Amendments**

An amendment to the By-laws must be proposed in writing to the Committee on By-laws and submitted to the Secretary-Treasurer of the Association at least two months before a regular meeting at which the amendment is to be acted upon. The Secretary-Treasurer shall notify the members of the Association of the proposed amendment at least thirty days before the meeting.
It shall be voted upon at any regular or special meeting of the Association unless otherwise stated by the Secretary-Treasurer at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all regular members shall be necessary for its passage.

ARTICLE XI

Rules of Order

The deliberations of the Association shall be governed by parliamentary usage as contained in Roberts' Rules of Order unless otherwise determined by a two-thirds vote of the voting members present.

ARTICLE XII

Miscellaneous

No part of the assets of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association 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. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association
shall not participate in, or intervene in (including the publishing or
distribution of statements) any political campaign on behalf of any
candidate for public office. Notwithstanding any other provision of
these articles, the Association shall not carry on any other activities
not permitted to be carried on (a) by a corporation exempt from Federal
income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954
(or the corresponding provision of any future United States Internal
Revenue Law) or (b) by a corporation, contributions to which are deductible
under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the
corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII

Dissolution

Upon the dissolution of the Association, the Board of Directors shall,
after paying or making provision for the payment of all the liabilities
of the Association, dispose of all the assets of the Association exclusively
for the purposes of the Association in such manner, or to such organization
or organizations organized and operated exclusively for charitable, edu-
cational, religious, or scientific purposes as shall at the time qualify
as an exempt organization or organizations under Section 501 (c)(3)
of the Internal Revenue Code of 1954 (or the corresponding provision
of any future United States Internal Revenue Law), as the Board of
Directors so disposed of shall be disposed of by the Circuit Court of
the county in which the principal office of the Association is located
at the time of dissolution, exclusively for such purposes or to such
organization or organizations, as said County shall determine, which are
organized and operated exclusively for such purposes.

ARTICLE XIV

Repeal of Prior By-laws

Upon the adoption of these By-laws all previous constitutions and By-laws
are hereby repealed.

Adopted on the________________ day of____________________, 197__.

The Association of American Cancer Institutes

Attest: By:

______________________________   __________________________
Secretary-Treasurer               President
Indemnification of Officers and Directors Against Liabilities and Expenses in Action

A director or officer, or former director or officer of this Association, and his legal representative, shall be indemnified by the Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer. The Association shall not, however, indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Association shall have first approved such proposed compromise settlement and determined that the director or officer
involved was not guilty of negligence or misconduct but in taking such action any director involved shall not be qualified to vote thereon;

and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the President at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the board of Directors or committee appointed by the President, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by such board or committee.
3 July 1973

Edwin A. Miranda, M.D.
Associate Director
Roswell Park Memorial Institute,
666 Elm Street
Buffalo, New York 14203

Dear Ed,

I have just re-read the AACT by-laws, and as I understand the following general areas need to be reviewed.

Article I. Name. Change from the Association of American Cancer Institutes to the American Association of Cancer Institutes.

No

Article II. Objectives. Add a sixth objective.
6. To foster interinstitutional collaboration on state, regional, national, international programs for the control of cancer through research, education and service. (Please feel free to re-word this in any way you see fit. I was trying to express the consensus opinion from the last meeting.)

Yes

Under categories of Membership, considerable discussion was directed toward the need for different categories of institutions with different voting rights. The thoughts of you and Dr. Copeland on how best to word this would be appreciated.

Yes

As far as the annual meeting is concerned, we need to define a specific month. If we follow Dr. Breslow's example it would be in the month of chartering, i.e., January.

Yes

Also, I would appreciate a copy of one of the application forms for membership which you circulate. One further question needs to be considered. Do you think periodic recertification should be required as is required in other organizations?

Yes

As soon as I have heard from you and Murray I will draft up a summary statement and circulate it to all the members of the by-laws committee for their opinions.

Best regards,

Sincerely

John S. Spratt, Jr., M.D.
Director

cc: Murray Copeland, M.D.
21 February 1973

Edwin A. Mirand, M.D.,
Associate Director
Roswell Park Memorial Institute
666 Elm Street
Buffalo, New York 14203

Dear Ed,

I am delighted to report that the American Association of Cancer Institutes is now a duly chartered not for profit corporation in the State of Missouri. The certification is enclosed in this registered letter. A copy of the initial registration report is also enclosed.

Best regards,

Sincerely

John S. Spratt, Jr., M.D.
Director

Enclosures

cc: Harold P. Rusch, M.D.
    Timothy Talbot, M.D.
    R. Lee Clark, M.D.
    Frank Rauscher, M.D.
    Robert C. Smith
OFFICE OF SECRETARY OF STATE

JAMES C. KIRKPATRICK
Secretary of State

INFORMATION MUST BE TYPEWRITTEN OR PRINTED
THIS REPORT TO BE FILED WITHIN THIRTY DAYS FROM INCORPORATION

Corp No. 157 1875

The name of the corporation is

The address of its registered office in Missouri is

Street & No.
City

NAMES AND ADDRESSES (CITY) AND STREET OF OFFICERS

Pres.  Harold P. Rusch, M.D.
Address  450 N. Randall Avenue
City  Madison, Wisconsin 53704

V-Pres.  John S. Spratt, Jr., M.D.
Address  Cancer Research Center, Bus. Loop 70
City  Columbia, Missouri 65201

Secy.  Edwin A. Miranda, M.D.
Address  Roswell Park Mem. Inst., 666 Elm St.
City  Buffalo, New York 14203

Treas.  Edwin A. Miranda, M.D.
Address  Roswell Park Mem. Inst., 666 Elm St.
City  Buffalo, New York 14203

State of

County of

I, John S. Spratt, Jr.,
do solemnly swear that the above statement is true to the best of my knowledge and belief.

OFFICER SIGN HERE

WITNESS my hand and notarial seal the date last above.

(Seal)

NOTARY SIGN HERE

Notary Public

/Commissioned and qualified for a term expiring

CORPORATE SEAL OF MICHIGAN

BY COMMISSION FOR JAN., 1976

Corp. 20
February 16, 1973

Dr. John S. Spratt, Jr.
Cancer Research Center
Business Loop 70 and Garth Streets
Columbia, Missouri 65201

Dear Dr. Spratt:

Please find enclosed the original copy of the Certificate of Incorporation of American Association of Cancer Institutes. Also find enclosed a form to be filled out listing the first set of officers and directors. You can sign as an officer and have your signature notarized. Please return it to this office and we can see that it gets filed.

Sincerely yours,

Robert C. Smith

RCS/jr
ENC.
STATE of MISSOURI
JAMES C. KIRKPATRICK, Secretary of State
CORPORATION DIVISION

Certificate of Incorporation
A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of
THE AMERICAN ASSOCIATION OF CANCER INSTITUTES
have been received and filed in the office of the Secretary of State and which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify and declare

THE AMERICAN ASSOCIATION OF CANCER INSTITUTES

a body corporate, duly organized this day, that it is entitled to all rights and privileges granted to corporations organized under The General Not For Profit Corporation Law of Missouri, that the address of its initial Registered Office in Missouri is

901 Center Street, Columbia

and that its period of existence is

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 31st day of February, 1973

[Seal]

Secretary of State

RECEIVED OF: THE AMERICAN ASSOCIATION OF CANCER INSTITUTES

Ten and 00/100 Dollars, $10.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. 67-10449

[Signature]
ASSOCIATION OF AMERICAN CANCER INSTITUTES

BY-LAWS

ARTICLE I

Name

The Association shall be called the Association of American Cancer Institutes and shall here and after be designated as the Association.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. To afford an opportunity for the leadership of cancer institutes and centers throughout the world to meet and discuss mutual problems at appropriate intervals; and

2. To foster interinstitutional collaboration on state, regional, national, international programs from the control of cancer through research, education and service; and

3. To support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities among groups with predominant interests in cancer; and

4. To foster educational and training opportunities in the appropriate biomedical sciences;
5. To provide information to Federal, State and local governments and private and civic organizations concerning cancer research, lay and professional education, medical care and rehabilitation of cancer patients; and
6. To hold meetings of delegates from the membership in order to expedite the aforementioned purposes.

ARTICLE III
Membership

Section 1. Classes of Membership

The membership of the Association shall be divided into three major classes:
Regular Membership, Associate Membership and Corresponding Membership

Section 2. Qualifications for Membership

a. Regular members of the Association of American Cancer Institutes shall include only those institutions and/or organizations within the United States which shall be recognized for membership purposes after review and re-review by the Membership Committee as comprehensive, coordinated and special cancer centers, such as:
1. Comprehensive Cancer Institutes and/or centers defined to possess a wide variety of clinical disciplines related to patient care, including rehabilitation; a broad range of research and training programs to include programs in both clinical and basic biologic sciences; and outreach programs. Those institutions designated as Comprehensive Cancer Centers by the National Cancer Institute shall be considered in this category.
2. **Coordinated Cancer Center** defined as a major component of an organization or institution i.e. of medical school, or university, or free-standing which will permit emphasis on, and engagement in, a broad spectrum of clinical and basic cancer research and training.

3. **Special Cancer Center** defined as an institution within the United States, whether related or unrelated to a medical school, university, or a division of an industrial organization, etc., but which places emphasis on a spectrum of basic and/or clinical cancer activities, and which serves as focal points for development, training and/or research.

4. Federal agencies with **major cancer oriented programs** as noted in Section 2a (1) or 2a (2) above will be invited as affiliates with vote to participate in the activities of the Association.

**Note:** A pedagogical mechanism must obtain in the categories above, where applicable, which will permit greater emphasis on recruitment of graduate and post-graduate students into basic or clinical cancer research and which will provide cooperative programs with the local medical profession, hospitals, etc.

b. **Associate Members** are usually multidisciplinary community centers serving a geographical area or region. The center must be organized, have discrete capabilities, be recognized for expert cancer care and, if eligible, have a clinic
or hospital-approved program of the American College of Surgeons and/or are affiliated with a comprehensive or coordinated center.

c. Corresponding Membership may be held by selected cancer institutes and centers or other organizations outside the United States with a major component devoted to cancer activities; these should be represented by the Senior Scientific Head in each instance.

Section 3. Procedure for Membership

1. A completed application form shall be filed with Secretary-Treasurer at least three months before a meeting of the membership of the Association requesting membership in an appropriate category. Accompanying the completed application, supporting letters from three spokesmen from member organizations of the Association shall be submitted, in lieu of site visit, indicating the qualifications of the organization requesting membership. The Secretary-Treasurer will distribute to the regular members all pertinent information on each proposal at least two months before a meeting. Any objections by the members should be sent to the Secretary-Treasurer for immediate transmittal to the membership committee.

2. A review should be carried out on each regular and associate member every three years, or as custom shall dictate, for evaluation and appropriate change of status where indicated. The Board of Direction, through the Secretary, shall instruct the Membership Committee to carry out the institutional review.
3. Each Regular Member institution, organization, or agency shall be authorized to appoint up to three representatives, one of whom must be the Senior Scientific Director; he shall cast the one vote for the institution. In a Director's absence, his designee shall act with the same authority.

From the staffs of these institutions, other individuals may be appointed to serve the Association in an ad hoc capacity for any of a variety of purposes.

Section 4. Election to Membership

a. An affirmative vote of four-fifths of the Regular members is required for admission for all memberships.

b. The Regular members may vote by mail ballot after appropriate discussion at a regular meeting of the membership.

c. The Board of Directors shall have the authority to hold over for further consideration any application which does not fully comply with the foregoing and all other requirements.

d. Regular Membership. Organizations elected to Regular membership will become members of the Association following notification by the Secretary-Treasurer and will be invited to appoint a delegate and alternates as prescribed in the By-laws, Article III, Section 2a4. Each institution will notify the Secretary-Treasurer in writing, designating its representatives. These delegates will constitute the active membership of the Association.

e. Associate and Corresponding Membership. Applications for Associate and Corresponding Membership shall follow the same procedure as that used for Regular
Section 5. Attendance

Any member or member institution who has not been properly excused by the Board of Directors and who has not attended a least one called meeting per year may be dropped from membership at the discretion of the Board of Directors.

ARTICLE IV

Meetings

Section 1. Annual Meetings of the Association

The President shall call at least one annual meeting of the General Association and at least one annual meeting of the Board of Directors and that the annual meeting be held in January. The place and time of a scheduled meeting may be changed if all officers agree to such a change.

Section 2. Special Meetings

Special meetings of the Association shall be held at the call of the President or at the written call of a majority of the Board of Directors, delivered to the President. Upon receipt of such notice, the President shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.

Section 3. Notice of Meetings

All members of the Association shall be notified in writing at least ten (10) days in advance of any meeting. It shall be required that the notice state the object of the meeting, including any change of By-laws or Articles of Incorporation, or if the subject of incurring financial debt, or the dissolution of the Association is to be considered.
CONCLUSIONS

In accordance with the resolution of the Executive Committee at its meeting on 19 March 1973, an "ad hoc" Committee representative of the Union, of Cancer Institutes outside the USA and of the American Association of Cancer Institutes met in Geneva on 14 and 15 October 1973, to consider a Resolution submitted to the Council of the UICC by the association in which it was recommended that the UICC "implement a Commission under the suggested title - Cancer Institutes and Centres - to promote international collaboration of their organizations at an institutional level.

The representatives of the Union welcomed the initiative of the American Association of Cancer Institutes and recommend to the Executive Committee of the Union that:

1) approval be given to the principle that a Commission be established with the objectives stated above;

2) the President be given mandate authorization to appoint an "ad hoc" Planning Committee of up to 7 members. This "ad hoc" Planning Committee will be responsible for preparing to the Executive Committee specific terms of reference and a tentative budget for such a Commission taking into consideration the activities proposed at the meeting of 14/15 October and attached notes;

3) the President be authorized to seek funds from outside sources in support of the work of the "ad hoc" Planning Committee.

PURPOSE AND OBJECTIVES

The activities of the proposed Commission to be established within the UICC structure shall be to:

1) Strengthen Cancer Institutes and Centres on an international scale by drawing up guidelines for optimal administrative programs planning. Emphasis shall be given where such guidelines are being followed at the present time.

2) Arrangements for consultative services for planning or modifying physical facilities for cancer institutions.

3) Facilitate communications by
   - Expert Visits
   - Personnel Exchanges
   - International and/or Regional Conferences.

4) Collaborate in the collection of information and in the exchange of data. To this end the proposed Commission shall make recommendations for the standardization of the collection and retrieval of such material.

5) Institute operational programmes by promoting cooperative laboratory and clinical studies.

6) Promote education and training.
Commission on Cancer Institutes & Centres


1. "Ad hoc" Planning Committee

It is proposed that during the period for which support is requested there shall be six meetings in Geneva of the "Ad hoc" Planning Committee composed of 7 members. The three members to accompany them. Each meeting to last 3 days.

<table>
<thead>
<tr>
<th>Members</th>
<th>travel, economy class</th>
</tr>
</thead>
<tbody>
<tr>
<td>North America</td>
<td>$600</td>
</tr>
<tr>
<td>South America</td>
<td>$900</td>
</tr>
<tr>
<td>Eastern Europe</td>
<td>$350</td>
</tr>
<tr>
<td>Western Europe</td>
<td>$170</td>
</tr>
<tr>
<td>Far East</td>
<td>$1,650</td>
</tr>
<tr>
<td>South East Asia</td>
<td>$1,500</td>
</tr>
<tr>
<td>Australia</td>
<td>$1,500</td>
</tr>
</tbody>
</table>

total for 1 meeting = $3,720

Draft travel for two meetings = 12,540

per diems: (4 x 3 x 35 x 7) = 990

Provision for advisors

3 x average cost for members

one meeting = 3,100

two meetings = 6,200

2. "Working Parties"

Three "Working Parties" are foreseen to prepare position papers on specific items of the proposed programme.

3 x 3,500 = 10,500

3. Consultants

Provision is made for the travelling expenses and per diem of consultants = 6,000

4. STAFF

<table>
<thead>
<tr>
<th>Project Director, Supporting Staff, Geneva Office</th>
</tr>
</thead>
<tbody>
<tr>
<td>Office of the Project Director: Multilingual</td>
</tr>
<tr>
<td>Secretary, 2 Clerk-Typists,</td>
</tr>
<tr>
<td>Statistical Unit: System Analyst, Programmer,</td>
</tr>
<tr>
<td>Computer Time</td>
</tr>
</tbody>
</table>

= 83,000

5. Fringe Benefits: Health and accident insurance, pension fund etc.

= 14,500

6. Travel of Project Director and other officials

= 10,500
7. Overhead Expenses (rent, light, heat, etc.)  2,000
8. Office Expenses (stationery, postage, telephone, etc.)  2,000
9. Printing and Distribution of Reports  5,000
10. Equipment
    Typewriters  1,000
    Desks  1,000
    Filing cabinets  3,000
    ---------
    155,700

NOTES ON THE BUDGET

1. "Ad hoc" Planning Committee

Two meetings of the "Ad hoc" Planning Committee are foreseen during the period for which support is requested.

The first meeting will be to draw up its terms of reference, to determine the programme that can be effectively carried out and to appoint "Working Parties" in areas which require additional study.

Some members of the "Ad hoc" Planning Committee will be accompanied by advisers. Since it cannot be determined at the time of writing who would wish to be accompanied by an adviser, an arbitrary figure of US $ 5,200 is inserted in the budget representing three times the average cost of one member attending two meetings.

The second meeting would be held before the October 1975 meeting of the Executive Committee of the UICC to review position papers and reports and to prepare recommendations for the implementation of the programme and budget for 1976.

2. "Working Parties"

These working parties which in the UICC experience cost US $ 3,500 each will enable 3 to 5 persons to meet for five days in Geneva. Three working parties will be required during the period envisaged.

3. "Consultants"

A sum of US $ 6,000 is inserted to allow Consultants to travel either to Geneva or elsewhere for the purpose of investigating local situations or preparing documentation.
4. Staff

The Geneva staff of the ICC is presently under heavy pressure and cannot accept additional responsibilities. The speed and efficiency with which the program can be set in train will depend on the early availability of a Project Director.

His first task will be to collect and collate information on the operations, programs, and policies of cancer institutes and centers in the major countries of the world.

He will also be charged with the organization of the meetings under paragraphs (1) and (2) and to prepare working documents. At a later stage he will be required to establish a statistical unit to analyze information and data available.

It is improbable that such a Project Director could be recruited in Geneva. The most effective way to secure the services of such a staff member would be to have him seconded to the ICC from an institute in the United States.
You will next find the revised By-laws (Exhibit V) to be attached to the instrument of incorporation which is a combination of the Constitution and By-laws prepared by Dr. Spratt (Exhibit III) and the Constitution and By-laws which were revised following the meeting of the Association in Omaha on June 1, 1972 (Exhibit VI). You will note that these are now being called the By-laws as strongly suggested by Dr. Spratt and his lawyer and which is in agreement with other incorporated nonprofit organizations, such as the College of Surgeons and the College of Radiology, and is quite acceptable according to Robert's Rules of Order.

Lastly, I am including a series of miscellaneous correspondence received from Dr. Spratt which are listed under Exhibit VII.

Very sincerely,

Murray M. Copeland, M.D.
Vice-President
University Cancer Foundation

MMC:jmp
Enclosure
cc: Dr. R. Lee Clark<br>Dr. Harold Rusch<br>Dr. James Liverman<br>Dr. Bayard Morrison<br>Dr. Jack Spratt<br>Dr. Tim Talbot

P.S. I strongly recommend that the By-laws as revised (Exhibit V) be adopted.

P.P.S. Please bring this material with you. There are no extra copies.

MMC:jmp
Dr. Edwin A. Miranda  
Associate Institute Director  
Roswell Park Memorial Institute  
666 Elm Street  
Buffalo, New York  
14203

Dear Ed:

This is to confirm the meeting to be held on November 12, 1972, in the Jim Grace Board Room of the Roswell Park Memorial Cancer Institute (main building) beginning at 9:00 a.m. which I understand will be a breakfast meeting. I also understand that there will be secretarial help and availability of reduplication equipment to prepare the final document to be presented before the Association on November 13 or 14.

Please find enclosed documents which I have sent out to members of the Constitution and By-laws Committee of the American Association of Cancer Institute Directors and to both Dr. Harold Rusch and Dr. R. Lee Clark.

You will note that in the old Constitution and By-laws, it is indicated that the name of the organization is the Association of American Cancer Institutes (please see Exhibit I from the minutes of the meeting of the Association dated June 19, 1967). Should we officially care to change the name to "American Association of Cancer Institutes", this can be accomplished at the next meeting of the By-laws Committee. By usage we seemed to have arrived at this latter title in correspondence, etc.

You will next find a copy of the resolution (Exhibit II) passed unanimously at the meeting of the Association on August 8, 1972, at Houston, and a set of Constitution and By-laws (Exhibit III) prepared by Dr. Spratt based on the By-laws for the Missouri chapter of the American College of Surgeons (Exhibit III-a). Following this is the document entitled "Articles of Incorporation of a General not for Profit Corporation" (Exhibit IV) sent to us by Dr. Spratt with appropriate correspondence which is set up for incorporation in Missouri, but which I am including only as an example of a similar instrument which must be executed should we choose to incorporate in any other state.
Dr. Færber read a letter from Herbert M. Gardner of the National Academy of Sciences of the National Research Council inviting the Association of Cancer Institute Directors to name a member of the National Organizing Committee, Tenth International Cancer Congress. It was moved by Dr. Spratt that the Chairman select one or two members to serve on the National Organizing Committee and submit these names to the U.S.A. Committee for appointment. Motion was seconded and carried.

Dr. Copeland reviewed the steps taken by the U.I.C.C. concerning the Congress, following which agreement was reached that pre-Congress symposia are to be held in Houston on May 22, 23 and 24, 1970; at the conclusion of the pre-Congress conferences, an opening ceremony will be held Sunday evening and the regular meetings of the Tenth International Cancer Congress would follow Monday through Friday, May 25 through May 29.

It is still hoped that there can be some symposia or "Open Houses" in various parts of the United States prior to and after the Congress. Primarily these would be planned at cities where foreign visitors could easily stop on their way to or from Houston. Dr. Clark stated that he would appoint a sub-committee to plan such pre- and post-Congress visitations or open houses.

The question of special membership by the Association of Cancer Institute Directors in the International Union Against Cancer was discussed at length. After the qualifications for membership in the U.I.C.C. had been reviewed, it was suggested by Dr. Endicott that several Institutes might apply for individual memberships. Dr. Copeland outlined the procedure for this. An application must be sent to the Secretary-General of the U.I.C.C. in the Geneva office. It is to be accompanied by an audited financial statement, a copy of the constitution and an annual report for the preceding year. The application will be referred to the U.S.A. representatives on the U.I.C.C. for recommendations; final decisions will be made by the Council.

The Secretary distributed copies of proposed changes in the by-laws to accomplish the objectives outlined at the previous meeting. Following extensive discussion of the proposed changes, the members adopted the new name for the Association as "Association of American Cancer Institutes." On motion by Dr. Kalb, which was duly seconded and carried. Section 1, Article III - Qualifications for membership - was revised on a motion by Dr. Marsfall, which was seconded by Dr. Wood and carried, to read as follows: "Membership in this organization will be limited to those American institutes whose principal activities are concerned with the study and/or treatment of cancer. Each such institute shall notify the Secretary in writing of the names of its senior scientific executive, and his alternate, who will constitute the active membership of the Association."

At this point Dr. Eiel introduced Dr. Joe White, Dean of the Faculty of the University of Oklahoma School of Medicine, who described plans for development of the Oklahoma Health Science Center. These plans call for the expenditure of $200,000,000 during the next ten years. Following the presentation, Dr. White was thanked by the Chairman for his lucid description of their plans.

The Committee turned again to the question of membership in U.I.C.C. by the Association of American Cancer Institutes. Following further discus-
In order to change the name, constitution and by-laws as agreed at the meeting of the Association of Cancer Institute Directors in June 1966, the following specific amendments would appear to be required. Words to be deleted are in parentheses; those to be added are underlined.

ARTICLE I

The name of this organization shall be:

[The] American association of Cancer Institute (Directors) A ACM

ARTICLE III

Membership

Section 1 - Qualifications for Membership: Membership in this organization will be limited to the senior scientific executives of the institutions and autonomous divisions and departments of organizations whose principal activities are concerned with the study and treatment of cancer and specifically shall not be limited to the scientific directors of cancer institutions of foreign countries. These representatives will constitute the active membership of the Association.

(Section 4 - Honorary Membership: The Association may elect as corresponding members the scientific directors of cancer institutions of foreign countries. Eligibility for nomination and the election procedure will be as outlined in Sections 1, 2 and 3.)
RESOLUTION

Date: Tuesday 8 August 1972

In order to proceed, the Committee on Constitution and By-Laws recommends to the Association the adoption of the following resolution:

Be it resolved that the President of the American Association of Cancer Institutes be authorized to take all necessary legal steps to establish the American Association of Cancer Institutes as a not-for-profit Corporation under the laws of the State of Missouri and to obtain a Charter therefor, with the transfer of Charter to the new Corporation, to be subject to the approval or disapproval of the membership at the next membership meeting.

Be it further resolved that the By-Laws presented be approved as the Articles of Incorporation of the new Corporation.

Motion: A motion was made and seconded that the Association adopt the above resolution as recommended by the Committee on Constitution and By-Laws.

Action: Motion passed unanimously.
National Cancer Advisory Board
Definition and Criteria of Eligibility
of Comprehensive Centers

Cancer Center programs identified under Section 406A of the National Cancer Act of 1971 hereinafter called Comprehensive National Cancer Research and Demonstration Centers, will have the following characteristics:

1. The center must have a stated purpose that includes carrying out clinical research, training and demonstration of advanced diagnostic and treatment methods relating to cancer.

2. The center must have high quality interdisciplinary capability in the performance of diagnostic and treatment of malignancy diseases.

3. The center should have or develop an organized cancer detection program.

4. The center must maintain a statistical base for evaluation of the results of its program activities. For this purpose a system should be developed which will standardize disease classification to enable exchange of information between institutions.

5. The center should provide leadership in developing community programs involving active participation by members of the medical profession practicing within the area served by the center.

6. The center must have a research base (fundamental and applied) and related training programs with an organizational structure which will provide for the coordination of these activities with other facets of the center program.

7. The center will participate in the National Cancer Program by integrating its efforts with the activities of other centers in an integrated national-wide system for the prevention, diagnosis and treatment of cancer. For this purpose the center must have sufficient autonomy to facilitate this function.

8. The center must have an administrative structure that will assure maximum efficiency of operation and sound financial practices. The administration should include responsibility for program planning, monitoring and execution as well as preparation of the budget and control of expenditures. Administration and management would include staff appointment and space allocation, the intent being that such a center will have the authority to establish the necessary administrative and management procedures for carrying out its total responsibility as defined in the criteria.
In addition to the comprehensive centers as defined above, the National Cancer Institute also supports specialized centers. Existing examples of such centers may be found in some of the radiation therapy programs which have been established over the past few years. Other examples may be found in center programs which are primarily concerned with chemotherapy of cancer. Existing center programs such as these may be considered part of the Comprehensive Centers Program, as defined above, if other qualifying criteria are met, the emphasis being the participation of such centers in programs of cancer detection, follow-up, and evaluation. An additional characteristic is the requirement that physicians within the referral area be participants in the programs of the center. The specialized centers may at some point form the nucleus about which a comprehensive cancer center may be built or it may continue to exist as a specialized center as a separate and distinct entity or as an integrated part of a comprehensive center.

Funding

The National Cancer Institute will accept applications for support of all or part of the costs of planning, establishing or strengthening and providing basic operating support for existing or new centers:

a. for clinical research, training and demonstration of advanced diagnostic and treatment methods relating to cancer

b. construction or renovation

c. patient care costs as are required for research.

Support by the National Cancer Institute will be accomplished by the award of grants following formal review as established by the National Cancer Institute and after favorable recommendation by the National Cancer Advisory Board. Support may be provided by one or more grants, the specific proposals in each instance should be submitted after consultation with the staff of the National Cancer Institute.

The initial support for new centers will be for a maximum of three years and may be extended for an additional period of three years following another formal review. This initial period of up to six years will be considered as probationary during which the application may demonstrate capabilities.

EA/HCI/WWM/alter/k1
July 1972
ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS AGAINST LIABILITIES AND EXPENSES IN ACTION

A director or officer, or former director or officer of this Association, and his legal representative, shall be indemnified by this Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer. The Association shall not, however, indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Association shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct but in taking such action any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter, it shall be determined by a committee of three persons appointed by the President at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by the President, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a Court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XI - AMENDMENTS

1. Within the limitations imposed by Section I of Article IV of the Association these By-Laws may be amended by the affirmative vote of the members present at any regular or special meeting of the Association, provided a full statement of such proposed amendments shall have been published to the membership at least thirty (30) days in advance of the meeting.

ARTICLE XII - RULES OF ORDER

The deliberations of the Association shall be governed by parliamentary usage as contained in Roberts' Rules of Order unless otherwise determined by a two-thirds (2/3) vote of the voting members present.
ARTICLE XIII - MISCELLANEOUS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association 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. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIV - DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors so disposed of shall be disposed of by the Boone County Circuit Court of the county in which the principal office of the Association is located, exclusively for such purposes or to such organization or organizations, as said County shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV - REPEAL OF PRIOR BYLAWS

Upon the adoption of these By-Laws all previous By-Laws are hereby repealed.

Adopted on the __________ day of __________ , 197.

THE AMERICAN ASSOCIATION OF CANCER INSTITUTES

Attest:

______________________________  ______________________________
Secretary                             President
5. Vacancies occurring in any office of the Association may be filled by an appointee designated by the President, and the individuals so appointed shall hold office until the next meeting of the Association.

6. Quorum. Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum.

ARTICLE VII - COMMITTEES

The President shall be entitled to designate such committees as he may deem to be in the best interests of the Association. The President shall appoint members for all of said committees. One member of the Board of Directors shall serve as chairman of each standing committee. The standing committees shall consist of planning, review, operations, education, and research. The President shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Association may require.

ARTICLE VIII - CONTRACTS, GRANTS, LOANS, CHECKS AND DEPOSITS

1. Contracts and Grants. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, accept grants, or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

2. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. However, no loan in excess of $1,000.00 shall be contracted unless the President first presents the loan proposal at a membership meeting and a resolution is adopted by a majority of the voting members present approving the loan.

3. Checks, Drafts and Other Monetary Orders. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Secretary-Treasurer or by such officer or officers, agent or agents of the Association as may be designated and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX - DUES

Annual dues may be established by the Association in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Association shall be approved at the Annual Meeting of the Association. Only dues-paying members may hold office, vote and participate in the business of the Association.
have been elected and have qualified. The Secretary-Treasurer shall be elected at an Annual Meeting of the Association and shall serve for three years, or until his successor is elected and has qualified. At each Annual Meeting of the Association, three members of the Board of Directors shall be elected to serve for a period of three years.

4. The Chairman of each standing committee shall be a member of the Board of Directors.

ARTICLE VI - DUTIES OF OFFICERS AND BOARD OF DIRECTORS

1. President. The President shall preside at the meetings of the Association and the Board of Directors and shall perform such other duties as custom and parliamentary usage may require. He shall appoint all committees and shall designate those Association members who may countersign all Association checks or drafts. He shall be the titular head of the Association in the United States during his term of office. It shall be his responsibility to promote the scientific achievements of the profession and to foster harmonious relationships throughout the membership.

2. The Vice-President. The Vice-President shall preside in the absence of the President and on his death, resignation or removal, shall succeed to the Presidency for the unexpired portion of the President's term of office. He shall also be designated as the President-Elect and shall automatically assume the position of President at the termination of the President’s term of office.

3. Secretary-Treasurer. The Secretary-Treasurer shall record the minutes of the Annual and Special Meetings of the Association and receive and care for all records and papers belonging to the Association. He shall collect dues as fixed by the Association and shall notify in writing those delinquent in payment of their dues. He shall be responsible for the safekeeping and disbursement of all funds, shall keep accounts and receive all dues and money belonging to the Association and shall pay out the same on the order of the President. He shall obtain a certified public accountant to perform an annual audit and make a report of the results of the audit at the Annual Meeting of the Association. He shall notify each member of the Association as to the time and place of each meeting and whenever possible give the program for the meeting. He shall make and keep a list of the members of the Association in good standing, noting of each his correct name and address. The Secretary-Treasurer shall record the minutes of the Board of Directors and shall present these minutes to the members of the Association at the Annual Meeting.

4. Directors - Six directors shall be elected at the first Annual Meeting to serve the following terms: two for six years, two for four years, and two for two years. After the first year, two directors shall be elected at each Annual Meeting.

5. The Board of Directors. The Board of Directors will review all committee reports and make appropriate recommendations to the Association. The Board of Directors shall develop such policies and procedures deemed necessary for the discharge of Association business and shall present these to the membership at the Annual Meeting for their approval. It shall be empowered to act in the name of the Association between Annual Meetings.
9 August 1972

Mr. Robert C. Smith, Jr.
Attorney at Law
Smith Lewis and Rogers
2011 West Worley
Columbia, Mo.  65201

Dear Bob

Enclosed is a matter on which your assistance is urgently needed. I have been requested to seek a charter for The American Association of Cancer Institutes as a Missouri nonprofit corporation. In the enclosures I have reworked what you did for the Missouri Chapter, American College of Surgeons to fit the new organization.

Please advise me regarding the following:

1. Is the wording satisfactory to obtain a charter as a nonprofit corporation?
2. What are the advantages or disadvantages to chartering a nonprofit corporation in Missouri with respect to other states?
3. What steps are now necessary to obtain a charter as expeditiously as possible and to maintain it once received?
4. What will be the fees and to whom?

Thank you for your assistance.

Sincerely

John S. Spratt, Jr., M.S.P.H., M.D., F.A.C.S.
Director

Enclosures

cc: Dr. Harold P. Rusch
    Dr. E. A. Miranda
    Dr. Murray M. Copeland
THE AMERICAN ASSOCIATION OF CANCER INSTITUTES

CONSTITUTION and BY-LAWS

ARTICLE I - NAME OF THE ASSOCIATION

The name of this organization shall be The American Association of Cancer Institutes hereinafter referred to as the Association.

ARTICLE II - PURPOSES OF THE ASSOCIATION

The objects and purposes of this Association shall be as follows:

1. To support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities between groups with predominant interests in cancer.

2. To foster educational and training opportunities in the appropriate biomedical sciences.

3. To provide guidance to private and civic organizations concerning cancer research, both lay and professional education, medical care and rehabilitation of cancer patients.

4. To hold meetings of the membership in order to expedite the aforementioned purposes, and

5. To afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

ARTICLE III - MEMBERSHIP

Section 1. Classes of Membership

The membership of the Association shall be divided into two classes:

Regular Membership, and Corresponding Membership.

Section 2. Qualifications for Membership:

a. Regular Membership of the American Association of Cancer Institutes shall include only those institutions and/or organizations which meet the definition of comprehensive cancer centers as defined by the National Cancer Advisory Board.
(1) Each Regular Member institution or organization is authorized to appoint up to four delegates, one of whom must be the Senior Scientific Director. In a Director's absence, the next Senior Delegate present should be able to act with unrestricted authority in transacting the business of the Association. The remaining three delegates shall represent the service, research and teaching activities of the institute.

b. Corresponding Membership may be held by selected international cancer institutes and centers or other organizations with a major component devoted to cancer activities, and should be represented by the Senior Scientific Head in each instance.

ARTICLE IV - MEETINGS

1. Annual Meetings. There shall be at least one annual membership meeting held within the first six months of each year.

2. Special Meetings. Special meetings of the Association shall be held at the call of the President or at the call of a majority of the Board of Directors, or upon written request of at least ten percent of the total membership of the Association who are eligible to vote delivered to the President. Upon receipt of such notice, the president shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.

3. Notice of Meetings. All members of the Association shall be notified in writing at least ten (10) days in advance of the annual meeting or of any special meeting. It shall not be required that the notice state the object of the meeting unless a change of By-Laws or Articles of Incorporation, the subject of incurring financial debt or the dissolution of the Association is to be considered, in which case the notice shall so specify.

4. Quorum. Five percent (5%) of the voting members of the Association shall constitute a quorum to conduct business. In lieu of a quorum, the secretary may poll the membership by mail on specific actions at the instruction of the President.

ARTICLE V - OFFICERS AND BOARD OF DIRECTORS

1. The officers of the Association shall consist of a President, Vice-President and Secretary-Treasurer. The Vice President shall also be designated as President-Elect of the Association.

2. The Board of Directors shall consist of the officers of the Association, all former Presidents, and the elected directors. The Board of Directors shall serve as the Executive Committee of the Association.

3. The President and the Vice-President shall be elected at the Annual Meeting by a majority vote of all members present who are entitled to vote. They shall serve until the next Annual Meeting of the Association, or until their respective successors
ARTICLE XIV - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors so disposed of shall be disposed of by the Boone County Circuit Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said County shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV - REPEAL OF PRIOR BY-LAWS

Upon the adoption of these By-Laws all previous By-Laws are hereby repealed.

Adopted on the _______ day of _________, 197.

Attest:

_________________  ________________________________
Secretary

BY:

_________________
President
that the director or officer involved was not guilty of negligence or misconduct; but in taking such action any director involved shall not be qualified to vote thereon; and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the President at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by the President, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a Court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XI - AMENDMENTS

1. Within the limitations imposed by Section I of Article IV of the By-Laws, these By-Laws may be amended by the affirmative vote of the members present at any regular or special meeting of the Corporation, provided a full statement of such proposed amendments shall have been published to the membership at least thirty (30) days in advance of the meeting.

2. The Regents of the College shall have the right to disapprove any amendment, which disapproval shall render such amendment null and void.

ARTICLE XII - RULES OF ORDER

The deliberations of the Corporation shall be governed by parliamentary usage as contained in Roberta's Rules of Order unless otherwise determined by a two-thirds (2/3) vote of the voting members present.

ARTICLE XIII - MISCELLANEOUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Corporation 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. However, no loan in excess of $1000.00 shall be contracted unless the President first presents the loan proposal at a membership meeting and a resolution is adopted by a majority of the voting members present approving the loan.

3. Checks, Drafts and Other Monetary Orders. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Secretary-Treasurer or by such officer or officers, agent or agents of the Corporation as may be designated and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX - DUES

Annual dues may be established by the Corporation in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Corporation shall be approved at the annual meeting of the Corporation. Only dues-paying members may hold office, vote and participate in the business of the Corporation.

ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS AGAINST LIABILITIES AND EXPENSES IN ACTION

A director or officer, or former director or officer of this Corporation, and his legal representative, shall be indemnified by this Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer. The Corporation shall not, however, indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer from the expenses, counsel fees and costs reasonably incurred in connection therewith, provided the Board of Directors of the Corporation shall have first approved such proposed compromise settlement and determined
ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. However, no loan in excess of $1000.00 shall be contracted unless the President first presents the loan proposal at a membership meeting and a resolution is adopted by a majority of the voting members present approving the loan.

3. Checks, Drafts and Other Monetary Orders. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Secretary-Treasurer or by such officer or officers, agent or agents of the Corporation as may be designated and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

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A director or officer, or former director or officer of this Corporation, and his legal representative, shall be indemnified by this Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer. The Corporation shall not, however, indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer for all the expenses, counsel fees and costs reasonably incurred in connection therewith, provided the Board of Directors of the Corporation shall have first approved such proposed compromise settlement and determined...
term of office. It shall be his responsibility to promote the scientific achievements of the profession and to foster harmonious relationships throughout the membership.

2. The Vice-President. The Vice-President shall preside in the absence of the President and on his death, resignation or removal from the office, shall succeed to the Presidency for the unexpired portion of the President's term of office. He shall also be designated as the President-Elect and shall automatically assume the position of President at the termination of the President's term of office.

3. Secretary-Treasurer. The Secretary-Treasurer shall record the minutes of the Annual and special meetings of the Corporation and receive and care for all records and papers belonging to the Corporation, including its Charter. He shall collect dues as fixed by the Corporation and shall notify in writing those delinquent in the payment of their dues. He shall be responsible for the safekeeping and disbursement of all funds, shall keep accounts and receive all dues and money belonging to the Corporation and shall pay out the same on the order of the President. He shall obtain a Certified Public Accountant to perform an annual audit and make a report of the results of the audit at the Annual Meeting of the Corporation. He shall notify each member of the Corporation as to the time and place of each meeting and whenever possible give the program for the meeting. He shall make and keep a list of the members of the Corporation in good standing, noting of each his correct name and address. The Secretary-Treasurer shall record the minutes of the Board of Directors and shall present these minutes to the members of the Corporation at the Annual Meeting.

4. The Board of Directors. The Board of Directors will review all committee reports and make appropriate recommendations to the Chapter. The Board of Directors shall develop such policies and procedures deemed necessary for the discharge of Chapter business and shall present these to the membership at the Annual Meeting for their approval. It shall be empowered to act in the name of the Chapter between Annual Meetings.

5. Vacancies occurring in any office of the Chapter may be filled by an appointee designated by the President, and the individuals so appointed shall hold office until the next meeting of the Chapter.

6. Quorum. Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum.

ARTICLE VII - COMMITTEES

The President shall be entitled to designate such committees as he may deem to be in the best interests of the Corporation. The President shall appoint members for all of said committees. One member of the Board of Directors shall serve on each committee for liaison between the committee and Board. These committees shall consist of planning, review, operations, education and research. The President shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Corporation may require.

Standing as chairman of each standing committee.
ARTICLE I - NAME OF THE SOCIETY

The name of this organization shall be Missouri Chapter of the Fellows of the American College of Surgeons. Cancer Institutes hereinafter referred to as The Association.

ARTICLE II - PURPOSES OF THE SOCIETY

The objects and purposes of this Society shall be as follows:

1. To incorporate as a non-profit corporation within the State of Missouri and to conduct its business as a non-profit corporation under the guidelines of the Internal Revenue Service, and to be herein after referred to as the Corporation.

2. To hold itself responsible for and to use its best efforts to attain within its area the objects of the American College of Surgeons which are "to elevate the standards of surgery, establish a standard of competency and of character for practitioners of surgery, to provide a method of granting fellowship in the organization, and to educate the public and the profession to understand that the practice of surgery calls for special training and that the surgeon elected to Fellowship in this College has had such training and is properly qualified to practice surgery."

3. To welcome new Fellows of the College into the Corporation and develop better acquaintanceship with local Fellows and with the objectives of the College.

4. To stimulate interest in the Junior Candidate Group among surgical residents and young surgeons.

5. To assist in providing the Citizens of Missouri with surgical and hospital facilities of the highest ethical and professional standards.

6. To enable the Corporation to acquire real estate and personal property for educational and benevolent purposes and to borrow money for such purposes and to perform such other legal acts as may be necessary or proper to carry out the aforesaid purposes of the Corporation.

ARTICLE III - MEMBERSHIP

1. There shall be included in the organization all Fellows of the American College of Surgeons who practice within the State of Missouri who desire to be members of the Chapter and who comply with its By-Laws. The Chapter shall also include as non-voting affiliates members of the Junior Candidate Group of the American College of Surgeons practicing in the area and Fellows retired from active practice who were former members of the Chapter. Said affiliates shall not have the right to hold office nor be obligated to pay dues.

2. Invitations to organizations of the health professions in Missouri to appoint a liaison representative to the Missouri Chapter shall be issued on the recommendation of the majority of the Council. Said liaison representatives shall not, however, have the right to vote at meetings, not be obligated to pay dues.
In order to proceed, the Council recommends to the Chapter the adoption of the following resolution:

Be it resolved that the President of the Missouri Chapter of the American College of Surgeons be authorized to take all necessary legal steps to establish the Missouri Chapter of the American College of Surgeons as a not-for-profit Corporation under the laws of the State of Missouri and to obtain a Charter therefor, with the transfer of Charter to the new Corporation, to be subject to the approval or disapproval of the membership at the next membership meeting. Be it further resolved that the By-Laws presented be approved as the Articles of Incorporation of the new Corporation.

Motion: A motion was made and seconded that the Chapter adopt the above resolution as recommended by the Council on by-laws and by-laws.

Action: Motion passed unanimously.
18 July 1972

Murray M. Copeland, M.D.
Vice President
University Cancer Foundation
M. D. Anderson Hospital and Tumor Institute
6723 Bertner Avenue
Houston, Texas 77025

Dear Murray:

I just received your mailing of July 11. I believe my previous letter to you outlined my suggestions. To make one additional point, I sincerely recommend that the By-Laws be kept rather simple. It is also highly desirable to have the chairmen of the various committees as integral parts of the executive committee. I believe this should be stressed in the By-Laws. Members of the executive committee could be the chairmen of the various committees. For this to occur, we would need five members on the executive committee other than your officers, since any organization can get by with a total of five operational committees. To have more committees than this often creates confusion. The areas of activities of the various committees can be more closely defined.

In addition to the By-Laws, you need a statement in the By-Laws with respect to the formulation of policies and procedures. By having a statement in there which says that the executive committee shall maintain a policy and procedure manual, and that the executive committee shall recommend to the membership policies and procedures for adoption of the majority present at the annual meetings, you can save yourself a lot of amendments in the future. These policies and procedures can deal with specific aspects of the By-Laws in greater detail and can be periodically changed by group action.

A statement from my instructor in Health Services Management on committees is enclosed for your information. The other changes in the By-Laws will have to be reviewed by a lawyer in order to conform with the stipulations of the Internal Revenue Service. A copy of the By-Laws that I provided you, which we recently prepared for the Missouri Chapter of the American College of Surgeons, contains the proper wording.

Best regards.

Sincerely,

John S. Spratt, Jr., M.S.P.H., M.D., F.A.C.S.
Director

cc: E. A. Miranda
4. To hold meetings of the membership in order to expedite the aforementioned purposes, and

5. To afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.
4. To hold meetings of the membership in order to expedite the aforementioned purposes, and

5. To afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

(Note): Any special provision authorized or permitted by Statute to be contained in the Articles of Incorporation may be inserted above.

(INCORPORATORS MUST SIGN BELOW)

Incorporators

VERIFICATION

STATE OF ______________________
COUNTY OF ______________________

I, ______________________, a Notary Public, do hereby certify that on the ______ day of ______, 1972, personally appeared before me and being first duly sworn by me acknowledged that he signed as his free act and deed the foregoing document in the respective capacity therein set forth and declared that the statements therein contained are true to his best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

______________________________
Notary Public
State of Missouri . . . Office of Secretary of State
JAMES C. KIRKPATRICK, Secretary of State
CORPORATION DIVISION
ARTICLES OF INCORPORATION
OF A
GENERAL NOT FOR PROFIT CORPORATION

(TO BE SUBMITTED IN DUPLICATE BY AN ATTORNEY)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

We, the undersigned,

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

THE AMERICAN ASSOCIATION OF CANCER INSTITUTES

1. The name of the corporation is:

2. The period of duration of the corporation is: perpetual

3. The address of its initial registered office in the State of Missouri is: 901 East Broadway

4. The initial registered Agent at said place of business is: Robert C. Smith

5. The purpose or purposes for which the corporation is organized are:

1. To support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities between groups with predominant interests in cancer.

2. To foster educational and training opportunities in the appropriate biomedical sciences.

3. To provide guidance to private and civic organizations concerning cancer research, both lay and professional education, medical care and rehabilitation of cancer patients.
### Calendar

- **October 3, 1973**
  - Ropemaking Hospital, New Orleans, LA
- **September 30**
  - Denver, Colorado
  - Fifth Annual Western Section Meeting
  - Colorado Hotel, Denver, Colorado
- **March 1973**
  - Ninth Annual National Meeting
  - Hyatt Universal Hospital
  - San Diego, California
- **October 8-11, 1973**
  - Eighth Annual National Meeting
  - Hyatt Universal Hospital
  - San Diego, California
  - Every Wednesday

---

**Society of Research Administrators**

**National Office**

P.O. Box 42204, Newport Beach, California 92645

---

Mr. John S Spratt Jr
Ellis Fischel St Cancer
& Research Center
Bus Loop 70 & Corliss Ave
Columbia Mo. 65201
CALENDAR

Monteleone Hotel, New Orleans, LA

October 3, 1973

The Annual National Meeting

Denver, Colorado

September 30

5th Annual Western Section Meeting

Olympic Hotel, Seattle, Washington

March 1973

6th Annual National Meeting

Hotel General Hospital

October 8-11, 1973

So. California Chapter Meeting

September 22, 1973

Northwest Section Chapter Meeting

Each Month

3rd Wednesday

SOCIETY OF RESEARCH ADMINISTRATORS

NATIONAL OFFICE

P.O.BOX 4320 & NEWPORT BEACH, CALIFORNIA 92664

Mr. John S Spratt Jr
Ellis Fischel St Cancer
& Research Center
Bus Loop 70 & Sarth Ave
Columbia Mo 65201
SRA CLASSIFIED
JUNIOR ADMINISTRATOR WANTED

A fulltime training position is open at once in the office of Grants & Contracts at New Mexico State University.

QUALIFICATIONS: BS or BA degree with emphasis in accounting, business, law or science.

DUTIES: Assist preparations of budgets for proposals being presented by NMSU for support of research, developmental or educational projects.

SALARY: OPEN.

Interested persons please send resume to:
NEW MEXICO STATE UNIVERSITY
PERSONNEL OFFICE
HADLEY HALL - BOX 3AA
LAS CRUCES, NEW MEXICO 88003

POSITION WANTED


COMMITTEES NEED HELP

All SRA committees urgently need the active volunteer help of members from all parts of the country to participate in programs planned and underway. Only through the participation of its members can the Society continue to fulfill its objectives. All SRA committees need additional members and new chairs may be appointed for several, following the 6th Annual Meeting in Seattle.

The following committees are especially in need of additional members:

- Membership
- Publications (SRA Journal, SRA Newsletter)
- Education
- Research
- Constitution and By-Laws
- Meetings

If you can participate in a SRA committee, please complete the form below and mail it to the National Office, Box 4220, Newport Beach, Calif. 92664.

DIRECTOR, NATIONAL OFFICE

I would like to participate on the committee of SRA. Please send me additional information as soon as possible.

Name__________________________________________

Address________________________________________

Phone__________________________________________


FUNCTIONS OF THE NATIONAL OFFICE

Administration - Permanent secretariat and staff for the Executive Committee and Standing Committees

Financial - Responsible to the Treasurer for day-to-day management of SRA financial affairs

Membership - Process membership applications, distribute materials, maintain and publish Directory

Publications - Responsible to the Publications Committee for editing and publishing the Newsletter, Journal, Research Administrator's Notebook and SRA brochures

SRA JOURNAL BOOK REVIEW

Help!
The Spring 1972 issue contained a review of "The Management of Scientific Research" by Glecck & Thorp and published by the University of Missouri. Many SRA members have called the Journal editors and this reviewer stating that inquiries to the University of Missouri bring delays to the book exists. Take heart, SRA users, it does exist and University of Missouri did indeed copyright it. It can be obtained for $4.50 from the Research Center, School of Business and Public Administration, University of Missouri, Columbia, Missouri.

J. L. Balderston

packets and certificates, maintaining all mailing lists, answering publication requests and inquiries regarding membership, and last, but not least, transcribing speeches made at SRA meetings to be published in the Journal.

The University of California has been an avid supporter of SRA and provides space and facilities for the National Office. The University's nine campuses throughout the state have the largest number of members from any one institution.

For those members who dealt with Nancy Maxwell, the former SRA Secretary, you will be pleased to know that her husband joined the Air Force and she will be traveling the United States for the next six years.
Midwestern Section
Robert A. Bolter
Whiskey Oil, Inc.
Helen P. Bruce
Loyola University of Chicago
John C. Cole
University of Chicago
Jeffrey L. Freed
Sherwin-Williams Co.
John T. Hatchett
Indiana University
John G. Keller
University of Nebraska
Paul H. Kosuda
Wisconsin Div. of Corrections
Paul F. Mortensen
University of Illinois
Dorothy L. Pelton
Stanley A. Peters
University of Chicago
Joseph F. Plimack
Gerber Products Company
John C. Quick
University of Illinois
Michael J. Walters
Western Michigan University
Martha C. Wagenstein
University of Chicago
Nathalie Weil
University of Chicago

Northeastern Section
Herbert S. Goldfield
Drexel University
Thomas E. Jordan
Hasbro Diabetic Found., Inc.
Gerald Libman
Veterans Administration
Theresa Mullarkey
Zoological Society of Philadelphia
Oscar Rabkinowitz
Jewish Board of Guardians
Janos Schulte
Ciba-Geigy Corporation
Murray S. Simons
Newton College of the Sacred Heart
Louis A. Tronzo
University of Pittsburgh

Southern Section
Charles E. DePoe
Northeast Louisiana University
Betty R. Faris
Vanderbilt University
Kenneth E. Jones
University of Virginia
Willard W. R. Price
West Virginia University
David C. Tabacchi
University of Texas

Western Section
Don Burnet
Crown Zellerbach
Norma N. Denney
University of California
Rudolph G. Rodriguez
Veterans Administration Hospital
Loren Taber
Oregon
Sheila Wall
Orexon Grad. Ctr. for Study and Research
Arthur O. Tovoka
Oregon Regional Primate Research Center

SERVICES
For most of the three and a half years, the Society's day-to-day business has been conducted at its National Office located in the Administrative Center of the School of Physical Sciences, University of California, Irvine. In early 1969, Rod Rose volunteered, as a member of the Publications Committee, to produce the first issue of the Journal and maintain SRA's mailing lists. Since then, the functions of the National Office have grown steadily. It is now staffed by Rod Rose, the Director, and a part-time secretary, Joanne Wall.

The primary purpose of the National Office is to be the permanent secretariat of the Society. The Office is responsible for maintaining the official membership roster, all SRA records, mailing lists used for promotion and publicity, processing all applications for membership, publishing the Annual Directory, and answering the 100-150 inquiries each month regarding the Society. Other important functions are assessing the constitutional officers with their responsibilities and performing staff functions for the Executive Committee and the Sections, whenever requested.

Financial responsibilities are carried out for the Treasurer, such as maintaining all SRA financial records, making bank deposits, writing checks and paying bills, preparation of financial statements, and developing budgets.

The Newsletter, Journal, and Research Administrator's Notebook are edited and published at the National Office, as well as other Society brochures. Post publications are stored and sent out on request and subscribers to the Journal, their records, and lists of potential subscribers are kept up-to-date.

The office staff also assists in planning and arranging meetings, both on the section and national level, prepares and distributes mailings to promote these meetings, and performs other miscellaneous duties that arise during the year.

In addition to the multitude of responsibilities connected with being the Director of SRA, Rod has been the Business Officer for the School of Physical Sciences at the University of California, Irvine, since 1966. He is responsible for budget, accounting and administrative systems, administration of contracts and grants and general management of instructional and research support functions for three academic departments, three shops, service units and administrative offices with an annual budget of about $4 million dollars. With all the work to be done, it is understandable that Rod needs the ancillary office set up in his home in Mission Viejo. Thankfully, his wife, Vel, and occasionally his three children assist him with routine SRA activities.

Joanne Wall, the Assistant to the Director, has been with the University for a year and has recently added SRA to her responsibilities of secretary to Rod Rose and travel coordinator for the School of Physical Sciences. Joanne and her five year old son moved to California about a year and a half ago from Northern Virginia, where she worked for the American Political Science Association. Her SRA responsibilities include processing membership applications, preparing and distributing membership
SRA TO RECEIVE HEW GRANT

SRA TO RECEIVE HEW GRANT

The Society of Research Administrators has received word from the HEW Office of Grants Administration Policy that its proposal to test a pilot program of grantee management review, utilizing the principles of the Quality of Management Program, has been approved. Since financial support of the program was not approved in this year's HEW budget, funds will be earmarked in next year's budget. The project is tentatively targeted to start in July of next year, unless funds are found before that time.

The project was instituted by Mr. Richard Hill and the Bay Area Chapters of SRA with the approval of the Executive Committee. The development of the project and proposal writing was completed by President Ken Brasher and Dick Hill. The experimental project is designed to test the use of peer management review of HEW grantees using the Quality of Management Programs as a basis for the review. SRA members will serve on teams that will evaluate the management of research and project funds at a select number of institutions. If successful, the project could lead to a research management accreditation program conducted by independent non-federal organizations like SRA. The two year project will be centered on the West Coast. The amount of the two year award is $99,221.

6TH ANNUAL MEETING TO BE SELL-OUT

For several months now, we have been reporting on the development of an excellent program for Seattle this October 8-11, and urging you to attend. Because of the beauty of our Pacific Northwest region, we've further suggested that registrants should consider combining their family vacation with attendance at an outstanding meeting.

Reports just received from Seattle indicate registration flowing in steadily. Already there is every indication this year's meeting will set a new high in total registration.

An excellent program has been prepared. As you know, its content is subdivided into three basic structures designed for those with special interests. These are industry, health, and education. Additionally, there is a "general" session designed to be of interest to all.

You are urged to plan to attend this meeting. Registration forms and any additional information you may require may be obtained from General Chairman H. G. Schulte.

H. G. Schulte
Child Development & Mental Retardation Center
University of Washington
Seattle, Washington 98195
Phone: 206-543-3724

Don't miss this opportunity. Let's see you in Seattle in October to meet your colleagues in research administration and participate in an outstanding program.

SOUTHERN CALIFORNIA CHAPTER MEETING

The Southern California Chapter of the Western Section will hold its meeting on September 27 at the Attending Staff Association of Harbor General Hospital, Torrance, California. Frank DeSantis, the host, has set up an afternoon program of speakers and a tour of the facilities at Harbor General. The meeting will be followed by an eight course Chinese dinner. All SRA members and guests are welcome. Please contact Frank DeSantis, 213-328-2389, extension 1125.
10 October 1972

Dr. Timothy R. Talbot, Jr., Director
The Institute for Cancer Research
7701 Burholme Avenue
Philadelphia, Pennsylvania 19111

Dear Tim:

I am glad you called today regarding the status of the nonprofit corporation. Enclosed is a copy of the attorney's opinion which was previously mailed to several of the officers. I also sent Dr. Clark, last week, a copy of a newsletter from the Society of Research Administrators. This newsletter contained an article describing an operational grant that this organization recently received. We should have such an organizational grant to subsidize this series of upcoming meetings among other things. These can be made to a nonprofit corporation. Once again, I think it very urgent that we get incorporated. It is really immaterial where we incorporate insofar as we incorporate in a state that has a fairly open-ended law that does not require that the annual meetings be held in that state or other restrictive or costly provisions.

As I mentioned to you, it is with considerable regret that I am going to have to miss the November meeting because of a conflict with active duty for training in the Naval Reserve. However, several other members of our staff will be there and I will discuss this material with them in advance. I do hope that the group can make a final decision regarding the locus of incorporation at the November meeting so we can get on with the necessary work.

During the November meeting, I will be accessible and will provide the members of our staff who will be in New York with my phone number. Also, I will be sure that we have the attorney's phone number in case we need to call him during the meeting.

Best regards.

Sincerely,

John S. Spratt, Jr., M.S.P.H., M.D., F.A.C.S.
Director

jfs

CC: Dr. Harold F. Rusch, Dr. E. A. Mirand, Dr. Murray M. Copeland,
    Dr. R. Lee Clark, Dr. Harold Brown
Enclosure
There seems to be no compelling advantage to incorporate in any of these states over the State of Missouri, which also provides wide modern not-for-profit corporation provisions, and no problems should be encountered with respect to incorporating or ease of running corporation in any of these states. Missouri, however, appears to have the most recent and modern statutes on not-for-profit corporations of any we checked.

SMITH, LEWIS & ROGERS

by

Robert C. Smith
Attorney at Law
901 E. Broadway
Columbia, Missouri
The not-for-profit corporation is exempt from any franchise taxes.

General incorporation procedure mentioned -- require three persons to incorporate.

(Title 8 Delaware Annotated Code)

California

No significant differences from general comments. Need three persons to incorporate. The copy of the articles sent back must be filed with the county clerk of the county of the corporation's principal office as well as in each county where the corporation acquires real property. Cumulative voting is optional.

Must have three directors, and must keep a membership book.

Costs:

<table>
<thead>
<tr>
<th>Description</th>
<th>Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>Articles filed</td>
<td>$5 (without shares)</td>
</tr>
<tr>
<td></td>
<td>$25-100 (with shares)</td>
</tr>
<tr>
<td>Recording</td>
<td>$2</td>
</tr>
<tr>
<td>Designation of agent</td>
<td>$5</td>
</tr>
</tbody>
</table>

(West's California Annotated Code, Sections 9000-9802)

Texas

Must have three incorporators, two of whom must be Texas citizens.

Must file an acceptance of the not-for-profit corporation act. Reports can be required by secretary of state not more often than once every four years. Must have three directors. Powers and authority more limited than most states.

Costs:

<table>
<thead>
<tr>
<th>Description</th>
<th>Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>Articles</td>
<td>$25</td>
</tr>
<tr>
<td>Certificate to do business</td>
<td>Amendments $25</td>
</tr>
<tr>
<td>in Texas</td>
<td>$25</td>
</tr>
<tr>
<td>Reports</td>
<td>$5</td>
</tr>
</tbody>
</table>

(Vernon's Civil Statutes of Texas Annotated Title 32, Chapter 9)

Illinois

Regular incorporation method: need three incorporators must file duplicate articles with secretary of state, then record in local county recorder's office.
If fail to pay fees, charges, etc., or to appoint an agent, file annual report, etc., have involuntary dissolution.

Must file an election to accept the General Not-For-Profit Act with secretary of state. Must also file annual report between January 15 and February 28 -- penalty $1.

Costs:
- Articles $25
- Amendments 10
- Election 10
- Reports 2

(Illinois Annotated Statutes, Chapter 32)

Missouri

We had previously furnished a detailed study of the Missouri Not-For-Profit Corporation, and such information will not be duplicated in this memorandum. We should point out, however, the following advantages of the Missouri not-for-profit law as compared to the various states set out above.

1. You do not need to record the Articles of Incorporation in the recorder's office of the county where the property is located, as is required in the State of California. This precludes the matter being a matter of public record and also saves some expense.

2. Also in California you must record your articles in each county where the corporation owns property which could result in trouble and expense if you have several different properties.

3. Texas required that two of the three incorporators must be residents of the State of Texas. While Missouri merely requires that they be citizens of the United States over 21.

4. The initial incorporation fee of $10.00 is less than the requirements of Texas and Illinois. The reporting requirements in Missouri are also simpler than in most of the other states.

5. The powers of the corporation are rather broad under the Missouri statute and need not be spelled out in the Articles of Incorporation except on a very limited basis. This has the advantage of reducing the cost of filing amendments later if the corporate uses change.

(Chapter 355, Vernon's Missouri Annotated Statutes)
FOR: ASSOCIATION OF AMERICAN CANCER INSTITUTES

In Re: Analysis of Not-For-Profit Laws in states of California, Illinois, Delaware and Texas

We have reviewed the corporation laws of Illinois, Texas, California, and Delaware in relation to the not-for-profit aspects. Delaware is the only one of the four which does not have a separate chapter in its statutes covering the not-for-profit corporation; so, if you are familiar with Delaware general corporate law, such also controls the not-for-profit corporation.

With respect to maintaining and operating in these states, all of them have wide provisions for the purposes and powers of the corporation. All allow both in-state and out-of-state members and board meetings. All have similar notice statutes, and provisions for waiver, etc. All allow the altering of quorum and vote requirements in the Articles or By-Laws, and all have similar requirements and qualifications for officers. None allows the payment of dividends (though to get this result, we think you would have to read Delaware's statutes in light of the purposes of a not-for-profit corporation, i.e. no specific forbidding statute as in other three states that we could find).

All have similar provisions for merger and consolidation.

All allow the corporation to establish one or more classes or types of members.

The common method of incorporation is as in Missouri -- file duplicate Articles with Secretary of State who then issues certificate of incorporation.

Delaware

As noted, there are no special provisions for not-for-profit corporations, and this alone would seem to us a fairly good reason for not incorporating there. The Delaware code 8 Sec. 141 allows a not-for-profit, non stock corporation to be managed as provided for in the Articles. This seems to give a good deal of latitude as to internal management - but again such a nondescript license seems dangerous.

Barring contrary provision, each member gets one vote.

An annual report must be filed by the first Tuesday in January.

Costs:

<table>
<thead>
<tr>
<th>Description</th>
<th>Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>Incorporation</td>
<td>$10</td>
</tr>
<tr>
<td>Amendment</td>
<td>10</td>
</tr>
<tr>
<td>Annual Report</td>
<td>10 (Foreign corporation $30)</td>
</tr>
</tbody>
</table>
ASSOCIATION OF AMERICAN CANCER INSTITUTES

ESTIMATED LIST OF COST AND FEES FOR INCORPORATION OF NATIONAL ASSOCIATION OF AMERICAN CANCER INSTITUTES AS A NOT FOR PROFIT CORPORATION:

Fees Due State of Missouri for Incorporation: $10.00

Normal charges made for preparation of articles of Incorporation and handling incorporation of not for profit corp. ($75.00) NO CHARGE

Total fees and charges for incorporation: $10.00
24 October 1972

Murray Copeland, M.D.
Vice President
University Cancer Foundation
M.D. Anderson Hospital & Tumor Institute
6723 Bertner Avenue
Houston, Texas 77025

Dear Murray

Enclosed is a copy of the analysis of Not For Profit laws in the states of California, Illinois, Delaware and Texas and a comparative analysis for incorporation in the state of Missouri. It looks like the only basis for incorporating in Delaware would be if you wanted to pay dividends! However, the payment of dividends would probably disqualify the organization for classification as a nonprofit corporation under the regulations of the Internal Revenue Service. As noted by the attorney, he considers this Delaware charter to be rather nondescript and perhaps by being nondescript does not provide some of the safeguards that might characterize incorporation in the other states.

Texas has a peculiar requirement in that two of the three incorporators must be residents of the state of Texas. This stipulation does not hold in other states. Also the powers and authority of the organization are considerably more limited than in other states.

The attorney has provided a comparative comment on incorporation in Missouri on page 3 of the enclosure and I am also enclosing a copy of his previous letter on this subject. If you need any further information, please let me know.

Best regards to you and Lee.

Sincerely

[Signature]

John S. Spratt, Jr., M.S.P.H., M.D., F.A.C.S.
Director

Enclosures

cc: R. Lee Clark
Memorandum to the File

September 1, 1972

Subject: Conversation with Dr. John Spratt concerning the Articles of Incorporation for the AACI

Dr. Spratt has received a copy of the Business Session minutes as transcribed from the tape made during the meeting. I pointed out to him that with the amendment to his resolution, it would be necessary to get a legal opinion as to what other states have to offer in the way of incorporation which might be better than Missouri. I specifically asked for a review of the laws of incorporation by the states of Delaware, Illinois, California and Texas.

I also asked Dr. Spratt to submit to me the total legal costs involved to look into the various state incorporation statutes, as well as, for incorporation proceedings, in order that I might ask Dr. Mirand to canvass the membership for approval to spend such funds.

I advised him of my talk with Dr. Rusch and that I asked Dr. Rusch not to sign the document until we had further clarification from Dr. Spratt.

I also inquired as to why we do not have a statement in the Missouri Articles of Incorporation entitled the "dissolution of the incorporation". He informed me that this was not necessary because it would be stated in the by-laws to be submitted with the application, although these by-laws have not been approved by the association. The resolution takes care of this.

He further informs me that to obtain tax free status the Articles of Incorporation and the by-laws must be submitted to the IRS for their review and receive approval before we can become a nonprofit organization.

I answered his inquiry by telephone as to how the College of Surgeons and the College of Radiology went about obtaining grants. I have agreed to take up the matter of the legal fee to be paid with Dr. Mirand for mail vote approval before we proceed with the Articles of Incorporation.

Murray M. Copeland, M. D.

MNC/c1b

cc: Dr. R. Lee Clark
     Dr. Ed Mirand
     Dr. Harold Rusch
ARTICLE XV

Repeal of Prior By-laws

Upon the adoption of these By-laws all previous By-laws are hereby repealed.

Adopted on the __________ day of __________, 197__.

The Association of American Cancer Institutes

Attest:

By:

__________________________  ____________________________
Secretary-Treasurer                   President
section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIV

Dissolution

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors so disposed of shall be disposed of by the ______________________ Circuit Court of the county in which the principal office of the Association is located, exclusively for such purposes or to such organization or organizations, as said County shall determine, which are organized and operated exclusively for such purposes.
contained in Roberts' Rules of Order unless otherwise determined by a two-thirds vote of the voting members present.

ARTICLE XIII

Miscellaneous

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association 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. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under
Any compromise settlement authorized herein shall not be effective until submitted to and approved by a Court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XI

Amendments

An amendment to the By-laws must be proposed in writing to the Committee on By-laws, and submitted to the Secretary-Treasurer of the Association at least two months before a regular meeting at which the amendment is to be acted upon. The Secretary-Treasurer shall notify the members of the Association of the proposed amendment at least thirty days before the meeting. It shall be voted upon at any regular or special meeting of the Association unless otherwise stated by the Secretary-Treasurer at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all regular members shall be necessary for its passage.

ARTICLE XII

Rules of Order

The deliberations of the Association shall be governed by parliamentary usage as
Association shall not, however, indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Association shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct but in taking such action any director involved shall not be qualified to vote thereon; and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the President at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by the President, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee.
All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

Dues

Annual dues may be established by the Association in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Association shall be approved at the annual meeting of the Association. Only dues-paying members may hold office, vote and participate in the business of the Association.

ARTICLE X

Indemnification of Officers and Directors Against Liabilities and Expenses in Action

A director or officer, or former director or officer of this Association, and his legal representative, shall be indemnified by this Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer. The
enter into any contract, accept grants, or execute and deliver any instrument in the
name of and on behalf of the Association, and such authority may be general or
confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the Association and no evidences of in-
debtedness shall be issued in its name unless authorized by a resolution of the Board
of Directors. Such authority may be general or confined to specific instances.

However, no loan in excess of $1,000.00 shall be contracted unless the President
first presents the loan proposal at a membership meeting and a resolution is adopted
by a majority of the voting members present approving the loan.

Section 3. Checks, Drafts and Other Monetary Orders.

All checks, drafts or other orders for the payment of money, notes or other evidences
of indebtedness issued in the name of the Association shall be signed by the Secretary-
Treasurer or by such officer or officers, agent or agents of the Association as may be
designated and in such manner as shall from time to time be determined by resolution
of the Board of Directors.

Section 4. Deposits.
Association offices from the floor.

f. Committee on By-laws. The Committee on By-laws shall consist of a Chairman and at least two members appointed by the President to serve for one year. It shall be the duty of this committee to receive from the membership suggested changes in the By-laws and to recommend to the membership those changes which it deems necessary and desirable.

g. Ad Hoc Committees. Ad Hoc Committees shall consist of three or more members appointed by the President to serve only for such time as is necessary to complete the mission assigned.

h. Liaison Representatives. The President shall nominate for approval a member to act in a liaison capacity between any association or organization and the Association of American Cancer Institutes as the circumstances demand; this appointment shall be mutually agreeable to both organizations.

ARTICLE VIII

Contracts, Grants, Loans, Checks and Deposits

Section 1. Contracts and Grants.

The Board of Directors may authorize any officer or officers, agent or agents, to
The Chairman shall be appointed by the President.

The Committee shall review the policies of the Association which may affect its objectives as they interface with various national and international organizations. The Committee also shall keep continuously under surveillance and review international programs with which the Association may interact, and recommend other Association opportunities which exist for international efforts.

The findings and recommendations of the Committee are to be reported to the Board of Directors two months prior to the annual meeting of the Association.

e. Nominating Committee. The Nominating Committee shall consist of three members appointed by the President to serve for one year. The Chairman of this committee shall not be a member of the Board of Directors. The committee shall nominate the following officers, to be voted upon at the executive session of the annual meeting: Vice-President (President-Elect), Secretary-Treasurer, and six members of the Board for three year terms, except that with the adoption of these By-laws two of the six members will be nominated for a one year's term, two members for a two year's term, and two members for a three year's term.

Nothing in this By-law shall be construed as preventing nominations for these
a. **Board of Directors.** Refer to Article VI, Section 4.

b. **Finance Committee.** The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association appointed or reappointed by the President at the time of the annual meeting.

It shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and to audit the financial records submitted by the Secretary-Treasurer.

c. **Committee on Arrangements and Public Relations.** The Committee on Arrangements and Public Relations shall consist of a Chairman appointed by the President, and additional members from the host organization. The Secretary-Treasurer shall be an ex-officio member of the Committee.

They shall make local arrangements for the meetings, and shall clear before release to the press, all items of public interest about the meetings and the Association. It shall be their duty to promote good public relations.

d. **Committee on Policy and Programs.** The Committee on Policy and Programs shall consist of three members appointed by the President to serve for one year.
ARTICLE VII

Committees

The President shall be entitled to designate such committees as he may deem to be in the best interests of the Association, and shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Association may require. One member of the Board of Directors shall serve as chairman of each standing committee, with the exception of the Nominating Committee.

Section 1. The standing committees shall be as follows:

a. Board of Directors (Executive Committee)

b. Finance Committee

c. Committee on Arrangements and Public Relations

d. Committee on Policy and Programs

e. Nominating Committee

f. Committee on By-laws

g. Representatives shall be appointed to National and International Organizations as liaison arrangements are developed.

Section 2. Duties of Committees.
and keep a list of the members of the Association in good standing, noting of each
his correct name and address. The Secretary-Treasurer shall record the minutes
of the Board of Directors and shall present these minutes to the members of the
Association at the annual meeting.

Section 4. **Board of Directors.**

The Board of Directors will review all committee reports and make appropriate
recommendations to the Association. The Board of Directors shall develop such
policies and procedures deemed necessary for the discharge of Association business
and shall present these to the membership at the annual meeting for their approval.

It shall be empowered to act in the name of the Association between annual meetings.

Section 5. **Vacancies.**

Vacancies occurring in any office of the Association may be filled by an appointee
designated by the President, and the individuals so appointed shall hold office until
the next meeting of the Association.

Section 6. **Quorum.**

Fifty percent (50%) of the voting members of the Board of Directors present at a
called meeting shall constitute a quorum.
Section 2. **Vice-President.**

The Vice-President shall preside in the absence of the President and on his death, resignation or removal, shall succeed to the Presidency for the unexpired portion of the President’s term of office. He shall also be designated as the President-Elect and shall automatically assume the position of President at the termination of the President’s term of office.

Section 3. **Secretary-Treasurer.**

The Secretary-Treasurer shall record the minutes of the annual and special meetings of the Association and receive and care for all records and papers belonging to the Association. He shall collect dues as fixed by the Association and shall notify in writing those delinquent in payment of their dues. He shall be responsible for the safekeeping and disbursement of all funds, shall keep accounts and receive all dues and money belonging to the Association and shall pay out the same on the order of the President. He shall obtain a certified public accountant to perform an annual audit and make a report of the results of the audit at the annual meeting of the Association. He shall notify each member of the Association as to the time and place of each meeting and whenever possible give the program for the meeting. He shall make
an annual meeting of the Association and shall serve for three years, or until his successor is elected and has qualified. At each annual meeting of the Association, two members of the Board of Directors shall be elected to serve for a period of three years.

Section 4. The Chairman of each standing committee shall be a member of the Board of Directors, with the exception of the Nominating Committee.

ARTICLE VI

Duties of Officers and Board of Directors

Section 1. President.

The President shall preside at the meetings of the Association and the Board of Directors and shall perform such other duties as custom and parliamentary usage may require. He shall appoint all committees and shall designate those Association members who may countersign all Association checks or drafts. He shall be the titular head of the Association in the United States during his term of office. It shall be his responsibility to promote the scientific achievements of the profession and to foster harmonious relationships throughout the membership.
meetings of the Association, including the Board of Directors, the Standing Committees, and **Ad Hoc** Committees, shall be decided by the majority of votes cast and, in every case of a tie, the Chairman shall have a casting vote.

Voting initially shall be a voice vote or by a show of hands, or by secret ballot if demanded.

**ARTICLE V**

**Officers and Board of Directors**

Section 1. The **officers of the Association** shall consist of a President, Vice-President and Secretary-Treasurer. The Vice-President shall also be designated as President-Elect of the Association.

Section 2. The **Board of Directors** shall consist of the officers of the Association, all former Presidents, and the elected directors. The Board of Directors shall serve as the Executive Committee of the Association. Six directors shall be elected at the first annual meeting to serve the following terms: two for three years, two for two years, and two for one year. After the first year, two directors shall be elected at each annual meeting.

Section 3. The **President and the Vice-President** shall be elected at the annual meeting by a majority vote of all members present who are entitled to vote. They shall serve until the next annual meeting of the Association, or until their respective successors have been elected and have qualified. The Secretary-Treasurer shall be elected at
the call of a majority of the Board of Directors, or upon written request of at least ten percent of the total membership of the Association who are eligible to vote delivered to the President. Upon receipt of such notice, the President shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.

Section 3. Notice of Meetings.

All members of the Association shall be notified in writing at least ten (10) days in advance of the annual meeting or of any special meeting. It shall not be required that the notice state the object of the meeting unless a change of By-laws or Articles of Incorporation, the subject of incurring financial debt or the dissolution of the Association is to be considered, in which case the notice shall so specify.

Section 4. Quorum.

Fifty percent (50%) of the voting members of the Association shall constitute a quorum to conduct business. In lieu of a quorum, the Secretary-Treasurer may poll the membership by mail on specific actions at the instruction of the President.

Section 5. Voting Procedure.

Except where provided otherwise in the By-laws, all questions arising in the business
apply for reconsideration, as outlined in Article III, Section 3, of the By-laws.

c. Corresponding Membership.

Applications for Corresponding membership shall follow the same procedure as that used for Regular membership. Corresponding members shall not have the power to vote.

Section 4. Attendance.

Any member who has not been properly excused by the Board of Directors, and who has not attended at least one annual meeting of every two, may be dropped from membership at the discretion of the Board of Directors.

ARTICLE IV

Meetings

Section 1. Annual Meetings.

There shall be at least one annual membership meeting held in the autumn of each year. The place and time of a scheduled meeting may be changed if all of the officers agree to such a change.

Section 2. Special Meetings.

Special meetings of the Association shall be held at the call of the President or at
The Board of Directors shall have power to hold over for further consideration any applications that do not fully comply with the foregoing and all other requirements.

The Regular members will vote by mail ballot; an affirmative vote of four-fifths of the Regular members will constitute election.

a. Regular Membership.

Organizations elected to Regular membership will become members of the Association following the conclusion of the annual meeting and will be invited to appoint the appropriate number of representatives as prescribed for in the By-laws, Article III, Section 2.

b. Associate Membership.

Applications for Associate membership shall follow the aforementioned procedure used in applying for Regular membership. Organizations elected to Associate membership shall be invited to appoint one representative as prescribed in the By-laws, Article III, Section 2. Associate members shall not have the power to vote.

If the Associate member organization develops the potential to become a Regular member, the Senior Official Representative of that organization may
all of the prerequisites outlined under Article III, Section 2 a, above. Each
Associate Member is authorized to appoint its Senior Scientific or Clinical
Director as its representatives.

c. Corresponding Membership may be held by selected cancer institutes outside
the United States and centers or other organizations with a major component
devoted to cancer activities, and should be represented by the Senior Scientific
Head in each instance.

Section 3. Procedure for Membership.

A completed application form shall be filed with the Secretary-Treasurer at least
three months before the annual autumn meeting of the Association. With the completed
application, supporting letters from three member organizations of the Association
shall be submitted, indicating the qualifications of the organization requesting Regular,
Associate, or Corresponding membership. The Secretary-Treasurer will distribute
to the Regular membership all pertinent information on each proposal at least two
months before the annual meeting. Any objections by the members should be sent
to the Secretary-Treasurer for immediate transmittal to the Nominating and Member-
Ship Committees.
(3) Federal agencies with major oriented cancer programs as noted in Sec. 2a(1) or 2a(2) above will be invited to participate as regular members of the association.
mathematics, medical pharmacology, developmental therapeutics,
radiation biology, surgery, animal models, etc.)

(2) A major component of an organization or institution (i.e. of a medical
school, university, division of an industrial organization, etc.) which will
permit emphasis on manpower largely engaged in a broad spectrum of
cancer research and training.

(3) Insert I
A pedagogical mechanism must obtain in the categories above, where
applicable, which will permit greater emphasis on recruitment of graduate
and postgraduate students into basic or clinical cancer research.

(3) Each Regular Member institution, organization or agency is authorized to
appoint up to three representatives, one of whom must be the Senior
Scientific Director. In a Director's absence, the next Senior Representative
present should be able to act with the same authority in transacting the
business of the Association.

b. **Associate Membership** may be held by institutions or organizations within the
United States which have

a. autonomous divisions and departments which have significant activities concerned

with the study and/or treatment of malignant disease, but which do not fulfill
4. to hold meetings of the membership in order to expedite the aforementioned purposes, and

5. to afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

ARTICLE III

Membership

Section 1. Classes of Membership.

The membership of the Association shall be divided into three classes: Regular Membership, Associate Membership, and Corresponding Membership.

Section 2. Qualifications for Membership.

a. Regular Membership of the Association of American Cancer Institutes shall include only those institutions and/or organizations within the United States which have coordinated interdisciplinary programs as:

(1) Cancer institutes and/or centers which include a wide variety of clinical disciplines related to patient care, a broad range of research and training programs which include clinical and biologic science, (genetics, carcinogenesis, virology, immunology, cytokinetics, bio-
BY-LAWS
FOR THE
ASSOCIATION OF AMERICAN CANCER INSTITUTES
Revised October 27, 1972

ARTICLE I

Name

The Association shall be called the Association of American Cancer Institutes.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. to support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities among groups with predominant interests in cancer,

2. to foster educational and training opportunities in the appropriate biomedical sciences,

3. to provide guidance to private and civic organizations concerning cancer research, both lay and professional education, medical care and rehabilitation of cancer patients,
CONSTITUTION

ARTICLE I

Name

The Association shall be called the American Association of Cancer Institutes.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. to support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities among groups with predominant interests in cancer,

2. to foster educational and training opportunities in the appropriate biomedical sciences,

3. to provide guidance to private and civic organizations concerning cancer research, both lay and professional education, medical care and rehabilitation of cancer patients,
Section 4. Quorum

Fifty percent of the voting members of the Association shall constitute a quorum to conduct business. In lieu of a quorum, the Secretary Treasurer may poll the membership by mail on specific actions at the instruction of the President.

Section 5. Voting Procedure

Except where provided otherwise in the By-laws, all questions arising in the business meetings of the Association, including meetings of the Board of Directors, the standing committees and ad hoc committees, shall be decided by the majority of votes cast and, in every case of a tie, the President or Chairman shall have a casting vote. Voting shall be a voice vote or by a show of hands and may be by secret ballot if requested by one Regular Member.

ARTICLE V

Officers and Board of Directors

Section 1.

The Officers of the Association shall consist of a President, Vice-President and Secretary-Treasurer. The Vice-President shall be designated President-Elect of the Association. These three officers must be delegates or alternates from Regular member institutions.

Section 2.

The Board of Directors shall consist of the officers of the Association, the immediate past President, and six (6) elected directors. The Board
of Directors shall serve as the Executive Committee of the Association. Six directors shall be elected at the first meeting following adoption of the By-Laws, to serve the following terms: two for three years, two for two years, and two for one year. After the first year, two directors shall be elected annually, to serve 3 years.

Section 3.

The President and the Vice-President shall be elected at the annual meeting by a majority vote of all voting members present. These two officers shall serve for one year, (until the next annual meeting of the Association), or until their respective successors have been elected and have qualified. The Secretary-Treasurer shall be elected at an annual meeting of the Association and shall serve for three years, or until a successor is elected and has qualified.

ARTICLE VI

Duties of Officers and Board of Directors

Section 1.

The President shall preside at the Association meetings and the Board of Directors and shall perform such other duties as custom and parliamentary usage may require. He or she shall appoint all committees and shall designate those Association members who may countersign all Association checks or drafts. He or she shall be the titular head of the Association during the term of office. It shall be his or her responsibility to promote the scientific achievements of the profession and to foster
harmonious relationships throughout the membership. All appropriate correspondence, news releases, etc., shall be in his or her name or by the Secretary with the President's approval.

Section 2. Vice-President

The Vice-President shall preside in the absence of the President, and on the President's death, resignation, or removal, shall succeed to the Presidency for the unexpired portion of the President's term of office. He or she shall also be designated as the President-Elect and shall assume the Presidency at the termination of the President's term of office.

Section 3. Secretary-Treasurer

The Secretary-Treasurer shall record the minutes of the annual and special meetings of the Association and receive and care for all records, papers, and documents belonging to the Association. He or she shall collect dues as fixed by the Board of Directors and shall be responsible for the safekeeping and disbursement of all funds, shall keep accounts and receive all dues and money belonging to the Association and shall pay out the same on the order of the President. He or she shall appoint a certified public accountant to perform an annual audit and make a report of the results of the audit at the annual meeting of the Association. He or she shall notify each member of the Association as to the time and place of each meeting and provide an agenda for the meeting. He or she shall compile and keep current a list of the members in good standing of the Association, noting correct names and addresses of each. The Secretary-Treasurer shall record a cause to be recorded the minutes of the Association at the annual meeting. Copies of same shall be forwarded
Section 4. Board of Directors

The Board of Directors will review all committee reports and make appropriate recommendations to the Association. The Board of Directors shall develop such policies and procedures deemed necessary for the discharge of Association business and shall present these to the membership at the annual meeting for their approval. It shall be empowered to act in the name of the Association between annual meetings.

Section 5. Vacancies

Vacancies occurring in any office of the Association may be filled by appointees designated by the President, and the individuals so appointed shall hold office until the next Board or annual meeting of the Association.

Section 6. Quorum

Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum. See Article IV, Section 4.

ARTICLE VII

Committees

The President shall be entitled to designate such committees as he or she may deem to be in the best interests of the Association, and shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Association may require. A member of the Board of Directors shall serve as chairman of each committee.
Section 1. The standing committees shall be as follows:

a. Board of Directors
b. Finance Committee
c. Membership Committee
d. Arrangements and Public Relations Committee
e. Policy and Programs Committee
f. Nominating Committee
g. By-laws Committee

Section 2. Duties of Committees

a. Board of Directors. Refer to Article V, Section 2.
b. Finance Committee. The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association appointed or reappointed by the President at the time of the annual meeting. The Finance Committee shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and arrange for the audit of the financial records submitted by the Secretary-Treasurer.
c. Membership Committee. The membership committee shall consist of a chairman appointed from the Board of Directors and by the President and four additional members. The committee shall review all applications, letters of recommendation and all other data pertinent to the candidate organizations applications for membership. The committee shall also consider any objections which may be raised by the membership. After due deliberation, the committee will submit in writing its recommendation
for approval or disapproval to the Secretary-Treasurer for review by a called meeting of the Board. With approval of the Board of Directors, the applications will be considered at the next meeting of the membership. If time does not permit, the Secretary-Treasurer is empowered to bring the recommended applications directly to the next meeting of the membership. The Arrangements and Public Relations Committee shall consist of a chairman appointed by the President, and additional members from the organization hosting the meeting. The Secretary-Treasurer shall be an ex-officio member of the committee. The committee shall make local arrangements for the meetings and shall approve before release to the press all items of public interest about the meetings and the Association. It shall be the duty of the committee to promote good public relations. All press releases shall be made in the name of the President of the Association or by the Secretary with the President's approval.

e. Policy and Programs Committee. The Policy and Programs Committee shall consist of three members appointed by the President to serve for one year. The Chairman shall be appointed from the Board of Directors by the President. The Committee shall review the policies of the Association which may affect its objectives as they interface with various national and international organizations. The Committee also shall keep continuously under surveillance and review both national and international programs with which the Association may interact and recommend other Association opportunities which exist for international efforts.
The findings and recommendations of the Committee are to be reported to the Board of Directors two months prior to the annual meeting of the Association.

f. Nominating Committee. The Nominating Committee shall consist of three members appointed by the President to serve for one year, in addition to the immediate 2 past presidents. The Chairman of this committee shall not be a member of the Board of Directors nor an immediate past president. The committee shall nominate the following officers, to be voted upon at the plenary session of the annual meeting: Vice-President (President-Elect), Secretary-Treasurer, and two members of the Board for three year terms, except that with the adoption the first By-laws two of the six members will be nominated for a one year's term, two members for a two year's term, and two members for a three year's term. Nothing in this By-law shall be construed as preventing nominations for these Association offices from the floor.

g. By-laws Committee. The Committee on By-laws shall consist of a chairman and at least two members appointed by the President to serve for one year. It shall be the duty of this committee to receive from the membership suggested changes in the By-laws and to recommend to the membership those changes which it deems necessary and desirable.

Section 3. Ad Hoc Committees and Liaison Representatives.

a. Ad Hoc Committees. Ad hoc committees shall consist of three or more members appointed by the President to serve only for such time as is necessary to complete the assigned mission.

b. Liaison Representatives. The President shall appoint a person or persons to act in liaison capacity between any association or organiza-
tion and the Association of American Cancer Institutes as the circumstances demand; this appointment shall be mutually agreeable to both organizations.

ARTICLE VIII

Contracts, Grants, Loans, Checks and Deposits

Section 1. Contracts and Grants

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, accept grants, or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances in which the Association owns insured collateral with an appraised value equal to or greater than the value of the loan. However, no loan in excess of $1000.00 shall be contracted unless the President first presents the loan proposal at a membership meeting and an approving resolution is adopted by a quorum majority of the voting members present approving the loan.

Section 3. Checks, Drafts and Other Monetary Orders

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Secretary-Treasurer or by such officer or officers, agent or agents of the Association as may be designated and in such manner
as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

Dues

Annual dues may be established by the Board of Directors of the Association in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Board of Directors of the Association shall be approved by the voting members at the annual meeting of the Association.

ARTICLE X

Amendments

An amendment to the By-laws must be proposed first in writing to the Committee on By-laws and then submitted to the Secretary-Treasurer of the Association at least two months before a regular meeting at which the amendment is to be acted upon. The Secretary-Treasurer shall notify the members of the Association of the proposed amendment at least thirty days before the meeting. The amendment shall be voted upon at any regular or special meeting of the Association unless otherwise stated by the Secretary-Treasurer at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all voting members shall be necessary
ARTICLE XI

Rules of Order

The deliberations of the Association shall be governed by parliamentary usage as contained in Robert's Rules of Order unless otherwise determined by a two-thirds vote of the voting members present.

ARTICLE XII

Miscellaneous

No part of the assets of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association 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. No substantial part of the activities of the Association shall be the verbal or written distribution of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the correspond-
Indemnification of Officers and Directors Against Liabilities and Expenses in Action

A director or officer, or former director or officer of this Association, and his or her legal representative, shall be indemnified by the Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or her or his or her estate in connection with, or arising out of, any action, suit, proceeding or claim in which he or she is made a party by reason of being, or having been, such director or officer. The Association shall not, however, indemnify such director or officer with respect to any matters as to which he or she shall be adjusted finally in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his or her duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Association shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; in taking such action any director involved shall not be qualified to vote thereon; and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter it shall be determined by a committee
of three persons appointed by the President at a duly called special
meeting or at a regular meeting. In determining whether or not a director
or officer was guilty of negligence or misconduct in relation to any
such matters, the Board of Directors or committee appointed by the
President, as the case may be, may rely conclusively upon an opinion
of independent legal counsel selected by the Board or committee.

**ARTICLE XIV**

**Dissolution**

Upon the dissolution of the Association, the Board of Directors shall,
after paying or making provision for the payment of all the liabilities
of the Association, dispose of all the assets of the Association exclusively
for the purposes of the Association in such manner, or to such organization
or organizations under Section 501 (c) (3) of the Internal Revenue
Code of 1954 (or the corresponding provision of any future United States
Internal Revenue Law), as the Board of Directors so disposed of shall
be disposed of by the Circuit Court of the county in which the principal
office of the Association is located at the time of dissolution, exclusively
for such purposes or to such organization or organizations, as said
County shall determine, which are organized and operated exclusively for
such purposes.
ARTICLE XV

Repeal of Prior By-laws

Upon the adoption of these By-laws all previous constitutions and By-laws are hereby repealed.

Adopted on the ___________ day of _____________, 19__

The Association of American Cancer Institutes

Attest: ________________________________

By: ________________________________

______________________________

Secretary-Treasurer

______________________________

President
RLC/MMC to discuss after MMC has been able to make changes and suggestions.
I made a copy of these attached By-Laws of the AACT for my files. However, after looking them over rather carefully it appears that there are many typographical errors, ambiguous language, vague statements, etc.

Perhaps you would like to peruse these By-Laws (or suggest that Dr. Copeland do so) and determine if any of my suggested changes should be forwarded to the By-Laws Committee for consideration.
13 February 1974

Michael J. Brennan, M.D.
President
Michigan Cancer Foundation
4811 John R Street
Detroit, Michigan 48201

Dear Mike:

Regarding the bylaws, I have gone over them very carefully with a couple of legal experts. My suggestion for the revisions are enclosed. May I suggest that your bylaw committee review and make appropriate recommendations regarding these for the next meeting.

Best regards.

Sincerely,

John S. Spratt, Jr., M.D., F.A.C.S.
Director

cc: R. Lee Clark, M.D.
    Edwin A. Mirand, M.D.
    Mr. Robert Smith

Enclosures
ASSOCIATION OF AMERICAN CANCER INSTITUTES

BY-LAWS

ARTICLE I

Name

The Association shall be called the Association of American Cancer Institutes and shall hereafter be designated as the Association.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. To support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities among groups with predominant interests in cancer;

2. To foster educational and training opportunities in the appropriate biomedical sciences;

3. To provide Federal, State and local governments and private and civic organizations guidance concerning cancer research, both lay and professional education, medical care and rehabilitation of cancer patients;

4. To hold meetings of the membership in order to expedite the aforementioned purposes; and

5. To afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

ARTICLE III

Membership

Section 1. Classes of Membership

a. The membership of the Association shall be divided into three classes:

   i. Regular membership, corresponding membership and individual membership.

   ii. Regular and corresponding members must be recertified in writing as eligible for membership every three years or sooner, if directed by the membership committee.

   iii. Individual members must be recertified in writing as eligible for membership on an annual basis or sooner, if directed by the membership committee.
Section 2. Qualifications for Membership

a. **Regular Membership** of the Association of American Cancer Institutes shall include only those institutions and/or organizations within the United States which have coordinated interdisciplinary programs, such as:

1. Cancer institutes and/or centers which include a wide variety of clinical disciplines related to patient care, a broad range of research and training programs which include clinical and biologic science, (genetics, carcinogenesis, virology, immunology, cytokinetics, biomathematics, medical pharmacology, developmental therapeutics, radiation biology, surgery, animal models, etc.).

2. A major component of an organization of institution (i.e. of a medical school, university, division of an industrial organization, etc.) which will permit emphasis on manpower, largely engaged in a broad spectrum of cancer research and training.

3. Federal agencies with major cancer-oriented programs as noted in Section 2a1 or 2a2 above will be invited to participate in the activities of the Association.

A pedagogical mechanism must obtain in the categories above, where applicable, which will permit greater emphasis on recruitment of graduate and postgraduate students into basic or clinical cancer research.

4. The Director of each regular member institution, organization or agency is authorized to appoint a delegate and an alternate to serve as a member of the Board of Directors, one of whom must be the Senior Scientific Director and will cast the one vote for the institution on the Board of Directors. In a Director's absence, his alternate should be able to act with the same authority in transacting the business of the Association.

b. **Corresponding membership** may be held by selected cancer institutes and centers or other organizations outside the United States with a major component devoted to cancer activities, and should be represented by the Senior Scientific Head in each instance.

c. **Individual membership** may be held by anyone employed by a regular member institution and nominated by the head of said institution.

Section 3. Procedure for Membership

A completed application form shall be filed with the Secretary-Treasurer at least three months before a meeting of the membership of the Association.
Any member or member institution who has not been properly excused by the Board of Directors and who has not attended at least one called meeting per year may be dropped from membership at the discretion of the Board of Directors.
ARTICLE IV
Meetings

Section 1. Annual Meeting of the Association
The President shall call at least one annual meeting of the general Association and at least one annual meeting of the Board of Directors. The place and time of a scheduled meeting may be changed if all of the officers agree to such a change.

Section 2. Special Meetings.
Special meetings of the Association shall be held at the call of the President or at the written call of a majority of the Board of Directors, delivered to the President. Upon receipt of such notice, the President shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.

Section 3. Notice of Meeting.
All members of the Association shall be notified in writing at least ten (10) days in advance of any meeting. It shall be required that the notice state the object of the meeting, including a change of By-Laws or Articles of Incorporation, or the subject of incurring financial debt, or the dissolution of the Association is to be considered, in which case the notice shall so specify.

Section 4. Quorum
Fifty percent (50%) of the voting (regular) members of the Association shall constitute a quorum to conduct business. In lieu of a quorum, the Secretary-Treasurer may poll the membership by mail on specific actions at the instruction of the President.

Section 5. Voting Procedure
Except where provided otherwise in the By-Laws, all questions arising in the business meetings of the Association, including the Board of Directors, the standing committees and ad hoc committees, shall be decided by the majority of votes cast and, in every case of a tie, the president or chairman shall have a casting vote. Voting shall be a voice vote or by a show of hands and may be by secret ballot if requested by one regular member.
ARTICLE V
Officers, Board of Directors and Executive Committee

Section 1. The officers of the Association shall consist of a President, Vice-President and Secretary-Treasurer. The Vice-President shall be designated President-Elect of the Association. They must be delegates or alternate from regular member institutions.

Section 2. The Board of Directors shall consist of the officers of the Association and the appointed delegates from the regular members.

Section 3. The Executive Committee shall consist of those officers and the immediate past president and one duly elected member from the regular membership. The Executive Committee may act on such business as approved in the last general membership or Board of Directors meeting.

Section 4. The President and the Vice-President shall be elected at the annual meeting by a majority vote of all members present who are entitled to vote. They shall serve for one year, until the next annual meeting of the Association, or until their respective successors have been elected and have qualified. The Secretary-Treasurer shall be elected at an annual meeting of the Association and shall serve for three years, or until his successor is elected and has qualified.

ARTICLE VI
Duties of Officers, Board of Directors and Executive Committee

Section 1. President.
The President shall preside at the meetings of the Association and the Board of Directors and shall perform such other duties as custom and parliamentary usage may require. He or she shall appoint all committees and shall designate those Association members who may countersign all Association checks or drafts. He or she shall be the titular head of the Association during his term of office. It shall be his responsibility to promote the scientific achievements of the profession and to foster harmonious relationships throughout the membership. All appropriate correspondence, news releases, etc., shall be his or her name.

Section 2. Vice-President.
The Vice-President shall preside in the absence of the President and on his death, resignation or removal, shall succeed to the Presidency for the unexpired portion of the President's term of office. He or she
shall also be designated as the President-Elect and shall automatically assume the position of President at the termination of the President's term of office.

Section 3. Secretary-Treasurer
The Secretary-Treasurer shall record the minutes of the annual and special meetings of the Association and receive and care for all records and papers belonging to the Association. He or she shall collect dues as fixed by the Board of Directors and shall notify in writing those delinquent in payment. He or she shall be responsible for the safekeeping and disbursement of all funds, shall keep accounts and receive all dues and money belonging to the Association and shall pay out the same on the order of the President. He or she shall obtain a certified public accountant to perform an annual audit and make a report of the results of the audit at the annual meeting of the Association. He or she shall notify each member of the Association as to the time and place of each meeting and provide an agenda for the meeting. He or she shall make and keep a list of the members of the Association in good standing, noting of each their correct names and addresses. The Secretary-Treasurer shall record or cause to be recorded the minutes of the Board of Directors and shall present these minutes to the members of the Association at the annual meeting. Copies of same shall be forwarded to regular members upon request.

Section 4. Executive Committee Authority. The Executive Committee will review all committee reports and, when appropriate, make recommendations to the Association. The Executive Committee shall develop such policies and procedures deemed necessary for the discharge of Association business and shall present these to the Board of Directors and the membership at the annual meeting for their approval. It shall be empowered to act in the name of the Association between Board or Annual Meetings as indicated in Article V, Section 3.

Section 5. Vacancies.
Vacancies occurring in any office of the Association may be filled by an appointee designated by the President, and the individuals so appointed shall hold office until the next Board or annual meeting of the Association.
Section 6. Quorum
Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum. See Article IV, Section 4.

ARTICLE VII
Committees
The President shall be entitled to designate such committees as he may deem to be in the best interests of the Association, and shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Association may require. A member of the Board of Directors shall serve as chairman of each committee.

Section 1. The standing committees shall be as follows:
a. Executive Committee of the Board of Directors.
b. Finance Committee
c. Membership Committee
d. Arrangements and Public Relations Committee
e. Policy and Programs Committee
f. Nominating Committee
g. By-Laws Committee

Section 2. Duties of Committees.
a. Board of Directors. Refer to Article V, Section 2.
b. Finance Committee. The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association appointed or reappointed by the President at the time of the annual meeting.
It shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and to audit the financial records submitted by the Secretary-Treasurer.
c. Membership Committee. The membership committee shall consist of a chairman appointed by the President from the Board of Directors and four additional members. The committee shall review all applications, letters of recommendation and all other data pertinent to the candidate organization's application for membership. They shall also consider any objections which may be raised by the membership. After due deliberation,
the committee will submit in writing its recommendation for approval or disapproval to the Secretary-Treasurer for review by the Board at a called meeting of the Board. With approval of the Board of Directors, the application will be considered at the next meeting of the membership.

4. Arrangements and Public Relations Committee. The Arrangements and Public Relations Committee shall consist of a chairman appointed by the President, and additional members from the host organization. The Secretary-Treasurer shall be an ex-officio member of the Committee. They shall make local arrangements for the meetings and shall approve before release to the press all items of public interest about the meetings and the Association. It shall be their duty to promote good public relations. All press releases shall be made in the name of the President of the Association.

e. Policy and Programs Committee. The Policy and Programs Committee shall consist of three members appointed by the President to serve for one year. The Chairman shall be appointed by the President from the Board of Directors. The Committee shall review the policies of the Association which may affect its objectives as they interface with various national and international organizations. The Committee also shall keep continuously under surveillance and review both national and international programs with which the Association may interact, and recommend other Association opportunities which exist for international efforts. The findings and recommendations of the Committee are to be reported to the Board of Directors two months prior to the annual meeting of the Association.

f. Nominating Committee. The Nominating Committee shall consist of three regular members appointed by the President to serve for one year. The Chairman of this committee shall be appointed by the President of the Association. The Committee shall nominate the following officers to be voted upon by the Board of Directors at the annual meeting: Vice-President (President-Elect), Secretary-Treasurer and one regular member to the executive committee. Nothing in this By-Law shall be construed as preventing nominations for these Association offices from the floor.

g. By-Laws Committee. The Committee on By-Laws shall consist of a chairman and at least two members appointed by the President to serve for one year. It shall be the duty of this committee to receive from the membership suggested changes in the By-Laws and to recommend to the
membership those changes which it deems necessary and desirable.

Section 3. Ad Hoc Committees and Liaison Representatives.

a. Ad Hoc Committees. Ad Hoc Committees shall consist of three or more members appointed by the President to serve only for such time as is necessary to complete the mission assigned.

b. Liaison Representatives. The President shall appoint a person or persons to act in a liaison capacity between any association or organization and the Association of American Cancer Institutes as the circumstances demand; this appointment shall be mutually agreeable to both organizations.

ARTICLE VIII

Contracts, Grants, Loans, Checks and Deposits

Section 1. Contracts and Grants

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, accept grants, or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances in which the Association owns insured collateral with an appraised value equal to or greater than the value of the loan. However, no loan in excess of $100,000 shall be contracted unless the President first presents the loan proposal at a membership meeting and a resolution is adopted by a majority of the voting members present approving the loan.

Section 3. Checks, Drafts and Other Post-Clear Orders.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Secretary-Treasurer or by such officer or officers, agent or agents of the Association as shall be designated and in such manner as shall from time to time be determined by resolution of the Board of Directors.
Section 4. Deposits.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

Dues

Annual dues may be established by the Association in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Association shall be approved at the annual meeting of the Association.

ARTICLE X

Amendments

An amendment to the By-Laws must be proposed first in writing to the Committee on By-Laws and then submitted to the Secretary-Treasurer of the Association at least two months before a regular meeting at which the amendment is to be acted upon. The Secretary-Treasurer shall notify the members of the Association of the proposed amendment at least thirty days before the meeting. It shall be voted upon at any regular or special meeting of the Association unless otherwise stated by the Secretary-Treasurer at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all regular members shall be necessary for its passage.

ARTICLE XI

Rules of Order

The deliberations of the Association shall be governed by parliamentary usage as contained in Roberts' Rules of Order unless otherwise determined by a two-thirds vote of the voting members present.

ARTICLE XII

Miscellaneous

No part of the assets of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association 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. No substantial part of the activities of the Association shall be the carrying on of
propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII

Indemnification of Officers and Directors Against Liabilities and Expenses in Action

A director of officer, or former director of officer of this Association, and his legal representative, shall be indemnified by the Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer. The Association shall not, however, indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Association shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct, but in taking such action any director involved shall not be qualified to vote thereon; and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter it shall be determined by a committee
of three persons appointed by the President at a duly called special
meeting or at a regular meeting. In determining whether or not a director
or officer was guilty of negligence or misconduct in relation to any such
matters, the Board of Directors or committee appointed by the President,
as the case may be, may rely conclusively upon an opinion of independent
legal counsel selected by the Board or committee.

**ARTICLE XIV**

**Dissolution**

Upon the dissolution of the Association, the Board of Directors shall,
after paying or making provision for the payment of all the liabilities
of the Association, dispose of all the assets of the Association exclusively
for the purposes of the Association in such manner, or to such organization
or organizations organized and operated exclusively for charitable, edu-
cational, religious, or scientific purposes as shall at the time qualify
as an exempt organization or organizations under Section 501 (c) (3)
of the Internal Revenue Code of 1954 (or the corresponding provision of
any future United States Internal Revenue Law), as the Board of Directors
so disposed of shall be disposed of by the Circuit Court of the county
in which the principal office of the Association is located at the time
of dissolution, exclusively for such purposes or to such organization
or organizations, as said County shall determine, which are organized
and operated exclusively for such purposes.

**ARTICLE XV**

**Repeal of Prior By-Laws**

Upon the adoption of these By-Laws all previous constitutions and By-Laws
are hereby repealed.

Adopted on the ______________ day of ______________, 197__.

The Association of American Cancer Institutes

Attest:

By:

______________________________
Secretary-Treasurer

______________________________
President
13 February 1974

Michael J. Brennan, M.D.
President
Michigan Cancer Foundation
4111 John R Street
Detroit, Michigan 48201

Dear Mike:

Regarding the bylaws, I have gone over them very carefully with a couple of legal experts. My suggestion for the revisions are enclosed. May I suggest that your bylaw committee review and make appropriate recommendations regarding these for the next meeting.

Best regards.

Sincerely,

John E. Spratt, Jr., M.D., F.A.C.S.
Director

JSS:ma
cc: R. Lee Clark, M.D.
     Edwin A. Miranda, M.D.
     Mr. Robert Smith

Enclosures
ASSOCIATION OF AMERICAN CANCER INSTITUTES

BY-LAWS

ARTICLE I

Name

The Association shall be called the Association of American Cancer Institutes and shall here and after be designated as the Association.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. To support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities among groups with predominant interests in cancer;

2. To foster educational and training opportunities in the appropriate biomedical sciences;

3. To provide Federal, State and local governments and private and civic organizations guidance concerning cancer research, both basic and professional education, medical care and rehabilitation of cancer patients;

4. To hold meetings of the membership in order to expedite the aforesaid purposes; and

5. To afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

ARTICLE III

Membership

Section 1. Classes of Membership

a. The membership of the Association shall be divided into three classes: Regular membership, corresponding membership and individual membership.

b. Regular and corresponding members must be recertified in writing as eligible for membership every three years or sooner, if directed by the membership committee.

c. Individual members must be recertified in writing as eligible for membership on an annual basis or sooner, if directed by the membership committee.
Section 2. Qualifications for Membership

a. Regular Membership of the Association of American Cancer Institutes shall include only those institutions and/or organizations within the United States which have coordinated interdisciplinary programs, such as:

1. Cancer institutes and/or centers which include a wide variety of clinical disciplines related to patient care, a broad range of research and training programs which include clinical and biologic science, (genetics, carcinogenesis, virology, immunology, cytobiology, biostatistics, medical pharmacology, developmental therapeutics, radiation biology, surgery, animal models, etc.),

2. A major component of an organization of institution (i.e., of a medical school, university, division of an industrial organization, etc.) which will permit emphasis on manpower, largely engaged in a broad spectrum of cancer research and training.

3. Federal agencies with major cancer-oriented programs as noted in Section 2a or 2a2 above will be invited to participate in the activities of the Association.

A pedagogical mechanism must obtain in the categories above, where applicable, which will permit greater emphasis on recruitment of graduate and postgraduate students into basic or clinical cancer research.

b. The Director of each regular member institution, organization or agency is authorized to appoint a delegate and an alternate to serve as a member of the Board of Directors, one of whom must be the Senior Scientific Director and will cast the one vote for the institution on the Board of Directors. In a Director's absence, his alternate should be able to act with the same authority in transacting the business of the Association.

c. Corresponding Membership may be held by selected cancer institutes and centers or other organizations outside the United States with a major component devoted to cancer activities, and should be represented by the Senior Scientific Head in each instance.

d. Individual Membership may be held by anyone employed by a regular member institution and nominated by the head of said institution.

Section 3. Procedure for Membership

A completed application form shall be filed with the Secretary-Treasurer at least three months before a meeting of the membership of the Association.
tion. With the completed application, supporting letters from three member organizations of the Association shall be submitted, indicating the qualifications of the organization requesting regular or corresponding membership. The Secretary-Treasurer will distribute to the regular, corresponding and individual members all pertinent information on each proposal at least two months before a meeting. Any objections by the members should be sent to the Secretary-Treasurer for immediate transmittal to the membership committee.

Article 6. Election and Induction

a. An affirmative vote of four-fifths of the regular members is required for admission for all memberships.

b. The regular members will vote by mail ballot after appropriate discussion at a regular meeting of the membership.

c. The Board of Directors shall have the authority to hold over for further consideration any application which does not fully comply with the foregoing and all other requirements.

d. Regular Membership. Organizations elected to regular membership will become members of the Association following notification by the Secretary-Treasurer and will be invited to appoint a delegate and alternate as prescribed in the By-Laws, Article III, Section 2(a). Each institution will notify the Secretary-Treasurer in writing, designating its representatives. These delegates will constitute the Board of Directors of the Association.

e. Corresponding Membership. Applications for corresponding membership shall follow the same procedure as that used for regular membership. Corresponding members shall not have the power to vote.

f. Individual Membership. Individual members may attend annual meetings, serve on certain committees by appointment and be otherwise organized as the rest of the Association. The President and Board of Directors may revoke individual members to discharge the work of the Association. Individual Membership, Attendance:

Any member or member institution who has not been properly excused by the Board of Directors and who has not attended at least one called meeting per year may be dropped from membership at the discretion of the Board of Directors.
ARTICLE IV

MEETINGS

Section 1. Annual Meeting of the Association
The President shall call at least one annual meeting of the general Association and at least one annual meeting of the Board of Directors. The place and time of a scheduled meeting may be changed if all the officers agree to such a change.

Section 2. Special Meetings
Special meetings of the Association shall be held at the call of the President or at the written call of a majority of the Board of Directors, delivered to the President. Upon receipt of such notice, the President shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.

Section 3. Notice of Meeting
All members of the Association shall be notified in writing at least ten (10) days in advance of any meeting. It shall be required that the notice state the object of the meeting, including any change of By-Laws or Articles of incorporation, or, the subject of incurring financial debt, or the dissolution of the Association is to be considered, in which case the notice shall so specify.

Section 4. Quorum
Fifty percent (50%) of the voting (regular) members of the Association shall constitute a quorum to conduct business. In lieu of a quorum, the Secretary-Treasurer may poll the membership by mail on specific actions at the instruction of the President.

Section 5. Voting Procedure
Except where provided otherwise in the By-Laws, all questions arising in the business meetings of the Association, including the Board of Directors, the standing committees and any new committees, shall be decided by the majority of votes cast and, in every case of a tie, the President or Chairman shall have a casting vote. Voting shall be by voice vote or by show of hands and may be by secret ballot if requested by one regular member.
ARTICLE V
OFFICERS, BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. The officers of the Association shall consist of a President, Vice-President and Secretary-Treasurer. The Vice-President shall be designated President-Elect of the Association. They may be delegates or alternates from regular member institutions.

Section 2. The Board of Directors shall consist of the officers of the Association and at least 2-3 delegates from the regular members.

Section 3. The Executive Committee shall consist of those officers and the immediate past president and one duly elected member from the regular membership. The Executive Committee may act on such business as approved in the last general membership or Board of Directors meeting.

Section 4. The President and the Vice-President shall be elected by the annual meeting by a majority vote of all members present, who are entitled to vote. They shall serve for one year, until the next annual meeting of the Association, or until their respective successors have been elected and have qualified. The Secretary-Treasurer shall be elected at an annual meeting of the Association and shall serve for three years, or until his successor is elected and has qualified.

ARTICLE VI
NOTICE OF OFFICERS, BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. President
The President shall preside at the meetings of the Association and the Board of Directors and shall perform such other duties as custom and parliamentary usage may require. He or she shall appoint all committees and shall designate those Association members who may counter-sign all Association checks or drafts. He or she shall be the titular head of the Association during his term of office. It shall be his responsibility to promote the scientific achievements of the profession and to foster harmonious relationships throughout the membership. All appropriate correspondence, new releases, etc., shall be his or her name.

Section 2. Vice-President
The Vice-President shall preside in the absence of the President, and on the last notice, election or removal, shall succeed to the Presidency for the unexpired portion of the President's term of office. He or she
shall also be designated by the President-Elect and shall automatically assume the position of President at the termination of the President's term of office.

Section 3. Secretary-Treasurer
The Secretary-Treasurer shall record the minutes of the annual and special meetings of the Association and receive and care for all records and papers belonging to the Association. He or she shall collect dues as fixed by the Board of Directors and shall notify in writing those delinquent in payment. He or she shall be responsible for the safekeeping and disbursement of all funds, shall keep accounts and receive all dues and money belonging to the Association and shall pay out the same on the order of the President. He or she shall engage a certified public accountant to perform an annual audit and make a report of the results of the audit at the annual meeting of the Association. He or she shall notify each member of the Association as to the time and place of each meeting and provide an agenda for the meeting. He or she shall have and keep a list of the members of the Association in good standing, noting of each their correct names and addresses. The Secretary-Treasurer shall record or cause to be recorded the minutes of the Board of Directors and shall present those minutes to the members of the Association at the annual meeting. Copies of same shall be forwarded to regular members upon request.

Section 4. Executive Committee Authority. The Executive Committee will review all committee reports and, when appropriate, make recommendations to the Association. The Executive Committee shall develop such policies and procedures deemed necessary for the discharge of Association business and shall present these to the Board of Directors and the membership at the annual meeting for their approval. It shall be empowered to act in the name of the Association between Board or Annual Meetings as indicated in Article V, Section 3.

Section 5. Vacancies.
Vacancies occurring in any office of the Association may be filled by an appointee designated by the President, and the individuals so appointed shall hold office until the next Board of Annual meeting of the Association.
Section 6. Quorum

Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum. See Article IV, Section 4.

ARTICLE VII

Committees

The President shall be entitled to designate such committees as he may deem to be in the best interests of the Association, and shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Association may require. A member of the Board of Directors shall serve as chairman of each committee.

Section 1. The standing committees shall be as follows:

a. **Executive Committee of the Board of Directors**
b. Finance Committee
c. Membership Committee
d. Arrangements and Public Relations Committee
e. Policy and Programs Committee
f. Nominating Committee
g. By-laws Committee

Section 2. Nominations of Committees

a. Board of Directors. Refer to Article V, Section 2.

b. Finance Committee. The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association appointed or reappointed by the President at the time of the annual meeting.

It shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and to audit the financial records submitted by the Secretary-Treasurer.

c. Membership Committee. The Membership Committee shall consist of a chairman appointed by the President, one member from the Board of Directors, and four additional members. The committee shall review all applications, letters of recommendation and all other data pertinent to the candidate organization's application for membership. They shall also consider any objections which may be raised by the membership. After due deliberation,
the committee will submit in writing its recommendation for approval or disapproval to the Secretary-Treasurer for review by the Board at a called meeting of the Board. With approval of the Board of Directors, the application will be considered at the next meeting of the membership.

2. Arrangements and Public Relations Committee. The Arrangements and Public Relations Committee shall consist of a chairman appointed by the President, and additional members from the host organization. The Secretary-Treasurer shall be an ex-officio member of the Committee. They shall make local arrangements for the meetings and shall approve before release to the press all items of public interest about the meetings and the Association. It shall be their duty to promote good public relations. All press releases shall be made in the name of the President of the Association.

3. Policy and Programs Committee. The Policy and Programs Committee shall consist of three members appointed by the President to serve for one year. The Chairman shall be appointed by the President from the Board of Directors. The Committee shall review the policies of the Association which may affect its objectives as they interface with various national and international organizations. The Committee shall also keep continuously under surveillance and review both national and international programs with which the Association may interact, and recommend other association opportunities which exist for international efforts. The findings and recommendations of the Committee are to be reported to the Board of Directors two months prior to the annual meeting of the Association.

4. Nominating Committee. The Nominating Committee shall consist of three regular members appointed by the President to serve for one year. The Chairman of this committee shall be appointed by the President of the Association. The committee shall nominate the following officers to be voted upon by the Board of Directors at the annual meeting: Vice-President (President-elect), Secretary-Treasurer and one regular member to the executive committee. Nothing in this by-law shall be construed as preventing nominations for these Association offices from the floor.

5. By-Laws Committee. The Committee on By-Laws shall consist of a chairman and at least two members appointed by the President to serve for one year. It shall be the duty of this committee to receive from the membership suggested changes to the by-laws and to recommend to the
membership those changes which it deems necessary and desirable.

Section 5. Ad Hoc Committees and Liaison Representatives.

A. Ad Hoc Committees. Ad Hoc Committees shall consist of three or more
members appointed by the President to serve only for such time as is
necessary to complete the mission assigned.

B. Liaison Representatives. The President shall appoint a person or
persons to act in a liaison capacity between any association or organi-
zation and the Association of American Cancer Institutes as the circum-
cstances demand; this appointment shall be mutually agreeable to both
organizations.

ARTICLE VIII

Contracts, Grants, Leases, Checks and Vouchers

Section 1. Contracts and Grants

The Board of Directors may authorize any officer or officers, agent or
agents, to enter into any contract, accept grants, or execute and deliver
documents in the name of and on behalf of the Association, and such
authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the Association and no evidences
of indebtedness shall be issued in its name unless authorized by a reso-
lution of the Board of Directors. Such authority may be general or
confined to specific instances in which the Association owns insured col-
lar with an appraised value equal to or greater than the value of the
loan. However, no loan in excess of $1000.00 shall be contracted unless
the President first presents the loan proposal at a membership meeting and
a resolution is adopted by a majority of the voting members present
approving the loan.

Section 3. Checks, Leases and Other Vouchers

All checks, drafts or other orders for the payment of money, notes or
other evidences of indebtedness issued in the name of the Association shall
be signed by the Secretary-Treasurer or by such officer or officers, agent
or agents of the Association as may be designated and in such manner as
shall from time to time be determined by resolution of the Board of
Directors.
Section 6. Deposits.
All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

Annual dues may be established by the Association in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Association shall be approved at the annual meeting of the Association.

ARTICLE X

Amendments
An amendment to the By-Laws must be proposed first in writing to the Committee on By-Laws and then submitted to the Secretary-Treasurer of the Association at least two months before the regular meeting at which the amendment is to be acted upon. The Secretary-Treasurer shall notify the members of the Association of the proposed amendment at least thirty days before the meeting. It shall be voted upon at any regular or special meeting of the Association unless otherwise stated by the Secretary-Treasurer at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all regular members shall be necessary for its passage.

ARTICLE XI

Rules of Order
The deliberations of the Association shall be governed by parliamentary usage as contained in Roberts' Rules of Order unless otherwise determined by a two-thirds vote of the voting members present.

ARTICLE XII

Purposes
No part of the assets of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in instances of the expense of the organization. No substantial part of the activities of the Association shall be the propaganda or
propaganda; or otherwise attempting to influence legislation, and the
Association shall not participate in, or intervene in (including the
publishing or distribution of statements) any political campaign on
behalf of any candidate for public office. Notwithstanding any other
provision of these Articles, the Association shall not carry on any
other activity not permitted to be carried on (a) by a corporation
exempt from Federal Income Tax under Section 501 (c) (3) of the
Internal Revenue Code of 1954 (or the corresponding provision of any
future United States Internal Revenue Law) or (b) by a corporation,
contributions to which are deductible under Section 170 (c) (2) of the
Internal Revenue Code of 1954 (or the corresponding provision of any
future United States Internal Revenue Law).

ARTICLE XII

Indemnification of Officers and Directors, General
Liabilities and Expenses in Action

A director of officer, or former director or officer of this Association,
and his, legal Representative, shall be indemnified by the Association
against liabilities, expenses, counsel fees, and costs reasonably incurred
by him or his estate in connection with, resulting out of, any action,
suit, proceeding or claim in which he is made a party by reason of his
being, or having been, such director or officer. The Association shall
not, however, indemnify such director or officer with respect to any
matters as to which he shall be finally adjudged in any such action,
suit or proceeding to have been liable for the performance of his duties as such director.

Indemnification herein provided for, however, shall apply also, in respect to any
action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel
fees and costs reasonably incurred in connection therewith), provided
the Board of Directors of the Association shall have first approved such
proposed compromise settlement and determined that the director or officer
involved was not guilty of negligence or misconduct, but in taking such
action any director involved shall not be qualified to vote therein;
and if for this reason a quorum of the Board of Directors cannot be
obtained to vote on such action it shall be determined by a committee.
of three persons appointed by the President at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by the President, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by the Board or committee.

ARTICLE XIV

DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors or the duly designated and appointed by the Circuit Court of the county in which the principal office of the Association is located at the time of dissolution, exclusively for such purposes or to such organization or organizations, as said County shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV

REPEAL OF PRIOR BY-LAWS

Upon the adoption of these By-Laws all previous constitutions and By-Laws are hereby repealed.

Adopted on the ______________________ day of ______________________, 197___.

Attest:

__________________________
Secretary-Treasurer

__________________________
President
Interoffice Memorandum

TO:    Dr. R. Lee Clark
FROM:  Dr. Murray M. Copeland

SUBJECT:

Dear Lee:

This is the current list of the Board of Directors elected following the adoption of the new Bylaws at a call meeting of the membership of the AACI on November 15, 1972. It currently stands that the president will be chairman of the board of Directors. Please find attached a copy of the newly approved Bylaws as corrected.

Very sincerely,

[Signature]

Murray M. Copeland, M. D.

Attachment
Interoffice Memorandum

TO:   Dr. R. Lee Clark

FROM:  Dr. Murray Copeland

DATE:  November 17, 1972

SUBJECT:

Dear Lee:

This is to remind you of our conversation last evening concerning calls I have had from around the country in which I was asked to speak to you about the structure of the Advisory Committee to the Cancer Control Program of the NCI. As I understand it there are 15 positions on this committee and that 4 of them are occupied by full time Clinical Directors of the NCI, and there are no members on the committee representing either diagnostic radiology, radiotherapy or pathology from the non-NCI members listed. I would appreciate your looking into this matter for any consideration you feel necessary.

Very sincerely,

Murray M. Copeland, M.D.
Vice President
University Cancer Foundation
ASSOCIATION OF AMERICAN CANCER INSTITUTES

Newly Elected Board of Directors Under the Revised Bylaws Adopted on November 13, 1972

There was a suspension of rules for the consideration of the elected members of the Board of Directors which shall be (see Article 5, Section 2 and Article 6, Section 4 of the Bylaws) two Directors for one year, two Directors for two years and two Directors for three years.

<table>
<thead>
<tr>
<th>One Year</th>
<th>Two Years</th>
<th>Three Years</th>
</tr>
</thead>
</table>
| Dr. Philippe Shubik  
  Director  
  Eppliy Institute for Cancer Research  
  42nd & Dewey  
  Omaha, Nebraska 68105 | Dr. Murray Copeland  
  M. D. Anderson Hospital and Tumor Institute  
  6723 Bertner  
  Houston, Texas 77025 | Dr. Timothy Talbot  
  Director  
  Institute for Cancer Research  
  Philadelphia, Pa. 19111 |
| Dr. Frank Rauscher  
  Director  
  National Cancer Institute  
  Baltimore, Maryland 21205 | Dr. Albert Owens, Jr.  
  Johns Hopkins Hospital  
  Baltimore, Maryland 21205 | Dr. James Liverman  
  Oak Ridge National Laboratory  
  Biology Division  
  Oak Ridge, Tennessee |

Other members of the Board of Directors are: Current President, Dr. Harold Rusch, McArdle Laboratory, University of Wisconsin, Madison, Wisconsin; Vice President and President Elect, Dr. John Spratt, Ellis Fishel Cancer Hospital, Columbia, Missouri; and Secretary-Treasurer, Dr. Edwin Miranda, Roswell Park Memorial Institute, Buffalo, New York, and Past President, Dr. David Wood, Cancer Research Institute, University of California Medical Center, San Francisco, California. It was decided at the meeting that there was a consensus that Dr. Gerald Murphy should be considered the next Vice President Elect. There was no official action taken on this matter.

Murray M. Copeland, M. D.
BY-LAWS
FOR THE
ASSOCIATION OF AMERICAN CANCER INSTITUTES
Revised November 12, 1972

ARTICLE I

Name

The Association shall be called the Association of American Cancer
Institutes and shall here and after be designated as the Association.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. to support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities among groups with predominant interests in cancer;

2. to foster educational and training opportunities in the appropriate biomedical sciences;

3. to provide guidance to private and civic organizations concerning cancer research, both lay and professional education, medical care and
rehabilitation of cancer patients;

4. to hold meetings of the membership in order to expedite the aforementioned purposes; and

5. to afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

ARTICLE III

Membership

Section 1. Classes of Membership.

The membership of the Association shall be divided into two classes:

Regular Membership and Corresponding Membership.

Section 2. Qualifications for Membership.

a. Regular Membership of the Association of American Cancer Institutes shall include only those institutions and/or organizations within the United States which have coordinated interdisciplinary programs such as:

(1) Cancer institutes and/or centers which include a wide variety of clinical disciplines related to patient care, a broad range of research
and training programs which include clinical and biologic science,
(genetics, carcinogenesis, virology, immunology, cytokinetics,
biomathematics, medical pharmacology, developmental therapeutics,
radiation biology, surgery, animal models, etc.).

(2) A major component of an organization of institution (i.e. of a
medical school, university, division of an industrial organization,
etc.) which will permit emphasis on manpower largely engaged in a
broad spectrum of cancer research and training.

(3) Federal agencies with major/oriented cancer/programs as noted
in Section 2a(1) or 2a(2) above will be invited to participate in
the activities of the Association.

A pedagogical mechanism must obtain in the categories above, where
applicable, which will permit greater emphasis on recruitment of
graduate and postgraduate students into basic or clinical cancer
research.

(4) Each Regular Member institution, organization or agency is
authorized to appoint up to three representatives, one of whom must
and will cast the one vote for the institution.

be the Senior Scientific Director. In a Director's absence, his
designee should be able to act with the same authority in trans-
acting the business of the Association.

b. **Corresponding Membership** may be held by selected cancer institutes
and centers or other organizations outside the United States with
a major component devoted to cancer activities, and should be
represented by the Senior Scientific Head in each instance.

Section 3. **Procedure for Membership.**

A completed application form shall be filed with the Secretary-Treasurer
at least three months before a meeting of the membership of the Association.

With the completed application, supporting letters from three member organi-
izations of the Association shall be submitted, indicating the qualifications
of the organization requesting Regular or Corresponding Membership. The
Secretary-Treasurer will distribute to the Regular or Corresponding all
pertinent information on each proposal at least two months before a meeting.

Any objections by the members should be sent to the Secretary-Treasurer for
immediate transmittal to the Membership Committee.
The Board of Directors shall have power to hold over for further consideration any applications that do not fully comply with the foregoing and all other requirements.

The Regular members will vote by mail ballot, after appropriate discussion at a regular meeting of the membership; an affirmative vote of four-fifths of the Regular members will constitute election.

a. Regular Membership.

Organizations elected to Regular membership will become members of the Association following notification by the Secretary-Treasurer and will be invited to appoint the appropriate number of representatives as prescribed in the By-laws, Article III, Section 2a(4).

Each institution will notify the Secretary-Treasurer, in writing, designating its representatives. These will constitute the active membership of the Association.

b. Corresponding Membership.

Applications for Corresponding membership shall follow the same procedure as that used for Regular membership. Corresponding members shall not have the power to vote.
Section 4. **Attendance.**

Any member who has not been properly excused by the Board of Directors, and who has not attended at least one called meeting per year, may be dropped from membership at the discretion of the Board of Directors.

**ARTICLE IV**

**Meetings**

Section 1. **Annual Meeting of the Membership.**

The President shall call at least one annual meeting of the membership.

The place and time of a scheduled meeting may be changed if all of the officers agree to such a change.

Section 2. **Special Meetings.**

Special meetings of the Association shall be held at the call of the President or at the call of a majority of the Board of Directors, or upon written request of at least ten percent of the total membership of the Association who are eligible to vote delivered to the President.

Upon receipt of such notice, the President shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.
Section 3. Notice of Meetings.

All members of the Association shall be notified in writing at least ten (10) days in advance of any meeting. It shall not be required that the notice state the object of the meeting unless a change of By-laws or Articles of Incorporation, or the subject of incurring financial debt, or the dissolution of the Association is to be considered, in which case the notice shall so specify.

Section 4. Quorum.

Fifty percent (50%) of the voting members of the Association shall constitute a quorum to conduct business. In lieu of a quorum, the Secretary-Treasurer may poll the membership by mail on specific actions at the instruction of the President.

Section 5. Voting Procedure.

Except where provided otherwise in the By-laws, all questions arising in the business meetings of the Association, including the Board of Directors, the Standing Committees, and Ad Hoc Committees, shall be decided by the majority of votes cast and, in every case of a tie, the Chairman shall have a casting vote.
Voting initially shall be a voice vote or by a show of hands, or by secret ballot if demanded.

ARTICLE V

Officers and Board of Directors

Section 1. The officers of the Association shall consist of a President, Vice-President and Secretary-Treasurer. The Vice-President shall also be designated as President-Elect of the Association.

Section 2. The Board of Directors shall consist of the officers of the Association, the immediate past President, and the elected directors.

The Board of Directors shall serve as the Executive Committee of the Association. Six directors shall be elected at the first meeting following adoption of the By-laws (1972), to serve the following terms: two for three years, two for two years, and two for one year. After the first year, two directors shall be elected annually.

Section 3. The President and the Vice-President shall be elected at the annual meeting by a majority vote of all members present who are entitled to vote. They shall serve until the next annual meeting of the Association, or until their respective successors have been elected and have qualified.
The Secretary-Treasurer shall be elected at an annual meeting of the Association and shall serve for three years, or until his successor is elected and has qualified. At each annual meeting of the Association, two members of the Board of Directors shall be elected to serve for a period of three years.

ARTICLE VI

Duties of Officers and Board of Directors

Section 1. President.

The President shall preside at the meetings of the Association and the Board of Directors and shall perform such other duties as custom and parliamentary usage may require. He shall appoint all committees and shall designate those Association members who may countersign all Association checks or drafts. He shall be the titular head of the Association during his term of office. It shall be his responsibility to promote the scientific achievements of the profession and to foster harmonious relationships throughout the membership.

Section 2. Vice-President.

The Vice-President shall preside in the absence of the President and on
his death, resignation or removal, shall succeed to the Presidency for the unexpired portion of the President's term of office. He shall also be designated as the President-Elect and shall automatically assume the position of President at the termination of the President's term of office.

Section 3. Secretary-Treasurer.

The Secretary-Treasurer shall record the minutes of the annual and special meetings of the Association and receive and care for all records and papers belonging to the Association. He shall collect dues as fixed by the Association and shall notify in writing those delinquent in payment of their dues. He shall be responsible for the safekeeping and disbursement of all funds, shall keep accounts and receive all dues and money belonging to the Association and shall pay out the same on the order of the President. He shall obtain a certified public accountant to perform an annual audit and make a report of the results of the audit at the annual meeting of the Association. He shall notify each member of the Association as to the time and place of each meeting and whenever possible give the program for the meeting. He shall make and keep a list of the members of the Association in good standing, noting of each his correct name and address.
The Secretary-Treasurer shall record the minutes of the Board of Directors and shall present these minutes to the members of the Association at the annual meeting.

Section 4. Board of Directors.

The Board of Directors will review all committee reports and make appropriate recommendations to the Association. The Board of Directors shall develop such policies and procedures deemed necessary for the discharge of Association business and shall present these to the membership at the annual meeting for their approval. It shall be empowered to act in the name of the Association between annual meetings.

Section 5. Vacancies.

Vacancies occurring in any office of the Association may be filled by an appointee designated by the President, and the individuals so appointed shall hold office until the next meeting of the Association.

Section 6. Quorum.

Fifty percent (50%) of the voting members of the Board of Directors at a called meeting shall constitute a quorum.
ARTICLE VII

Committees

The President shall be entitled to designate such committees as he may deem to be in the best interests of the Association, and shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Association may require.

A member of the Board of Directors shall serve as chairman of the following committees: Finance, Membership, and Policy and Programs Committee.

Section 1. The standing committees shall be as follows:

a. Board of Directors (Executive Committee)
b. Finance Committee
c. Membership Committee
d. Arrangements and Public Relations Committee
e. Policy and Programs Committee
f. Nominating Committee
g. By-laws Committee

Section 2. Duties of Committees.

a. Board of Directors. Refer to Article VI, Section 4.
b. *Finance Committee.* The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association, appointed or reappointed by the President at the time of the annual meeting.

It shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and to audit the financial records submitted by the Secretary-Treasurer.

c. *Membership Committee.* The Membership Committee shall consist of a Chairman appointed by the President from the Board of Directors and four additional members.

The Committee shall review all applications, letters of recommendation and all other data pertinent to the candidate organization's application for membership. They shall also consider any objections which may be raised by the membership.

After due deliberation, the Committee will submit in writing its recommendation for approval or disapproval to the Secretary-Treasurer.
for review by the Board at a called meeting of the Board. With
approval of the Board of Directors, the application will be considered
at the next meeting of the membership.

d. Arrangements and Public Relations Committee. The Arrangements
and Public Relations Committee shall consist of a Chairman appointed
by the President, and additional members from the host organization.
The Secretary-Treasurer shall be an ex-officio member of the Committee.
They shall make local arrangements for the meetings, and shall approve,
before release to the press, all items of public interest about the
meetings and the Association. It shall be their duty to promote good
public relations.

e. Policy and Programs Committee. The Policy and Programs Committee
shall consist of three members appointed by the President to serve
for one year. The Chairman shall be appointed by the President from
the Board of Directors.

The Committee shall review the policies of the Association which may
affect its objectives as they interface with various national and
international organizations. The Committee also shall keep continuously
under surveillance and review both national and international programs with which the Association may interact, and recommend other Association opportunities which exist for international efforts. The findings and recommendations of the Committee are to be reported to the Board of Directors two months prior to the annual meeting of the Association.

f. Nominating Committee. The Nominating Committee shall consist of three members appointed by the President to serve for one year. The Chairman of this committee shall not be a member of the Board of Directors. The committee shall nominate the following officers, to be voted upon at the executive session of the annual meeting: Vice-President (President-Elect), Secretary-Treasurer, and six members of the Board for three year terms, except that with the adoption of these By-laws two of the six members will be nominated for a one year's term, two members for a two year's term, and two members for a three year's term. Nothing in this By-law shall be construed as preventing nominations for these Association offices from the floor.
g. **By-laws Committee.** The Committee on By-laws shall consist of a Chairman and at least two members appointed by the President to serve for one year. It shall be the duty of this committee to receive from the membership suggested changes in the By-laws and to recommend to the membership those changes which it deems necessary and desirable.

**Section 3. Ad Hoc Committees and Liaison Representatives.**

a. **Ad Hoc Committees.** Ad Hoc Committees shall consist of three or more members appointed by the President to serve only for such time as is necessary to complete the mission assigned.

b. **Liaison Representatives.** The President shall appoint a person or persons to act in a liaison capacity between any association or organization and the Association of American Cancer Institutes as the circumstances demand; this appointment shall be mutually agreeable to both organizations.

**ARTICLE VIII**

**Contracts, Grants, Loans, Checks and Deposits**

Section 1. **Contracts and Grants.**

The Board of Directors may authorize any officer or officers, agent or agents,
to enter into any contract, accept grants, or execute and deliver any
instrument in the name of and on behalf of the Association, and such
authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the Association and no evidences
of indebtedness shall be issued in its name unless authorized by a resolution
of the Board of Directors. Such authority may be general or confined to
specific instances. However, no loan in excess of $1,000.00 shall be
contracted unless the President first presents the loan proposal at a
membership meeting and a resolution is adopted by a majority of the voting
members present approving the loan.

Section 3. Checks, Drafts and Other Monetary Orders.

All checks, drafts or other orders for the payment of money, notes or
other evidences of indebtedness issued in the name of the Association shall
be signed by the Secretary-Treasurer or by such officer or officers, agent
or agents of the Association as may be designated and in such manner as
shall from time to time be determined by resolution of the Board of Directors.
Section 4. Deposits.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

Dues

Annual dues may be established by the Association in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Association shall be approved at the annual meeting of the Association.

ARTICLE X

Amendments

An amendment to the By-laws must be proposed in writing to the Committee on By-laws and submitted to the Secretary-Treasurer of the Association at least two months before a regular meeting at which the amendment is to be acted upon. The Secretary-Treasurer shall notify the members of the Association of the proposed amendment at least thirty days before the meeting.
It shall be voted upon at any regular or special meeting of the Association unless otherwise stated by the Secretary-Treasurer at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all regular members shall be necessary for its passage.

ARTICLE XI

Rules of Order

The deliberations of the Association shall be governed by parliamentary usage as contained in Roberts' Rules of Order unless otherwise determined by a two-thirds vote of the voting members present.

ARTICLE XII

Miscellaneous

No part of the assets of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association 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. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association
shall not participate in, or intervene in (including the publishing or
distribution of statements) any political campaign on behalf of any
candidate for public office. Notwithstanding any other provision of
these articles, the Association shall not carry on any other activities
not permitted to be carried on (a) by a corporation exempt from Federal
income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954
(or the corresponding provision of any future United States Internal
Revenue Law) or (b) by a corporation, contributions to which are deductible
under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the
corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII

Dissolution

Upon the dissolution of the Association, the Board of Directors shall,
after paying or making provision for the payment of all the liabilities
of the Association, dispose of all the assets of the Association exclusively
for the purposes of the Association in such manner, or to such organization
or organizations organized and operated exclusively for charitable, edu-
cational, religious, or scientific purposes as shall at the time qualify
as an exempt organization or organizations under Section 501 (c)(3)
of the Internal Revenue Code of 1954 (or the corresponding provision
of any future United States Internal Revenue Law), as the Board of
Directors so disposed of shall be disposed of by the Circuit Court of
the county in which the principal office of the Association is located
at the time of dissolution, exclusively for such purposes or to such
organization or organizations, as said County shall determine, which are
organized and operated exclusively for such purposes.

ARTICLE XIV

Repeal of Prior By-laws

Upon the adoption of these By-laws all previous constitutions and By-laws
are hereby repealed.

Adopted on the __________ day of ____________________, 197__

The Association of American Cancer Institutes

Attest:          By:

_________________________  ___________________________
Secretary-Treasurer      President
Indemnification of Officers and Directors Against Liabilities and Expenses in Action

A director or officer, or former director or officer of this Association, and his legal representative, shall be indemnified by the Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer. The Association shall not, however, indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Association shall have first approved such proposed compromise settlement and determined that the director or officer
involved was not guilty of negligence or misconduct but in taking such action any director involved shall not be qualified to vote thereon;

and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the President at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by the President, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee.
UNION INTERNATIONALE
CONTRE LE CANCER

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1211 Geneva 2, Switzerland
Teleg. : Cancelexion, Geneva

P. O. Box 400
1211 Geneva 2, Switzerland
Telg. : Cancerunion, Geneva

HEADQUARTERS
1234 Main Street
Geneva, Switzerland

COUNCIL
President
W. E. Oard
USA

From: J. P. Delaferriere
Subject: Resolution of the American Association of Cancer Institutes (AACI) calling for the establishment of a "Commission on Cancer Institutes and Centres".

You will recall that after discussion in Sydney it was agreed that: "The Council requests that the Executive Committee appoint an "ad hoc" study group to consider the Resolution of the American Association of Cancer Institutes and to recommend appropriate action to the Executive Committee."

This meeting was held in Geneva on 14 and 15 October 1972 and I am appending for your information:

(a) the names of the participants of the "ad hoc Study Group" (Appendix I),

(b) the conclusions of the "ad hoc Study Group" and the proposed activities (Appendix II),

(c) the proposed budget for the "ad hoc Planning Committee" mentioned in paragraph (2) of the Conclusions above (Appendix III).

You will be pleased to know that a contract is being negotiated with the National Cancer Institute (USA) to cover these expenses. I am glad to inform you that the names proposed for the "ad hoc Planning Committee" are:

Dr. H. H. Bishop, Dr. P. F. Bendix, Dr. R. L. Clark, Dr. C. P. Murphy, Director, Roswell Park Memorial Institute.

The full membership of the Committee will comprise the additional members chosen from other regions of the world.

List of Participants

ULCO Representatives: W.U. Gardner
                      F.M. Taylor
                      G.U. Schmidt

AACI Representatives: M.P. Fusch
                      R. Lee Clark
                      J. Iverman

AACI Observers and Alternates: G.T. O'Connor
                               E. Hirund

Representatives of Cancer Institutes and Centres outside the USA: R. Degani
                                                               R. Iniker
4. to hold meetings of the membership in order to expedite the aforementioned purposes, and

5. to afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

ARTICLE III

MEMBERSHIP

Section 1. Classes of Membership.

The membership of the Association shall be divided into three classes:

Regular Membership, Associate Membership, and Corresponding Membership.

Section 2. Qualifications for Membership.

a. Regular Membership of the American Association of Cancer Institutes shall include only those institutions and/or organizations with coordinated interdisciplinary programs as:

(1) Cancer institutes and/or centers which include a wide variety of clinical disciplines related to patient care, a broad range of research and training programs which include clinical and biologic science, (genetics, carcinogenesis, virology, immunology,
cytokinetics, biomathematics, medical pharmacology, developmental
therapeutics, radiation biology, surgery, animal models, etc.)

(2) A major component of an organization or institution

(i.e. of a medical school, university, division of an
industrial organization, etc.) which will permit emphasis
on manpower largely engaged in a broad spectrum of cancer
research and training.

A pedagogical mechanism must obtain in the categories
above, where applicable, which will permit greater emphasis on
recruitment of graduate and postgraduate students into basic
or clinical cancer research.

(3) Each Regular Member institution or organization is
authorized to appoint up to three representatives, one of whom
must be the Senior Scientific Director. In a Director's absence,
the next Senior Representative present should be able to act
with the same authority in transacting the business of the
Association.
b. **Associate Membership** may be held by institutions or organizations with autonomous divisions and departments which have significant activities concerned with the study and/or treatment of malignant disease, but which do not fulfill all of the prerequisites outlined under Article III, Sec. 2a, above. Each Associate Member is authorized to appoint its Senior Scientific or Clinical Director as its representatives.

c. **Corresponding membership** may be held by selected cancer institutes outside the United States and centers or other organizations with a major component devoted to cancer activities, and should be represented by the Senior Scientific Head in each instance.

d. The **Business Meetings** of the Association will be held in executive session attended only by the appointed Regular Member representatives. The Regular Member representatives hereinafter will be called the Members of the Association; the Associate Member representatives will be called the Associate members; the Corresponding Member representatives will be called the Corresponding members.
ARTICLE IV

Officers, Committees and Representatives

Section 1. Officers of the Association shall be: the President, Vice President (President-elect), and the Secretary-Treasurer. These officers shall have the respective duties customary for such offices except as may be provided otherwise in the By-laws.

Section 2. Standing Committees of the Association:

a. Executive Committee

b. Finance Committee

c. Committee on Arrangements and Public Relations

d. Committee on Policy and Programs

e. Nominating Committee

f. Constitution and By-laws Committee

Section 3. There also shall be Ad Hoc Committees as necessary, and representatives appointed to National and International Organizations as liaison arrangements are developed.
ARTICLE V

Meetings of the Association

Regular meetings of the Association shall be held at least twice a year. The regular autumn meeting shall be considered the annual meeting.

ARTICLE VI

Amendments

An amendment to the Constitution or to any appended By-laws must be proposed in writing to the Committee on Constitution and By-laws, and submitted to the Secretary of the Association at least two months before a regular meeting at which the amendment is to be acted upon. The Secretary shall notify the members of the Association of the proposed amendment at least thirty days before the meeting. It shall be voted upon at a regular executive session of the meeting unless otherwise stated by the Secretary at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all regular members shall be necessary for its passage.
Proposed By-Laws

Article I

Duties of Officers, Standing Committees and Representatives

Section 1. President

The President shall preside at all meetings of the Association and of the Executive Committee, and shall have the power to preserve order and regulate proceedings according to the recognized rules. He shall be an ex-officio member of all standing committees, except as provided in the By-laws. He shall appoint any committees which he may deem advisable which are not otherwise provided for in the By-laws or by action of an executive session of the Association. He shall fill any vacancies which may occur in the interval between executive sessions not provided for in the By-laws.

His term of office shall extend from the closing session of the annual meeting at which he was elected, to the close of the following annual meeting. He may be reelected for one additional term of office.
Section 2. **Vice President (President-elect)**.

The Vice President elected at any annual meeting also shall be known as the President-elect until he becomes President. In the event of absence of the President, his duties shall be assumed by the Vice President (President-elect).

The Vice President (President-elect) shall be a member of the Executive Committee.

Section 3. **Secretary-Treasurer**.

a. Acting as Secretary, he shall keep or cause to be kept in permanent form a correct record of all the transactions of the Association. He shall send due notice of all meetings to each member, and shall notify all members of the committees of their appointment and of the duties assigned to them. He shall notify all applicants for membership of the action taken by the Association on their applications within sixty days after the annual meeting.

The Secretary shall keep a correct alphabetical list, by category, of member organizations, with their salient scientific
Directors and Representatives, together with their addresses.

He shall supply copies to members of the Association applying to him for same. This list shall specify the charter members of the Association.

The Secretary shall conduct the correspondence of the Association and shall perform all duties regularly pertaining to this office. He shall act as custodian of the papers of the Association and its committees. He shall notify members of the regular and special meetings, furnishing a return card for reply.

b. Acting as Treasurer, he shall collect, receive, and be accountable for all funds that accrue to the Association from dues or otherwise. Subject to the approval of the President, he shall disburse from the treasury such funds as may be necessary to meet appropriations and expenses of the Association.

He shall prepare and present a budget for the ensuing year for approval to the Executive Committee at the time of the annual meeting.
Section 4. Executive Committee.

The Executive Committee shall consist of the President, the Vice President (President-elect), the Secretary-Treasurer, and three other Regular Members, also elected by the Association at its annual executive session. The elected members shall serve for a term of three years, except that of the members first elected one shall be elected for a term of one year, and one shall be elected for a term of two years. The President shall act as Chairman, and the Vice President (President-elect) shall act as Co-Chairman.

It shall be the duty of this committee to conduct the affairs of the Association during the interim between regular meetings and to meet at least prior to each regular meeting.

The committee shall make all appointments to special committees and appoint other representatives of the Association not otherwise provided for in the By-laws.

It shall pass on all applications for membership and present its recommendations through the Secretary-Treasurer to the Association at the appropriate executive session.
It shall also be the duty of this committee to determine and to announce, at or before the close of a regular meeting, the time and place of the next meeting.

It shall recommend to the Association the amount of the membership dues.

In case of the death or permanent absence of any member of the Executive Committee during his term of office, the Executive Committee shall name a substitute to serve for the remainder of his term of office, except in the case of the President, whose substitute is provided for in Article I, Section 2 of the By-laws.

Section 5. Finance Committee.

The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association, appointed or reappointed by the Executive Committee at the time of each annual meeting.

It shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and to audit the financial records submitted by the Secretary-Treasurer.
Section 6. **Committee on Arrangements and Public Relations.**

The Committee on Arrangements and Public Relations shall consist of a Chairman appointed by the President, and additional members from the host organization. The Secretary-Treasurer shall be an ex-officio member of the Committee.

They shall make local arrangements for the meetings, and shall clearing, before release to the press, all items of public interest about the meetings and the Association. It shall be their duty to promote good public relations.

Section 7. **Committee on Policy and Programs.**

The Committee on Policy and Programs shall consist of three members appointed by the Executive Committee to serve for one year. The Chairman shall be appointed by the Executive Committee.

The Committee shall review the policies of the Association which may affect its objectives as they interface with various national and international organizations. The Committee also shall keep continuously under surveillance and review international progress with which the Association may interact, and recommend other Association opportunities.
which exist for international efforts. The findings and recommendations of the Committee are to be reported to the Executive Committee two months prior to the annual meeting of the Association.

Section 8. Nominating Committee.

The Nominating Committee shall consist of three members appointed by the Executive Committee to serve for one year. The Chairman of this committee shall not be a member of the Executive Committee. The committee shall nominate the following officers, to be voted upon at the executive session of the annual meeting: Vice President (President-elect), Secretary-Treasurer, and three members of the Executive Committee for three year terms, except that with the adoption of these By-laws one of the three members will be nominated for a one year's term, one member for a two year's term, and one member for a three year's term. Nothing in this By-law shall be construed as preventing nominations for these Association offices from the floor.

Section 9. Constitution and By-laws Committee.

The Constitution and By-laws Committee shall consist of a Chairman and at least two members appointed by the Executive Committee to serve for one year. It shall be the duty of this committee to receive from the membership suggested changes in the Constitution and By-laws and to recommend to the membership those changes which it deems necessary and desirable.
Section 10. Ad Hoc Committees.

Ad Hoc Committees shall consist of three members appointed by the President to serve only for such time as is necessary to complete the mission assigned.

Section 11. Liaison Representatives.

The Executive Committee shall nominate for approval a member to act in a liaison capacity between any association or organization and the American Association of Cancer Institutes as the circumstances demand; this appointment shall be mutually agreeable to both organizations.

ARTICLE II

Membership

Section 1. Qualifications.

Qualifications for Regular, Associate, and Corresponding membership have been outlined in the Constitution, Article III, Section 2.

Section 2. Procedure for Membership.

A completed application form shall be filed with the Secretary-Treasurer at least three months before the annual autumn meeting of the Association. With the completed application, supporting letters from
These member organizations of the Association shall be submitted,
indicating the qualifications of the organization requesting Regular,
Associate, or Corresponding membership. The Secretary-Treasurer will
inform the Regular membership all pertinent information on each
proposal, at least two months before the annual meeting. Any objections
by the members should be sent to the Secretary-Treasurer for immediate
consideration to the Nominating and Membership Committee.

The Executive Committee shall have power to hold over for further
consideration any applications that do not fully comply with the fore-
going and all other requirements.

The Regular members will vote by mail ballot: an affirmative vote
of four-fifths of the Regular members will constitute election.

b. **Regular Membership.**

Organizations elected to Regular membership will become
members of the Association following the conclusion of the annual
meeting and will be entitled to operate the appropriate number of
representatives as provided for in the Constitution, Article III,
Section 3.
b. **Associate Membership.**

Applications for Associate membership shall follow the aforementioned procedure used in applying for Regular membership.

Organizations elected to Associate membership shall be invited to appoint one representative, as prescribed in the Constitution,

Article III, Section 2. Associate members shall not have the power to vote.

If the Associate member organization develops the potential to become a Regular member, the Senior Official Representative of that organization may apply for reconsideration, as outlined in Article II, Section 2 of the By-laws.

c. **Corresponding Membership.**

Applications for Corresponding membership shall follow the same procedure as that used for Regular membership. Corresponding members shall not have the power to vote.

Section 3. **Attendance.**

Any Regular or Associate member who has not been properly excused by the Executive Committee, and who has not attended at least one annual
meeting of every two, may be dropped from membership at the discretion of the Executive Committee.

**ARTICLE III**

**Elections**

At the annual executive session, the Association shall elect the following officers: a Vice President (President-elect), a Secretary-Treasurer, and one member of the Executive Committee. The candidate for each office receiving the majority of the votes shall be declared elected. The newly elected officers shall assume their duties at the close of the day of the meeting at which they are elected.

Only Regular members shall be entitled to vote or hold elective office.

**ARTICLE IV**

**Meetings**

Regular meetings of the Association shall be held at least twice a year, in the spring and in the summer; this latter meeting will be considered the annual meeting. Special meetings may be held whenever there is a sufficient reason. The exact place and time of the meeting shall be
selected by general consent. The place and time of a scheduled meeting may be changed if all of the officers agree to such a change.

ARTICLE V

Voting Procedure

Except where provided otherwise in the Constitution or By-laws, all questions arising in the business meetings of the Association, including the Executive Committee, the Standing Committees, and Ad Hoc Committees, shall be decided by the majority of votes cast and, in every case of a tie, the Chairman shall have a casting vote.

Voting initially shall be a voice vote or by a show of hands, or by secret ballot if demanded.

ARTICLE VI

Quorum

Four-fifths of the Regular members present shall constitute a quorum to conduct the business of the Association.
ARTICLE VII

Membership

Section 1. ACCOUNT

The Executive Committee shall have the power to determine the
manner in which necessary expenses will be prorated.

Section 2. DELINQUENCY

Any delinquent member whose prorated share of expenses is in arrears
for one year, and who has been sent three notices of delinquency, including
one registered letter, shall be reported by the Secretary-Treasurer to the
Executive Committee. If the delinquency exists for two years, this shall
be considered just cause for dropping the member institution from the
calls of the Association.

ARTICLE VIII

Order of Business and Parliamentary Procedure

The order of business and the parliamentary procedure shall conform
to those detailed in the current edition of "Roberts Rules of Order,
Revised" unless otherwise provided for in the Constitution and By-laws.
ARTICLE IX

Amendments

Any amendment to these By-laws shall be in accordance with Article VI of the Constitution.
MISCELLANEOUS CORRESPONDENCE
WITH
DR. JOHN S. SPRATT
24 October 1972

Murray Copeland, M.D.
Vice President
University Cancer Foundation
M.D. Anderson Hospital & Tumor Institute
6723 Bertner Avenue
Houston, Texas 77025

Dear Murray,

Enclosed is a copy of the analysis of Not For Profit laws in the states of California, Illinois, Delaware and Texas and a comparative analysis for incorporation in the state of Missouri. It looks like the only basis for incorporating in Delaware would be if you wanted to pay dividends! However, the payment of dividends would probably disqualify the organization for classification as a nonprofit corporation under the regulations of the Internal Revenue Service. As noted by the attorney, he considers this Delaware charter to be rather nondescript and perhaps by being nondescript does not provide some of the safeguards that might characterize incorporation in the other states.

Texas has a peculiar requirement in that two of the three incorporators must be residents of the state of Texas. This stipulation does not hold in other states. Also the powers and authority of the organization are considerably more limited than in other states.

The attorney has provided a comparative comment on incorporation in Missouri on page 3 of the enclosure and I am also enclosing a copy of his previous letter on this subject. If you need any further information, please let me know.

Best regards to you and Lee.

Sincerely,

John S. Spratt, Jr., M.S.P.H., M.D., F.A.C.S.
Director

Enclosures

cc: R. Lee Clark
Dr. Harold P. Rusch, Director  
McArdie Laboratory for Cancer Research  
University of Wisconsin  
450 N. Randall Avenue  
Madison, Wisconsin 53706

Dear Dr. Rusch:

Enclosed is a copy of the attorney's reply. I subsequently sent the attorney a copy of the minutes authorizing to proceed with incorporation.

The modest cost is no problem and we can manage this. The bylaws still need final action by the bylaws committee and membership, but they are satisfactory for incorporation along with the resolution we passed.

Please let me know if I should proceed with the submission of the application. Your notarized signature is required in the marked place if you concur. Then either Ed Mirand or Murray Copeland can provide the additional notarized signature. I have provided the third signature.

Sincerely,

John S. Spratt, Jr., M.D., M.S.P.H., F.A.C.S.  
Director

JSS: jd  

Enclosures  

cc: E. Mirand  
M. Copeland
August 22, 1972

Dr. John S. Spratt, Jr.
Director, Cancer Research Center
Business Loop 70
Columbia, Missouri

Re: American Association of Cancer Institutes

Dear Dr. Spratt:

I am writing this letter for the purpose of answering your inquiry in connection with the proposed chartering of the American Association of Cancer Institutes as a not-for-profit corporation.

1. I feel that the draft of your proposed constitution and by-laws was very well done. There are a few minor changes that could be made, but this can be done at your first annual meeting after incorporation. The documents you prepared should be known solely as the by-laws of the corporation.

2. The advantage of chartering a non-profit corporation in Missouri is that we have a very simple procedure in this state. Missouri recently adopted some special non-profit corporation statutes which allow rapid incorporation through the Secretary of State's office. It is not necessary to go into court for a determination of the non-profit status. The only report required in Missouri is an annual report that the corporation is in operation and lists the names and addresses of the officers and directors. Missouri also has the advantage in that the statutes grant broad powers to Missouri non-profit corporations, and it is not necessary to spell out in detail in your Articles of Incorporation all the powers you must have. The Internal Revenue Service has also recognized non-profit corporations incorporated under Missouri law as the basis for tax deductible gifts. However, special application must be submitted to the Internal Revenue Service for this purpose.
3. The first step that would be needed to incorporate would be to prepare Articles of Incorporation which should be signed by three or more members of the Committee on Constitution and By-Laws. It is not necessary for the officers of the association or the membership to sign the initial document. The only requirement for annual continuance is the filing of the annual report of the names of the officers and directors.

4. The fees involved would consist of the following:
   a. Incorporation fee to the State of Missouri-$10.00
   b. Annual renewal fee of $1.00 per year.
   c. Total estimated attorneys fees for preparation of Articles of Incorporation; obtaining approval and putting the By-Laws in final form would total $100.00.

Please find enclosed a draft of the proposed Articles of Incorporation which is the first document needed. If these Articles meet with your approval, have three members of your committee sign it and return it to this office and we can proceed from there.

Sincerely yours,

[Signature]

Robert C. Smith

mw
Enc.
27 June 1972

Murray M. Copeland, M.D.
Vice President
University Cancer Foundation
M.D. Anderson Hospital and Tumor Institute
6723 Bertner Avenue
Houston, Texas  77025

Dear Murray

As you requested, the points I made at the Omaha meeting are summarized below:

1. The AACI should become chartered as quickly as possible as a nonprofit corporation. This requires a set of bylaws written to conform to the regulations of the internal revenue service regarding nonprofit corporations. A set of such bylaws is enclosed.

2. The process of obtaining a state charter for a nonprofit corporation can be accelerated (at least in Missouri) by passing a resolution. Such a resolution is also enclosed. I will be glad to obtain a Missouri charter if the AACI wishes. The state in which the charter is obtained is really of no potential benefit to anyone. I have just been through the process in Missouri and know how to do it and already have relevant legal counsel obtained.

3. As soon as the AACI is chartered it should submit a grant request to the National Cancer Institute for operational moneys. As a minimum these moneys should cover costs of a secretariat, operational costs for the USA National Committee, dues to the UICC, travel costs for members to committee meetings, etc.

4. There should be only one class of members from the United States but the number of votes could be variable based on the scope of an institution's effort — perhaps one vote each for service, research, education and administration.

5. In the bylaws the committee organization should be functional, the total number of committees should be kept to a minimum and the executive committee should be composed of officers and committee chairmen. All the functions of an organization can generally be consolidated into
no more than five committees: 1) Planning, 2) Review, 3) Operations, 4) Education, and 5) Research.

6. A set of objectives which the AACI will adopt is a necessary preamble to the bylaws. These objectives need very serious and detailed consideration.

7. The capacity of the AACI to serve as a facilitator for collaborative effort requires that it obtain a legal status as a nonprofit corporation. I can arrange for a lawyer to address the AACI on the reasons for this but cannot underwrite the cost of his attending a meeting.

8. I suggest circulation of this letter to members of the bylaws committee, a rewrite of the bylaws to conform to the suggestions reviewed by legal counsel, and a conference call to review the changes. Hopefully, this can be done without another meeting.

9. Future meetings of the AACI should set aside a block of time, perhaps a half day, for committee meetings.

10. All this should be done as soon as possible in order to have a legal base from which to give the necessary support and guidance to the Conquest of Cancer Program.

With best regards.

Sincerely

John S. Spratt, Jr., M.S.P.H., M.D., F.A.C.S.
Director

Enclosures
Mr. Copeland needs to talk to RLC re:
1. Conf. memo attached re. Extraneous/intraneous
   groups at RLC, has not was. I thought of
   them thinking to be sure they were
   cleared.

2. AACI Incorporation. Needs to know AACI's that
   of Constitution and By-laws could not be present and
   send me a copy of the document for a further meeting of the
   Board.

I indicated to him a few documents which were
office but not known to be of AACI and asked that I would do
them in your room while I make.

In the meantime, I

"Constitution and By-laws"

Please find my current items mentioned above,

Interoffice Memo
TO: Dr. R. Lee Clas
FROM: Dr. Murray M. Kopel
SUBJECT: AACI Constitution

Dear Lee:

In talking with Dr. R. Lee Clas, the Constitution and By-laws could not be present and send me a copy of the document for a further meeting of the AACI Board.

I indicated to him a few documents which were office but not known to be of AACI and asked that I would do them in your room while I make.

In the meantime, I

"Constitution and By-laws"

Please find my current items mentioned above.
Interoffice Memorandum

TO: Dr. R. Lee Clark  
FROM: Dr. Murray M. Copeland  
SUBJECT: AACI Constitution and By-laws

Dear Lee:

In talking with Dr. Tim Talbot before he left, he reported to me that the Constitution and By-laws Committee met (I was conducting a Shop talk and could not be present) and made some decisions, and that they would eventually send me a copy of the deliberations for final review and which might call for a further meeting of the Constitution and By-laws Committee before preparing the document for Ed Mirand’s publication.

I indicated to him my regret at not being present, and that I would send him documents which were not available to them but which were in my Prudential office but not known to the secretary on duty at that time. I further indicated that I would discuss changes, which you and Harold Rusch suggested to me in your room while in Omaha, and such other comments as I felt appropriate to make.

In the meantime, I have received from Dr. Spratt a set of what he calls "Constitution and By-laws" and correspondence to his lawyer.

Please find my correspondence with Dr. Talbot attached concerning the items mentioned above.

Very sincerely,

Murray M. Copeland, M.D.

Attachments
August 16, 1972

Dr. Timothy R. Talbot, Jr.
Director
The Institute for Cancer Research
7701 Burholme Avenue
Philadelphia, Pennsylvania 19111

Dear Tim:

I am writing you with reference to Dr. Spratt's proposal called "Constitution and By-laws" which has a number of articles related to the organization of a board of directors and their duties. He further includes details on authorizing contracts etc., depositing funds, indemnification of officers and directors against liabilities and expenses in action, the nonprofit status and the restrictions necessary, and also an important article on dissolution.

I note that he does not conform to the development of either a "Constitution or By-laws" as identified in those of the many organizations we reviewed nor the one which we developed and now have under review.

In reviewing the Robert's Rules of Order, I find paragraph 67 of the revised edition, 1971, pertinent (see Exhibit 1). It is acceptable apparently in small organizations to have either "Rules of Order", "By-laws" or a "Constitution" which are all inclusive but preferably called By-laws. Articles of Incorporation, of course, are necessary for incorporating an organization and the rules of the Association called By-laws accompanying the Articles of Incorporation.

In addition to the Articles of Incorporation, I judge that Dr. Spratt's arrangement can be used with adjustments and additions from our Constitution and By-laws, with a separation of organization details and the prescribed duties of the officers, board and committees. Separate articles seem desirable to quickly identify such things as elections, meetings, voting procedure and quorum in addition to those already identified by him.

I have another matter to bring to your attention concerning incorporation. You will remember that Dr. Clark raised the question as to the most appropriate state in which to have the organization incorporated. This I believe will require legal advice based on the fact that to date this organization has had a stable headquarters. I talked with Dr. Andrew Mayer, Assistant Director of Professional Activities of the American College of Surgeons this morning and found that the American College of Surgeons was incorporated in Illinois on November 25, 1912, and amended October 1, 1959. They have Articles of Incorporation.
poration and a set of By-laws (see Exhibit 2). I also understand that the American College of Radiology is incorporated in California.

In Dr. Spratt's document, Article XIII entitled "Miscellaneous" and Article XIV entitled "Dissolution" will be important in setting up the articles of incorporation rather than appearing in the By-laws. The content of these Articles, I understand, will meet the prerequisites of the Internal Revenue Service to avoid corporate tax.

Happy Hunting with the project.

Sincerely,

Murray M. Copeland, M.D.
Vice-President
University Cancer Foundation

MMC: jmp
Attachments (2)

cc: Dr. R. Lee Clark
    Dr. Harold Rusch
    Dr. Ed Mirand
ing them. When the nominations are completed the assembly proceeds to the election, the voting being by any of the methods mentioned under Voting, [46], unless the by-laws prescribe a method. The usual method in permanent societies is by ballot, the balloting being continued until the offices are all filled. An election takes effect immediately if the candidate is present and does not decline, or if he is absent and has consented to his candidacy. If he is absent and has not consented to his candidacy, it takes effect when he is notified of his election, provided he does not decline immediately. After the election has taken effect and the officer or member has learned the fact, it is too late to reconsider the vote on the election. An officer-elect takes possession of his office immediately, unless the rules specify the time. In most societies it is necessary that this time be clearly designated.

67. Constitutions, By-laws, Rules of Order, and Standing Rules. The rules of a society, in a majority of cases, may be conveniently divided into these four classes, though in some societies all the rules are found under one of these heads, being called either the constitution, or the by-laws, or the standing rules.

Such provisions in regard to the constitution, etc., as are of a temporary nature should not be placed in the constitution, etc., but should be included in the motion to adopt, thus: "I move the adoption of the constitution reported by the committee and that the
four directors receiving the most votes shall serve for three years, the four receiving the next largest numbers shall serve for two years, and the next four for one year, and that where there is a tie the classification shall be by lot;” or, “I move the adoption, etc. . . . . . and that Article III, shall not go into effect until after the close of this annual meeting.” Or, if the motion to adopt has been made, it may be amended so as to accomplish the desired object.

Constitutions. An incorporated society frequently has no constitution, the charter taking its place, and many others prefer to combine under one head the rules that are more commonly placed under the separate heads of constitution and by-laws. There is no objection to this unless the by-laws are elaborate, when it is better to separate the most important rules and place them in the constitution. The constitution should contain only the following:

(1) Name and object of the society.
(2) Qualification of members.
(3) Officers and their election.
(4) Meetings of the society (including only what is essential, leaving details to the by-laws).
(5) How to amend the constitution.

These can be arranged in five articles, or, the first one may be divided into two, in which case there would be six articles. Usually some of the articles should be divided into sections. Nothing should be placed in the constitution that may be suspended, except in the case of requiring elections of officers to be by ballot, in which case the requirement may be qualified so as to allow the ballot
to be dispensed with by a unanimous vote when there is but one candidate for the office. The officers and board of managers or directors of an organization that meets only annually in convention, and the chairmen of such committees as it has authorized and has required to report to the convention, should be, if present at the convention, ex-officio members thereof, and provision for this should be made in the constitution. The constitution should require previous notice of an amendment and also a two-thirds or three-fourths vote for its adoption. Where the meetings are frequent, an amendment should not be allowed to be made except at a quarterly or annual meeting, after having been proposed at the previous quarterly meeting. [See Amendments to Constitutions, etc., 68.]

By-laws should include all the rules that are of such importance that they cannot be changed in any way without previous notice, except those placed in the constitution and the rules of order. Few societies adopt any special rules of order of their own under that name, contenting themselves with putting a few such rules in their by-laws and then adopting some standard work on parliamentary law as their authority. When a society is incorporated the charter may take the place of the constitution, and in such a case the by-laws would contain all the rules of the society, except those in the charter that cannot be
changed without previous notice. The by-laws should always provide for their amendment as shown in 68, and also for a quorum. 64. If it is desired to permit the suspension of any by-law it should be specifically provided for. By-laws, except those relating to business procedure, cannot be suspended, unless they expressly provide for their suspension. By-laws in the 'nature of rules of order may be suspended by a two-thirds vote, as stated in 22.

The duties of the presiding and recording officers of a deliberative assembly are defined in 58 and 59. But in many societies other duties are required of the president and the secretary, and these, together with the duties of the other officers, if any, should be defined in the by-laws. If a society wishes to provide for honorary officers or members, it is well to do so in the by-laws. Unless the by-laws state the contrary, these positions are simply complimentary, carrying with them the right to attend the meetings and to speak, but not to make motions or to vote. Honorary presidents and vice presidents should sit on the platform, but they do not, by virtue of their honorary office, preside. An honorary office is not strictly an office, and in no way conflicts with a member's holding a real office, or being assigned any duty whatever, the same as if he did not hold the honorary office. Like a college honorary degree, it is perpetual, unless rescinded. So it is proper, where desired, to include in the published list of honorary officers the names of all upon whom the honor has been conferred, even though deceased.

Rules of Order should contain only the rules relating to the orderly transaction of business in the meetings and to the duties of the officers. There is no reason why most of these rules should not be the same for all ordinary societies, and there is a great advantage in
uniformity of procedure, so far as possible, in all societies all over the country. Societies should, therefore, adopt some generally accepted rules of order, or parliamentary manual, as their authority, and then adopt only such special rules of order as are needed to supplement their parliamentary authority. Every society, in its by-laws or rules of order, should adopt a rule like this: “The rules contained in [specifying the work on parliamentary practice] shall govern the society in all cases to which they are applicable, and in which they are not inconsistent with the by-laws or the special rules of order of this society.” Without such a rule, any one so disposed can cause great trouble in a meeting.

Standing Rules should contain only such rules as may be adopted without previous notice by a majority vote at any business meeting. The vote on their adoption, or their amendment, before or after adoption, may be reconsidered. At any meeting they may be suspended by a majority vote, or they may be amended or rescinded by a two-thirds vote. If notice of the proposed action was given at a previous meeting or in the call for this meeting, they may be amended or rescinded by a majority vote. As a majority may suspend any of them for that meeting, these rules do not interfere with the freedom of any meeting and therefore require no notice in order to adopt them. Generally they are not adopted
at the organization of a society, but from time to time as they are needed. Sometimes the by-laws of a society are called standing rules, but it is better to follow the usual classification of rules as given in this section. The following is an example of a standing rule:

Resolved. That the meetings of this society from April 1 to September 30 shall begin at 7:30 p.m., and during the rest of the year at 8 p.m.

No standing rule, or resolution, or motion is in order that conflicts with the constitution, or by-laws, or rules of order, or standing rules.

68. Amendments of Constitutions, By-laws, and Rules of Order. Constitutions, by-laws, and rules of order, that have been adopted and contain no rule for their amendment, may be amended at any regular business meeting by a vote of the majority of the entire membership; or, if the amendment was submitted in writing at the previous regular business meeting, then they may be amended by a two-thirds vote of those voting, a quorum being present. But each society should adopt rules for the amendment of its constitution, by-laws, and rules of order, adapted to its own case, but always requiring previous notice and a two-thirds vote. Where assemblies meet regularly only once a year, the constitution, etc., should provide for copies of the amendment to be sent with the notices to the members or the constituency, instead of requiring amendments to be submitted at the previous
Articles of Incorporation

(Filed with the Secretary of State of Illinois, November 25, 1912, as amended to October 1, 1959)

1. The name of the corporation is American College of Surgeons.

2. The period of duration of the corporation is perpetual.

3. The management and control of the affairs and funds of the corporation shall be vested in a board of directors who may be known as Regents and who are to be elected as the Bylaws provide. The number of directors shall be fixed by the Bylaws.

4. The purpose or purposes for which the corporation is organized is to establish and maintain an association of surgeons, not for pecuniary profit but for the benefit of humanity by advancing the science of surgery and the ethical and competent practice of its arts; by establishing standards of hospital construction, administration and equipment, and all else that pertains to them; by engaging in scientific research to determine the cause, nature and cure of disease; by aiding in better instruction of doctors; by formulating standards of medicine, and methods for the improvement of all adverse conditions surrounding the ill and injured wherever found. To accomplish these benevolent and charitable aims, it shall be within the purposes of this corporation to use those means which from time to time may seem to it wise, including research, education, the establishment and maintenance of libraries, museums, and other agencies or institutions appropriate hereto, and the cooperation of any other such activities, agencies or institutions already established or which may hereafter be established.

5. In the event of the dissolution of the corporation, all of its remaining assets shall be distributed exclusively for charitable, scientific or educational purposes.
I. THE COLLEGE

Section 1. Members.

Members of the American College of Surgeons, designated "Fellows," shall be graduates of medical schools acceptable to the College, who are licensed to practice medicine in their respective states, provinces, or countries, who have been elected to Fellowship by the Regents, and who continue to meet the qualification requirements from time to time established by the Regents.

Section 2. Honorary Fellows.

The Regents may elect as Honorary Fellows, individuals (a) who possess an international reputation in the field of surgery or medicine, or (b) who have rendered distinguished humanitarian services especially in the field of medical science. Honorary Fellows shall not be required to pay fees or dues but shall enjoy all of the privileges of the Fellows except that they shall not have the right to vote or to hold office. The number of living Honorary Fellows shall not exceed one hundred (100), not more than ten (10) of whom may qualify under (b).

Section 3. Meetings.

The annual meeting of the Fellows shall be held between September 1 and December 31 each year, at the time and place which shall be designated by the Board of Regents. Special meetings may be called at any time by the President, Board of Regents, or by a written call signed by not less than one hundred (100) Fellows. Written or printed notice of the time and place of any regular or special meeting shall be given by mail, postage prepaid, to each Fellow at his address as shown on the records of the College not less than ten (10) nor more than forty (40) days before the date of such meeting.

Section 4. Quorum.

The Fellows present at any meeting of the Fellows shall constitute a quorum at such meeting.

Section 5. Dues and Assessments.

The Fellows shall pay such annual or other dues or assessments as may from time to time be determined by the Board of Regents.

II. BOARD OF REGENTS

Section 1. Management.

The management and control of the business and affairs of the College shall be vested in the Board of Regents.

Section 2. Membership.

The Board of Regents shall consist of nineteen (19) Regents. The Board of Governors shall, at each annual meeting of the Governors, elect six (6) Fellows as Regents, each to serve for a term of three (3) years. Not less than two (2) of the eighteen (18) Regents so elected shall be from Canada. The President of the College shall be the nineteenth member of the Board of Regents. No Regent shall be elected for more than three (3) terms in succession.

Section 3. Vacancies.

Vacancies in the Board of Regents shall be filled from among Fellows by the Board of Governors at the next meeting of the Governors following the occurrence of the vacancy. Any Fellow elected to fill a vacancy shall hold office until the expiration of the term in which the vacancy occurred.

Section 4. Meetings.

The annual meeting of the Board of Regents shall be held at the time and place designated by the Board of Regents for the annual meeting of the Fellows. Special meetings may be called at any time by the Chairman of the Board of Regents and shall be called by him upon request signed by not less than fifty (50) members of the Board of Governors or by

* As amended to June 14, 1968
ten (10) members of the Board of Regents. Not less than five (5) days' notice of the time and place of any regular or special meeting shall be given by mail or telegram, addressed to each Regent at his address as shown on the records of the College.

Section 5. QUORUM.
Ten (10) members of the Board of Regents shall constitute a quorum for the transaction of business at any meeting of the Board.

III. BOARD OF GOVERNORS

Section 1. MEMBERSHIP.
The Board of Governors shall consist of: (a) not more than one hundred and ten (110) Governors comprising one for each State and Canadian Province, and such additional Governors from States or Provinces in general proportion to the number of Fellows residing therein, as may be determined from time to time by the Board of Governors; (b) one Governor from each Commonwealth of the United States and from each country, other than the United States or Canada, in which fifteen (15) or more Fellows reside; and (c) Governors nominated by surgical associations and societies and by federal medical services as determined from time to time by the Board of Governors.

Section 2. TERMS AND VACANCIES.
Governors shall serve for a term of three years and, as nearly as may be practicable, one third of the total membership of the Board of Governors shall be elected at each annual meeting of the Fellows. Interim vacancies in the Board of Governors shall be filled by election at the next meeting of the Fellows following the occurrence of such vacancies, and any Governor elected to fill a vacancy shall serve until the expiration of the term of his predecessor. No Governor shall be elected for more than three (3) terms in succession.

Section 3. MEETINGS.
The annual meeting of the Board of Governors shall be held at the time and place designated by the Board of Regents for the annual meeting of the Fellows.

Special meetings may be called at any time by the Chairman of the Board of Governors with the approval of the Executive Committee of the Board of Governors, and shall be called by him at the request of the Board of Regents or upon a request signed by not less than fifty (50) Governors. Not less than thirty (30) days' notice of the time and place of any regular or special meeting shall be given by mail or telegram, addressed to each Governor at his address as shown on the records of the College. Absence of a Governor from three (3) consecutive meetings of the Board of Governors, without adequate excuse submitted to the Secretary of the Board in writing, shall make a Governor ineligible for re-election to the Board.

Section 4. DUTIES.
The Governors shall act as a liaison between the Board of Regents and the Fellows, and as a clearing house for the Regents on general assigned subjects and on local problems. They shall attend Convocations and other formal meetings of the Fellows and the Governors. They shall aid in the establishment of Local Chapters of the College, be ex officio members of the governing group of the Local Chapter and of the Credentials Committee in their areas, and in the selection of the personnel of committees organized within their areas, aid in investigating special cases of applicants for Fellowship, and they shall perform such other duties as may be assigned to them by the College or by the Board of Regents. They shall, upon request of the Regents, render reports on their local activities and on the College situation in their areas.

Section 5. QUORUM.
Fifty (50) members of the Board of Governors shall constitute a quorum for the transaction of business at any meeting of the Board.

IV. OFFICERS

Section 1. NUMBER.
The officers of the College shall consist of the President, First Vice President, Second Vice President, Treasurer, and Secre-
Section 1. Election and Appointment.

The President, First Vice President, and Second Vice President shall be elected annually by the Fellows and shall be inducted during the annual session next following their election. They shall serve until their respective successors are elected and have qualified.

The Treasurer, Secretary, Director, and Comptroller of the College shall be appointed by the Board of Regents and shall serve during the pleasure of the Board of Regents.

A vacancy in any office of the College (with the exception of the offices of the Board of Governors) shall be filled by the Board of Regents, except as otherwise provided in these Bylaws. An officer elected to fill a vacancy shall serve for the unexpired portion of the term of his predecessor. The Executive Committee of the Board of Regents may, however, appoint temporary officers to hold office until the next meeting of the Board of Regents. All vacancies in the office of the Board of Governors shall be filled by the Executive Committee of the Board of Governors.

Section 2. President.

The President shall be an ex officio member of the Board of Regents, the Executive Committee of the Board of Regents, the Finance Committee, and the Board of Governors. He shall preside at all meetings of the College and at all Convocations for the conferring of Fellowships, and shall perform such other duties as may be assigned to him by the Board of Regents.

Section 3. First Vice President.

The First Vice President shall, in the absence or inability to act of the President, preside at all meetings of the College and perform the duties and exercise the powers of the President; and shall succeed to the Presidency when such office becomes vacant before the expiration of the term.

Section 4. Second Vice President.

The Second Vice President shall, in the absence or inability to act of the President and of the First Vice President, preside at all meetings of the College and perform the duties and exercise the powers of the President.

Section 5. Treasurer.

The Treasurer shall administer the funds of the College under the supervision of the Finance Committee, and shall make such report to the Finance Committee, the Executive Committee of the Board of Regents, and the Board of Regents as may be required of them. He shall furnish a bond to the College for the faithful performance of his trust. In the absence or inability to act of the Treasurer his duties shall be performed by such person and in such manner as the Finance Committee may direct.

Section 6. Secretary.

The Secretary shall keep the minutes of the meetings of the Fellows give notices in accordance with the provisions of law and the Bylaws; keep the records and corporate seal, and perform such other duties as may from time to time be assigned to the Secretary by the Board of Regents.

Section 7. Chairman and Vice Chairman of the Board of Regents.

The Board of Regents shall annually elect a Regent to act as Chairman of the Board, to serve until his successor is elected and has qualified. The Chairman shall preside at all meetings of the Regents and execute all duties delegated to him by the Regents. A Vice Chairman shall be elected in the same manner who, in the absence or inability to act of the Chairman, shall perform the duties of the Chairman.

Section 8. Chairman and Vice Chairman of the Board of Governors.

The Board of Governors shall annually elect a Governor to act as Chairman of the
Board, to serve until his successor is elected and has qualified. The Chairman shall preside at all meetings of the Governors and execute all duties delegated to him by the Governors. A Vice Chairman shall be elected in the same manner who, in the absence or inability to act of the Chairman, shall perform the duties of the Chairman.

Section 10. Secretary of the Board of Governors.

The Secretary of the Board of Governors shall be elected annually by the Governors and shall serve until his successor is elected and has qualified. The Secretary shall keep the minutes of the meetings of the Governors, shall see that all notices are given in accordance with the actions of the Governors, and perform such other duties as may from time to time be assigned to the Secretary by the Board of Governors.

Section 11. Attendance at Regents' Meetings.

The Chairman (or in his absence the Vice Chairman) and the Secretary of the Board of Governors, the Treasurer, the Secretary, and the Director of the College shall be invited to attend all meetings of the Board of Regents except executive sessions to which any or all of these officials may be invited by the Board of Regents.

Section 12. Director.

The Director shall be the chief executive officer of the College. He shall have general charge of all matters of administration of the College under the direction of the Board of Regents. Assistants may be appointed by the Director with the advice and consent of the Board of Regents. He may appoint, direct, and remove assistants and employees of the College except such as are appointed with the advice and consent of the Regents. He shall arrange for the annual Clinical Congress and Sectional and other meetings; coordinate the action of all standing committees; attend all meetings except executive sessions to which he may be invited, of the Board of Regents, of the Executive Committee of the Board of Regents, and of the Board of Governors; be responsible for the care and protection of all property of the College not otherwise provided for by these Bylaws. He may sign, together with the Secretary, Treasurer, Comptroller, or other delegated officer of the College, any deed, mortgage, bond, contract, or other instrument which the Board of Regents authorizes to be executed. He shall submit to the Board of Regents, at least thirty (30) days in advance of its annual meeting, a written report of the operations and of the business of the College for the preceding year, together with his recommendations for the succeeding year. In the absence or inability to act of the Director, his duties shall be performed by such person and in such manner as the Board of Regents may direct.

Section 13. Comptroller.

The Comptroller shall be the principal accounting and financial officer of the College and shall maintain its financial records, including an annual audit by a competent firm of Certified Public Accountants. He shall supervise methods and procedures relating to revenues and expenditures, including purchasing, and shall be responsible for the care and maintenance of the property of the College. He shall in general perform all duties incident to the office of Comptroller and such other duties as from time to time shall be assigned him by the Director or the Board of Regents.

V. Committees and Advisory Councils

Section 1. Standing Committees and Councils.

The standing committees and councils of the College shall include an Advisory Council to the Board of Regents; an Executive Committee, a Central Judicary Committee, and a Finance Committee of the Board of Regents; an Executive Committee of the Board of Governors; a Central Committee on Credentials; state, provincial or other local unit Credentials Committees, State Advisory Committees; and such other committees and councils as the Board of Regents may from time to
time appoint. The members of all standing committees and councils, except the Executive Committee of the Board of Governors, shall be elected by the Board of Regents.

Section 2. EXECUTIVE COMMITTEES.
(a) Board of Regents: The members of the Executive Committee of the Board of Regents shall consist of the Chairman of the Board of Regents, the Vice Chairman of the Board of Regents, the President of the College, ex officio, and three (3) other Regents elected by the Board of Regents. The members of this Executive Committee shall serve until their respective successors are elected and have qualified. The Chairman of the Board of Regents shall be the Chairman of this Committee. During the intervals between meetings of the Board of Regents, the Executive Committee shall exercise the powers of the Board of Regents in the management and direction of the business and the conduct of the affairs of the College, except that it shall not have power to elect Fellows, or to amend the Bylaws or to regulate fees, dues or assessments. It shall keep a record of its proceedings and shall, after each meeting, report the same to the Regents for approval at the next succeeding meeting of the Board of Regents.

(b) Board of Governors: The members of the Executive Committee of the Board of Governors shall consist of the Chairman, Vice Chairman, and Secretaries of the Board of Governors, and three (3) other Governors, to be elected by the Board of Governors, one each year for a term of three years.

Section 3. CENTRAL JUDICIARY COMMITTEE.

The Central Judiciary Committee shall consist of five (5) Fellows, at least three (3) of whom shall be members of the Board of Regents. Members of the Central Judiciary Committee shall be elected by the Board of Regents and shall serve until their respective successors are elected and have qualified. The Central Judiciary Committee shall have general supervision and direction of disciplinary matters under the Board of Regents.

Section 4. FINANCE COMMITTEE.

The Finance Committee shall consist of the Chairman of the Board of Regents, the President and the Treasurer of the College, and three (3) Fellows elected by the Board of Regents to serve until their respective successors are elected and have qualified. The Chairman of the Board of Regents shall be Chairman of the Finance Committee. The Finance Committee shall have general supervision and direction of the financial affairs of the College under the Board of Regents. It shall have power to invest the funds of the College, to sell, transfer and convey any securities and property, other than real estate, of the College and to execute necessary and proper instruments of transfer and conveyance. The Finance Committee shall designate the depositories in which the moneys and securities of the College shall be deposited, supervise and direct the Treasurer and the Comptroller. report at least once a year to the Regents and Fellows with respect to the financial condition of the College and have the books and accounts of the College annually audited by a licensed firm of Certified Public Accountants who shall report to the Board of Regents.

Section 5. COMMITTEES ON CREDENTIALS.

There shall be a Central Committee on Credentials, and local credentials committees organized within cities, states, provinces, countries, or other areas, to consist of such numbers and to serve for such periods as the Board of Regents may determine. The committees on credentials shall act under the supervision of the Director and be subject to the control of the Board of Regents. Recommendations for admission to Fellowship shall be submitted to the Board of Regents for approval.

Section 6. STATE OR PROVINCIAL ADVISORY COMMITTEES.

State or Provincial Advisory Committees shall be organized as the Board of Regents may determine within states, provinces, countries or other areas and shall consist of a Chairman and not less than three (3) additional members who shall serve at the discretion of the Board of Regents. Such
committees shall act under the supervision of the Director and shall (a) assist the Central Judiciary Committee and the administrative officers of the College in the investigation of facts with respect to disciplinary matters; (b) after due consideration of suggestions from Chapters and individual Fellows within their areas, submit to the Nominating Committee of Fellows recommendations for nominations to fill vacancies on the Board of Governors for these areas; (c) assist and advise the administrative officers of the College and the Board of Regents with respect to local problems which may arise; and (d) perform such other functions and duties as may be delegated to them from time to time by the Board of Regents.

Section 7. Notice of Meetings.

Meetings of all standing committees may be held on five (5) days' notice given to each member personally or by mail, telegraph, or telephone.

Section 8. Quorum.

A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting. The act of a majority of those present at any regularly called committee meeting, when a quorum is present, shall be the act of that committee, except that the Central Judiciary Committee may act only by the vote of a majority of all its members at a regularly called meeting.

VI. COMMITTEES ON NOMINATIONS

Section 1. Board of Regents.

(a) The Board of Regents shall have a Nominating Committee consisting of three (3) Regents appointed by the Chairman to recommend candidates for the offices of Chairman and Vice Chairman of the Board of Regents and of Secretary and Treasurer of the College.

(b) The Board of Regents shall appoint a committee of three (3) members to consist of Past Presidents and Regents to meet with and advise the Nominating Committees of the Board of Governors and the Fellows. This shall be called the Advisory Committee on Nominations for the Board of Regents.

Section 2. Board of Governors.

A Nominating Committee of the Board of Governors, consisting of five (5) members of the Board, shall be appointed annually to make nominations (a) for election to the Board of Regents, and (b) for officers of the Board of Governors. The Executive Committee of the Board of Governors shall nominate four (4) members and three (3) alternate members of this Nominating Committee for election by the Board of Governors. The Chairman of the Board of Governors shall appoint the fifth member, who shall be its Chairman, and shall designate one of the members elected by the Board of Governors as Vice Chairman.

This Nominating Committee shall meet and advise with the Nominating Committee of the Fellows, and the Advisory Committee on Nominations for the Board of Regents, prior to submitting its nominations to the Board of Governors at its annual meeting in the year following the appointment of this Committee.

Additional nominations for election to the Board of Governors or for officers of the Board of Governors may be made from the floor at the annual meeting of the Board, provided that such nominations have been submitted in writing to the Secretary of the Board of Governors, signed by twenty-five (25) or more members of the Board, not less than forty-eight (48) hours prior to such annual meeting.

Section 3. Fellows.

A Nominating Committee of Fellows, five (5) in number, shall be appointed annually to make nominations (a) for election to the offices of President, First Vice President, and Second Vice President of the College, and (b) election to the Board of Governors. This Committee shall be appointed by the President of the College, the Chairman of the Board of Regents, and the Chairman of the Board of Governors, acting jointly.

The nominations of this Committee for election to the Board of Governors shall be made after due consideration of recommendations submitted by State or Pro-
VII. MAINTENANCE OF FELLOWSHIP

Section 1. Discipline.

The Board of Regents may expel, call for the resignation of, or otherwise discipline any Fellow if a majority of all of the members of the Board of Regents shall find that the conduct of the Fellow has been injurious to the good order, peace, reputation, or best interest of the College, or is derogatory to its dignity, inconsistent with its purposes, or shows a failure to maintain the standards of conduct set forth in the Fellowship Pledge.

Without limiting the generality of the foregoing, the following shall in each case be considered to be conduct or conclusive evidence of conduct injurious to the best interest of the College and inconsistent with its purposes:

(a) Conviction of a felony or of any crime involving moral turpitude.

(b) Suspension or termination of the right to practice medicine in any state, province or country by reason of a violation of a medical practice act or other statute or governmental regulation;

(c) Improper financial dealings, including the direct or indirect division of fees with other physicians, the payment or acceptance of rebates of fees for services or appliances, and the charging of exorbitant fees;

(d) Solicitation of patients;

(e) Participating in the deception of a patient as to the identity of an operating surgeon;

(f) Performance of unjustified surgery;

(g) Grossly immoral,dishonorable or unprofessional conduct.

(h) The performance of surgical operations (except on patients whose chances of recovery would be prejudiced by removal to another hospital) under circumstances in which the responsibilities for diagnosis or care of the patient is delegated to another who is not fully qualified to undertake it.

Section 2. Disciplinary Procedure.

Disciplinary questions shall be investigated by or under the supervision of the Director. Any case which in the opinion of the Director may warrant further consideration of disciplinary action shall be referred by him to the Central Judiciary Committee. If the Central Judiciary Committee shall decide that no disciplinary action should be taken, it shall so advise the Director. If the Central Judiciary Committee decides that disciplinary action should be taken in any case, its recommendation as to the action to be taken shall be submitted in writing to the Board of Regents.

The Central Judiciary Committee shall not make a recommendation for disciplinary action with respect to a Fellow unless written notice shall have been sent by registered or certified mail to the Fellow not less than thirty (30) days prior to a meeting of the Committee (a) stating the time and place of such meeting and (b) informing him that disciplinary action against him will be considered at such meeting and that he may appear in person or by his representative and may submit such evidence as he deems proper.
to show that disciplinary action should not be taken against him.

Before final action is taken by the Board of Regents upon a recommendation of the Central Judiciary Committee for disciplinary action with respect to a Fellow, written notice shall be sent by registered or certified mail to such Fellow not less than thirty (30) days prior to a meeting of the Board of Regents (a) stating the time and place of such meeting and (b) informing him that he may appear at such meeting in person or by his representative to state his objections to the recommendation of the Central Judiciary Committee. A copy of the recommendation of the Central Judiciary Committee shall be attached to such notice.

Regents who are members of the Central Judiciary Committee shall not be disqualified by reason of their membership in such Committee from voting on any matter presented to the Board of Regents.

Section 5. Inspection of Records.

The Board of Regents may from time to time require any Fellow to submit his professional and financial records to an inspection by independent Certified Public Accountants employed for such purpose by or at the direction of the Board. It shall be a condition of such inspection that the results thereof shall be kept confidential by such accountants whose report thereon to the Director or to the Board of Regents shall be confined to evidence of income received or payments made, directly or indirectly, in violation of the principles of the College with respect to financial relations. The failure or refusal of a Fellow to allow an inspection of his records as set forth in this Section 5 shall be deemed to be conduct injurious to the best interest of the College and inconsistent with its purpose.

Section 6. Discontinuance of Practice or Non-payment of Dues or Assessments

Anything in this Article VII to the contrary notwithstanding, the Board of Regents may terminate the membership of any Fellow:

(a) If such Fellow has, for any reason other than retirement, discontinued the practice of surgery or the surgical specialty under which he is qualified for Fellowship, provided that such Fellow shall be given adequate opportunity to present to the Board of Regents such facts as he may consider sufficient to justify the continuance of his membership or

(b) If a Fellow is delinquent in the payment of Fellowship dues or assessments three (3) years or more and has, upon notice, failed to present a satisfactory and acceptable explanation for such delinquency to the Finance Committee.

Section 7. Termination of Fellowship.

A Fellow whose membership in the College has been terminated shall forthwith return to the College the certificate of Fellowship and all other indicia of Fellowship previously issued to him by the College, and shall not hold himself out as or pretend to be a Fellow of the American College of Surgeons.

VIII. MISCELLANEOUS

Section 1. Candidate Group.

Members of the Candidate Group shall be graduates of medical schools acceptable to the College, who meet and continue to meet the qualifications requirements from time to time established by the Board of Regents, and who have been endorsed after investigation and report by the Central Credentials Committee.

Section 2. Local Chapters.

Local Chapters may be organized under regulations established by the Board of Regents for the purpose of furthering the objectives of the College. The Chapters shall be distributed geographically within cities, states, provinces, countries, or other areas and shall perform such duties as may, from time to time, be determined by the Board of Regents.

Section 3. Annual Sessions.

At the time and place of the annual meeting of the Fellows there shall be held:

(a) The Clinical Congress which shall
consist among other sessions of (1) surgical and diagnostic demonstrations, and (2) scientific and literary papers concerning or relating to the art and science of surgery; and

(b) The Convocation of the College at which candidates for Fellowship and for Honorary Fellowship shall be admitted to the College.

Section 4. Adjournment of Meetings.

In the event that a quorum shall not be present at any duly called meeting of the Board of Regents, the Board of Governors, or any standing committee or council, a majority of the members present and entitled to vote may adjourn from time to

time to reconvene without further notice than that contained in the resolution of adjournment.

IX. AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of all of the members of the Board of Regents at any duly convened regular or special meeting. These Bylaws may also be amended by a majority vote of all the Fellows, who may vote either in person or by proxy, at any duly convened regular or special meeting; provided that the substance of the proposed amendment or amendments shall have been stated in the call of the meeting at which such action is to be taken.
August 14, 1972

Dr. Timothy R. Talbot, Jr.
Director
The Institute for Cancer Research
7701 Burholme Avenue
Philadelphia, Pennsylvania 19111

Dear Tim:

I am sending you enclosures listed on an appended sheet, many of which you did not have when the ad hoc committee of the Constitution and By-laws committee met on August 7, 1972, at Houston. These enclosures were unknown to the secretary that I left on duty at the office during the meeting.

I understand that the ad hoc committee will incorporate such changes as they wish into the June 1, 1972 version of the proposed Constitution and By-laws and send them back to me for final review. After reviewing with Dr. Clark, perhaps we will need another meeting of the Committee as a whole before the next meeting of the AICI.

The meeting summary for the June, 1959, informal meeting of the ACID group indicated that the desirability of establishing a formal organization was re-discussed. A letter from Dr. George Moore to Dr. David Wood dated December 1, 1959, indicated that the name of the organization shall be the "Association of Cancer Institute Directors", and a Constitution and By-laws was attached.

In the minutes of the meeting of June 5, 1966, it is noted on page 1 that on a motion by Dr. Eliel and seconded by Dr. Spratt that the name of the Association would be changed to the Association of Cancer Institutes, and in minutes from the meeting of June 19, 1967, taken from page 2, it was pointed out that the name of the Association shall be the "Association of American Cancer Institutes". At this meeting the new name was formally adopted, and it also stated in these minutes that qualifications for membership will be as follows:

"Membership in this organization will be limited to those American institutes whose principal activities are concerned with the study and/or treatment of cancer."

I would, therefore, suggest that this information be taken into consideration when the geographical parameters and the appropriate name for this organization are considered in developing the new Constitution and By-laws.
Several questions have been raised concerning the method of election of regular members to the Executive Committee. To clarify this point, I believe that paragraph 61 under Section 4, "Executive Committee", of the By-laws should be changed to read:

"The Executive Committee shall consist of the President, the Vice-President (President-elect), the Secretary-Treasurer, and three other Regular Members also elected by the Association at its annual executive session. The elected members shall serve for a term of three years, except that of the members first elected, who shall be nominated by the President: one shall be elected for a term of one year, one shall be elected for a term of two years, and one shall be elected for a term of three years. The President shall act as Chairman, and the Vice-President (President-elect) shall act as Co-Chairman."

The election and rotation of regular members is also noted under Section 8 of the By-laws to be entitled "Nominating Committee" which should be changed to read as follows:

"The Nominating Committee shall consist of three members appointed by the Executive Committee to serve for one year. The Chairman of this committee shall not be a member of the Executive Committee. The committee shall nominate the following officers, to be voted upon at the executive session of the annual meeting: Vice-President (President-elect), Secretary-Treasurer, and in addition one member of the Executive Committee to serve for a term of three years, except for those members first elected, who shall be nominated by the President: one shall be elected for a term of one year, one shall be elected for a term of two years, and one shall be elected for a term of three years. Nothing in this By-law shall be construed as preventing nominations for these Association offices from the floor."

I must remind you that in a meeting with Dr. Rusch and Dr. Clark in Omaha they strongly recommended that under Article III of the Constitution, Section 2, "Qualifications for Membership", paragraph (2) should be changed to read:

"An institute or a major component of an organization or institution (i.e. of a medical school, university, division of an industrial organization, etc.) consisting of several senior members which has its total manpower largely engaged in a broad spectrum of cancer research and training.

In considering Article IV, Section 2, "Standing Committees of the Association", the following changes should be made:
e. Nominating Committee

f. Committee on Nomenclature, Staging and End Results Reporting

g. Committee on International Affairs and Exchange of Information

h. Constitution and By-laws Committee

Under procedure of membership, you will note that the Secretary-Treasurer will distribute to the Regular Membership all pertinent information on each proposal, and that the Regular Members will vote by mail ballot. I, therefore, saw no reason for having a Membership Committee, and I have a feeling that if further screening is needed before it is sent to the membership, that this could be done by the Executive Committee.

The Committee on International Affairs and Exchange of Information should be described as follows:

The Committee on International Affairs and Exchange of Information shall be composed of the Vice-President (President-elect), and three other members appointed by the Executive Committee to serve for one year subject to reappointment. This committee is to keep continuously under surveillance and review international programs with which the Association may interact and recommend other association opportunities which exist for international cooperative efforts. It is inherent that programs of exchange of information should be developed and promulgated by this committee.

The Nomenclature, Staging and End Results Reporting Committee should be described as follows:

This Committee should be composed of three members of the Association appointed by the Executive Committee who are knowledgeable in the current activities of extant committees on nomenclature, clinical staging and end results reporting. This committee should concern itself with evaluating and promulgating nomenclature, staging and end results reporting which seems best suited for the AACI, and which will prove effective and satisfactory for use both by the institute now extant and those to be developed.

The "Constitution and By-laws" attached to the enclosed letter of August 9, 1972, from Dr. Spratt to Mr. Robert C. Smith, Jr., Attorney at Law, will be the subject of another communication to you in the near future. It is mandatory that the Constitution and By-laws shall conform to satisfactory wording necessary to obtain a charter as expeditiously as possible. I, however, should like to comment on some of the changes which Dr. Spratt has set forth.
Dr. Timothy R. Talbot, Jr.
August 14, 1972

It was nice seeing you at Houston.

Very sincerely,

Murray M. Copeland, M.D.
Vice-President
University Cancer Foundation

MNC: jmp
Enclosures

cc: Dr. R. Lee Clark ←
    Dr. Ed Mirand
    Dr. Harold Rusch
MEMORANDUM TO THE FILE

August 17, 1972

SUBJECT: Telephone conversation with Dr. E. A. Mirand regarding incorporation of the AACI

I discussed with Dr. Mirand the material which I have collated for Tim Talbot and advised that I have looked into the incorporation of both the American College of Surgeons and the American College of Radiology. A copy of the Articles of Incorporation and Bylaws of the College of Surgeons is included in the material. He informed me that Dr. Bayard Morrison had written him a letter advising that he had grave doubt as to whether the National Cancer Institute can be a member of a privately incorporated organization. They are checking this out.

I indicated to Dr. Mirand that we will very definitely need another meeting of the Committee on Constitution and Bylaws before the next meeting and that it should be decided whether or not we would want to be incorporated with this most recent information. I am advising Dr. Clark that we should hire a lawyer with reference to these matters.

Dr. Mirand indicated that he would make me co-chairman of the Shoptalk on "International Classification in Nomenclature--Staging and End Results Reporting". I informed him that I had sent Dr. O'Connor all of the material that was presented at the "Staging and End Results Reporting" Shoptalk at Houston.

Murray M. Copeland, M. D.

MMC/mc

cc: Dr. R. Lee Clark
MEMORANDUM

TO: Director, NCI

FROM: Assistant Director, NCI

DATE: August 15, 1972

SUBJECT: American Association of Cancer Institutes Meeting: August 7 and 8, 1972, M.D. Anderson

A brief business meeting of the AACI members was held at Houston. The main item of business was the idea of incorporating AACI as a non-profit organization. As you know this possibility was briefly considered in Omaha. It was agreed in Houston to seriously explore the question. This move may have advantages for the group and the individual members comprising the group, but raises an interesting problem for the NCI; namely, can a Federal agency be a member of a private, state-incorporated, non-profit corporation? I would guess not. Hal Leigh thinks not, but is going to ask Bert Berkley for his opinion.

The resolution of the question has interesting implications for the part that NCI could play in AACI. The constitution makes no provisions for such a situation; that is, has no class of membership that would fit NCI if we could not be a regular member. If NCI were ineligible for membership, our participation would be "honorary", as a guest or not at all, non-voting in any case. The situation would probably be more awkward for the Association than for the Institute, but prompts some thought by both the Association and the Institute.

You might wish to bring this possibility to the attention of Lee Clark or Murray Copeland.

Bud

Bayard H. Morrison III, M.D.
Dr. Harold P. Rusch, President, presiding.

Dr. Rusch called the meeting to order at 8:40 a.m. and, determining that there was a quorum of regular members present, indicated that the first order of business was:

1. Consideration of the development of by-laws with proper legal language, so that the Association can be incorporated as a non-profit organization.

Dr. Rusch:

I want to introduce Dr. Spratt, who will present this information.

Dr. Spratt:

I am speaking in the name of the Committee on Constitution and By-laws. Dr. Murray Copeland has done a tremendous job of trying to goad us into getting our job done, and it is still not quite complete. One of the points under discussion is the need to set up wording in the by-laws that has the proper legal language for this organization to function as a non-profit organization. I have just been through the chore of setting up a non-profit corporation in the state of Missouri, and have a set of by-laws which the members of the Committee have reviewed. Many of these items can be incorporated (into our by-laws), and I have offered to get the same legal counsel who worked with me before. This attorney (at my request reviewed the needs of the AACI) stated that our organization can go ahead and get its charter and begin to function as a non-profit corporation before it finally approves its by-laws, by adopting a rather simple resolution. The resolution reads as follows:

"In order to proceed, the Committee on Constitution and By-laws recommends to the Association the adoption of the following resolution: Be it resolved that the President of the American Association of Cancer Institutes be authorized to take all necessary legal steps to establish the Amer-
ican Association of Cancer Institutes as a not-for-profit corporation under the laws of the state of Missouri and to obtain a charter, therefore, with the transfer of charter to the new corporation to be subject to the approval or disapproval of the membership at the next membership meeting.

'Be it further resolved that the By-laws presented be approved as the Articles of Incorporation of the new corporation.'

The information that is provided to the Secretary of State to obtain the charter must show that this resolution was adopted by the membership of the organization. Then, with the adoption of this resolution, it is possible to go ahead and get the charter. The Articles of Incorporation will be the By-laws, but the By-laws do not have to be finalized until the next meeting. Now, in the interim between this meeting and the next meeting, we can get this working copy updated with the appropriate legal language in it and circulate (the document) to the entire membership of the Association for criticism, before the (Constitution and By-laws) Committee finally develops the working copy. I think we are very close to having an adequate document right now, thanks to Dr. Copeland's work, and the only thing that's really left to do is to reword it and retypedevelop it to incorporate the appropriate legal language to meet the requirements of the Internal Revenue Service to function as a non-profit corporation.

Dr. Rusch:

Do you move that we adopt this resolution?

Dr. Spratt:

I'm presenting the Committee report. I'll be glad to move, but perhaps there might be some discussion.

Dr. Rusch:

I think maybe, if you make a motion and we have a second, then we can discuss it.

Dr. Spratt:

I move that this resolution, as read, be adopted by the Association.

Dr. Rusch:

Second? (Several respond.) Now, is there any discussion?

Dr. Liverman:

Mr. President, I have a question. It has to do, Jack, with the issue...
(of whether it) is better to incorporate in the state of Missouri or in the 
state of Washington, or some other place. I recognize you are from 
Missouri and it doesn't make any difference, but is there any difference, 
really, in the long run, of where one incorporates?

Dr. Spratt:

Most of the state laws are identical on this subject, and most of the 
regulations really come from the Internal Revenue Service and not from the 
states, and it's immaterial to me in which state we incorporate. It just so 
happens that I know the Secretary of State in Missouri and he is only a few 
miles away from where we are, and we have just been through the motions 
of doing this and I do know how to do it in Missouri. But I really think 
that it is up to the organization if someone is privy to information that 
would say it is better to do it in one state than in another. It's immaterial 
how it is done or in which state it is done because, as you know, there are 
many national professional organizations nearly all of which are incorporated 
in some state. For example, the American College of Surgeons is a non-
profit organization of the state of Illinois. Nobody ever realizes this until 
you probe into the origins of the College and realize that that is where it is. 
But this is in no way restrictive to where or how it does business. It is 
immaterial to me personally as to which state we incorporate in but, if you 
gentlemen would like me to proceed, I can and know how to do it in the 
state of Missouri, but I don't know how to do it any place else.

Dr. Rusch:

Yes, Dr. Clark.

Dr. Clark:

I would think that it would be pertinent to decide on the policy of in-
corporation and then, with legal advice, determine where would be the pro-
er place to incorporate. We know that many corporations are registered in 
Delaware because of the advantages of the law there. We might look into it 
and see if there are any advantages one way or the other for us, because it 
would be, I am sure, immaterial to any of us where it would be done. In 
this state it would be very simple. You write a check for $10.00 and sub-
mmit your non-profit charter. It has to have certain things in it, including 
a dissolution clause, clearly stating where the residual funds that are in the 
non-profit corporation at the time of dissolution would go (and for what pur-
pose). So, if you agree that it should be done, you might have a committee 
simply seek advice as to where would be an appropriate place to incorporate. 
Otherwise, Dr. Spratt's state would be a fine one.
Dr. Rusch:

Are there any other points, questions?

Dr. Talbot:

Do we need a separate motion to incorporate these suggestions? Why not vote first on the motion before the floor.

Dr. Rusch:

Well, I was asking now for questions about the motion and I was assuming the committee would then take action on these others, but I would like to ask Dr. Copeland, Chairman of this committee, whether you have any comments on this motion? I know you've been wearing two or three hats the last day or so, and maybe you haven't had as much time to look into this as you'd like to.

Dr. Copeland:

I have no statement to make.

Dr. Rusch:

Do you feel, then, that the committee, if we passed this, could look into the question of where we would be incorporated?

Dr. Copeland:

I think Dr. Clark's suggestion could be incorporated as an amendment to Dr. Spratt's motion and save a lot of time.

Dr. Talbot:

Are you willing to do that, Jack?

Dr. Spratt:

It is immaterial to me. Some of you may want to get opinions from your legal counsel and provide that information to Murray. I do think it is important that we proceed on this expeditiously.

Dr. Rusch:

If you wish to accept that, that would facilitate it. Otherwise, we could...
Dr. Copeland:

Mr. Chairman, there is one other point I would like to make, and that is: this is now a resolution to affect the old Constitution and By-laws. We have no new Constitution and By-laws. I don't know whether this would incur further delay in adopting a new Constitution and By-laws. With the adoption of a new Constitution and By-laws, anything adopted before it has to be re-incorporated, or legally it will not exist.

Dr. Rusch (to Dr. Spratt):

Do you have any comments on that?

Dr. Spratt:

Yes, that's one of the main points I was trying to make: the advantage of this resolution is that we do not have to be finally agreed upon the new Constitution and By-laws under which we are now operating until the next meeting. This resolution is so worded as to allow for that.

Dr. Rusch:

Do you wish to vote on the question with the amendment that has been accepted?

All those in favor? All those opposed? (No opposition noted). The motion is carried. And now the committee will look into this. Dr. Copeland, as Chairman of this committee, would you take charge of this now and see that this is moved along the appropriate way?

Are there questions or suggestions to the Membership Committee--instructions? Is there any other business to be taken up? If not, that finishes the business of the Association and we'll turn over the meeting to Dr. Clark.
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- I asked Ric about meeting, he said not necessary until Oct. He wanted to meet with MMC and discuss all.
MEMORANDUM

July 11, 1972

TO: Members of AACI
FROM: E. A. Mirand, Secretary-Treasurer
SUBJECT: Revision of Constitution and By-Laws of AACI

Please find enclosed copies of:

(1) Constitution and By-Laws, dated April 11, 1962, under which we are currently operating as an organization.

(2) Proposed revision of the constitution presented to you for discussion at the last meeting of the Association in Omaha, Nebraska.

Please read the old and proposed constitution carefully and present your views in writing to Dr. Murray Copeland by August 1, 1972. Dr. Copeland, along with the Committee will attempt to incorporate the suggestions made by the members of the AACI in order to prepare a new constitution for the Association.

EAM: co
Enclosures
CONSTITUTION
of the
ASSOCIATION OF CANCER INSTITUTE DIRECTORS

ARTICLE I

The name of this organization shall be the:
"ASSOCIATION OF CANCER INSTITUTE DIRECTORS".

ARTICLE II

The purpose of the Association shall be:
(a) the support of investigations of the causes, nature, treatment and prevention
of malignant diseases by encouraging the exchange of ideas, information, personal
and special facilities between groups with predominate interests in cancer
(b) foster educational opportunities in the bio-medical sciences
(c) provide guidance to private and civil organizations concerning cancer research,
education and the care of cancer patients
(d) hold meetings of the scientific executive officers of cancer institutes in order
to expedite the aforementioned purposes.

ARTICLE III

Membership

Sec. 1--Qualifications for Membership: Membership in this organization will be
limited to the senior scientific executives of those institutions and autonomous
divisions and departments whose principal activities are concerned with the study
and treatment of malignancy.

Sec. 2--Procedure for Membership: A letter of nomination by a member of the
association, indicating the qualifications of the nominee for membership in the
Association shall be filed with the Secretary at least 3 months before the Annual
September meeting of the Association. The Secretary will distribute to the members-
ship all pertinent information at least one month before the annual meeting.
Sec. 3—Election Procedure: The members will vote by secret ballot; an affirmative vote of four-fifths of the members present will constitute election.

Sec. 4—Honorary Membership: The Association may elect as corresponding members the scientific directors of cancer institutions of foreign countries. Eligibility for nomination and the election procedure will be as outlined in Sections 1, 2 and 3.

ARTICLE IV

Officers

Sec. 1—The officers of this organization shall be the President, the Vice-President, who also shall be President-elect, and the Secretary-Treasurer. These officers shall have the respective duties that are customary for such officers, except as may be provided otherwise in the By-Laws.

Sec. 2—Regular elections for officers of this organization shall be held at the annual meeting and the officers-elect shall take office immediately. The term of an officer shall end at the time when his successor takes office.

Sec. 3—A vacancy in any office other than that of the President shall be filled by appointment by the President until the next meeting. A special election shall be held at the next meeting.

ARTICLE V

Sec. 1—A proposed amendment to this Constitution must be submitted in writing to the Secretary at least one month before any regular meeting of this organization.

Sec. 2—An amendment to this Constitution may be adopted by a two-thirds vote of all the members or their alternates present and voting at the next regular meeting after the one at which the proposed amendment was submitted.
ARTICLE I

Meetings

Sec. 1—Regular meeting of this organization shall be held at least once a year. Special meetings may be held whenever there is sufficient reason. The place and the exact time of each meeting shall be selected by general consent. The place or the time of a scheduled meeting may be changed if all the officers agree to such a change.

Sec. 2—Two-thirds of the active membership shall constitute a quorum.

Sec. 3—In the absence of a member, the right to take part and to vote in a meeting except on changes in the Constitution shall be exercised by an alternate selected by that member. Such an alternate must be closely enough associated with that member's work and policies as to be fully qualified to act as his representative.

ARTICLE II

As soon as possible after each meeting, the Secretary-Treasurer shall send a copy of the minutes of that meeting, as approved by the President, to each member of the organization. At a suitable time in advance of each meeting, the Secretary-Treasurer shall send to each member a final notice of the place and the time of that meeting.

ARTICLE III

Committees

Except as may be otherwise provided by this organization, committees and their chairmen shall be appointed by the President.
ARTICLE IV

Parliamentary Authority

The rules contained in Robert's Rules of Order Revised, Seventy-Fifth Anniversary Edition, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE V

Dues and Assessments

The membership shall determine dues, subscriptions and assessments by a vote of approval by four-fifths of the active members.

ARTICLE VI

Sec. 1—A proposed amendment to these By-Laws must be submitted in writing to the Secretary at least one month before any regular meeting of this organization.

Sec. 2—An amendment to these By-Laws may be adopted by a two-thirds vote of all the members or their alternates present and voting at the next regular meeting after the one at which the proposed amendment was submitted.

RESOLUTION

for the

ADOPTION of BY-LAWS

Whereas, It is believed that the welfare of cancer institutes can be better served if there exists an organization composed of the directors of such institutes; therefore, be it

Resolved, That the accompanying By-Laws be adopted, with the following temporary limitations: first, that Sections 2 and 3 of Article III shall not apply to the persons listed below, who shall be the charter members of the Association of Cancer Institute Directors; and second, that any officers elected before the regular meeting in the spring of 1960 shall be regarded as coming under the provisions of Section 3 of Article III.
AMERICAN ASSOCIATION OF CANCER INSTITUTES
(By the Subcommittee on Constitution and By-Laws
meeting in New York City
June 1, 1972)

CONSTITUTION

ARTICLE I

Name

The Association shall be called the American Association of Cancer Institutes.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. to support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases among cancer patients by encouraging the exchange of ideas, information, personnel, and special facilities between groups with predominant interests in cancer,

2. to foster educational and training opportunities in the appropriate biomedical sciences,

3. to provide guidance to private and civic organizations concerning cancer research, both lay and professional education, medical care and rehabilitation of cancer patients,
5. to afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

ARTICLE III

Membership

Section 1. Classes of Membership.

The membership of the Association shall be divided into three classes: Regular Membership, Associate Membership, and Corresponding Membership.

Section 2. Qualifications for Membership.

a. Regular Membership of the American Association of Cancer Institutes shall include only those institutions and/or organizations with coordinated interdisciplinary programs as:

1. Cancer institutes and/or centers with a wide variety of clinical disciplines related to patient care, and clinical multi-disciplinary research and training programs which include genetics, carcinogenesis, virology, immunology, cytokinetics, biomathematics,
biology, surgery, veterinary medicine (animal models), etc.

(2) An institute or a major component of an organization or institution (i.e. of a medical school, university, division of an industrial organization, etc.) which has its total manpower largely engaged in a broad spectrum of cancer research and training.

A pedagogical mechanism must obtain in the categories above, where applicable, which will permit greater emphasis on recruitment of graduate and postgraduate students into basic or clinical cancer research.

(3) Each Regular Member institution or organization is authorized to appoint up to three representatives, one of whom must be the Senior Scientific Director. In a Director's absence, the next Senior Representative present should be able to act with unrestricted authority in transacting the business of the Association.
zations with autonomous divisions and departments which have

significant activities concerned with the study and/or treatment

of malignant disease, but which do not fulfill all of the pre-

requisites outlined under Article III, Sec. 2 a, above. Each

Associate Member is authorized to appoint its Senior Scientific

or Clinical Director as its representative.

c. Corresponding membership may be held by selected international

cancer institutes and centers or other organizations with a major

component devoted to cancer activities, and should be represented

by the Senior Scientific Head in each instance.

J. The Business Meetings of the Association will be held in

executive session attended only by the appointed Regular Member

representatives. The Regular Member representatives hereinafter

will be called the Members of the Association; the Associate Member

representatives will be called the Associate members; the Corre-

sponding Member representatives will be called the Corresponding

members.
Officers, Committees and Representatives

Section 1. Officers of the Association shall be: the President, Vice President (President-elect), and the Secretary-Treasurer. These officers shall have the respective duties customary for such offices except as may be provided otherwise in the By-laws.

Section 2. Standing Committees of the Association:

a. Executive Committee

b. Finance Committee

c. Committee on Arrangements and Public Relations

d. Committee on Policy and Programs

ea. Nominating and Membership Committee

f. Constitution and By-laws Committee

Section 3. There also shall be Ad Hoc Committees as necessary, and representatives appointed to National and International Organizations as liaison arrangements are developed.
Meetings of the Association

Regular meetings of the Association shall be held at least twice a year. The regular annual meeting shall be considered the annual meeting.

ARTICLE VI

Amendments

An amendment to the Constitution or to any appended By-laws must be proposed in writing to the Committee on Constitution and By-laws, and submitted to the Secretary of the Association at least two months before a regular meeting at which the amendment is to be acted upon. The Secretary shall notify the members of the Association of the proposed amendment at least thirty days before the meeting. It shall be voted upon at a regular executive session at the meeting unless otherwise stated by the Secretary at the time of notification of the proposed amendment. An affirmative vote of two-thirds of all regular members shall be necessary for its passage.
Duties of Officers, Standing Committees and Representatives

Section 1. President

The President shall preside at all meetings of the Association and of the Executive Committee, and shall have the power to preserve order and regulate proceedings according to the recognized rules. He shall be an ex-officio member of all standing committees, except as provided in the By-laws. He shall appoint any committees which he may deem advisable which are not otherwise provided for in the By-laws or by action of an executive session of the Association. He shall fill any vacancies which may occur in the interval between executive sessions not provided for in the By-laws.

His term of office shall extend from the closing session of the annual meeting at which he was elected, to the close of the following annual meeting. He may be reelected for one additional term of office.
The Vice President elected at any annual meeting also shall be known as the President-elect until he becomes President. In the event of absence of the President, his duties shall be assumed by the Vice President (President-elect).

The Vice President (President-elect) shall be a member of the Executive Committee.

Section 3. Secretary-Treasurer.

a. Acting as Secretary, he shall keep or cause to be kept in permanent form a correct record of all the transactions of the Association. He shall send due notice of all meetings to each member, and shall notify all members of the committees of their appointment and of the duties assigned to them. He shall notify all applicants for membership of the action taken by the Association on their applications within sixty days after the annual meeting.

The Secretary shall keep a correct alphabetical list, by category, of member organizations, with their Senior Scientific
Directors and Representatives, together with their addresses.

He shall supply copies to members of the Association applying to him for same. This list shall specify the charter members of the Association.

The Secretary shall conduct the correspondence of the Association and shall perform all duties regularly pertaining to this office. He shall act as custodian of the papers of the Association and its committees. He shall notify members of the regular and special meetings, furnishing a return card for reply.

b. Acting as Treasurer, he shall collect, receive, and be accountable for all funds that accrue to the Association from dues or otherwise. Subject to the approval of the President, he shall disburse from the treasury such funds as may be necessary to meet appropriations and expenses of the Association.

He shall prepare and present a budget for the ensuing year for approval to the Executive Committee at the time of the annual meeting.
The Executive Committee shall consist of the President, the Vice President (President-elect), the Secretary-Treasurer, and three other appointed Regular Members. The appointed members shall be appointed for a term of three years, except that of the members first appointed one shall be appointed for a term of one year, and one shall be appointed for a term of two years. The President shall act as Chairman, and the Vice President (President-elect) shall act as Co-Chairman.

It shall be the duty of this committee to conduct the affairs of the Association during the interval between regular meetings and to meet at least prior to each regular meeting.

The committee shall make all appointments to special committees and appoint other representatives of the Association not otherwise provided for in the By-laws.

The Committee shall pass on all applications for membership and present its recommendations through the Secretary-Treasurer to the Association at the appropriate executive session.
It shall also be the duty of this committee to determine and to announce, at or before the close of a regular meeting, the time and place of the next meeting.

The Committee shall recommend to the Association the amount of the membership dues.

In case of the death or permanent absence of any member of the Executive Committee during his term of office, the Executive Committee shall appoint a substitute to serve for the remainder of his term of office, except in the case of the President, whose substitute is provided for in Article I, Section 2 of the By-laws.

Section 5. Finance Committee.

The Finance Committee shall consist of the President as Chairman, the Secretary-Treasurer of the Association, and one other member of the Association, appointed or reappointed by the Executive Committee at the time of each annual meeting.

It shall meet at such time as designated by the President and at the time of the annual meeting to consider recommendations for dues and special assessments and to audit the financial records submitted by the Secretary-Treasurer.
Section 6. Committee on Arrangements and Public Relations.

The Committee on Arrangements and Public Relations shall consist of a Chairman appointed by the President, and additional members from the host organization. The Secretary-Treasurer shall be an ex-officio member of the Committee.

The Committee shall make local arrangements for the meetings, and shall clear, before release to the press, all items of public interest about the meetings and the Association. It shall be their duty to promote good public relations.

Section 7. Committee on Policy and Programs.

The Committee on Policy and Programs shall consist of three members appointed by the Executive Committee to serve for one year. The Chairman shall be appointed by the Executive Committee.

The Committee shall review the policies of the Association which may affect its objectives as they interface with various national and international organizations. The Committee also shall keep continuously under surveillance and review international programs with which the Association may interact, and recommend other Association opportunities.
of the Committee are to be reported to the Executive Committee two months prior to the annual meeting of the Association.

Section 8. Nominating and Membership Committee.

The Nominating and Membership Committee shall consist of three members appointed by the Executive Committee to serve for one year. The Chairman of this committee shall not be a member of the Executive Committee.

The committee shall nominate the following officers, to be voted upon at the executive session of the annual meeting: Vice President (President-elect), Secretary-Treasurer, and one member of the Executive Committee.

Nothing in this By-law shall be construed as preventing nominations for these Association offices from the floor.

Section 9. Constitution and By-laws Committee.

The Constitution and By-laws Committee shall consist of a Chairman and at least two members appointed by the Executive Committee to serve for one year. It shall be the duty of this committee to receive from the membership suggested changes in the Constitution and By-laws and to recommend to the membership those changes which it deems necessary and desirable.
Section 10. Ad Hoc Committees.

Ad Hoc Committees shall consist of three members appointed by the President to serve only for such time as is necessary to complete the mission assigned.

Section 11. Liaison Representative.

The Executive Committee shall nominate for approval a member to act in a liaison capacity between an association or other organization and the American Association of Cancer Institutes as the circumstances demand; his appointment shall be mutually agreeable to both organizations.

ARTICLE II

Membership

Section 1. Qualifications.

Qualifications for Regular, Associate, and Corresponding membership have been outlined in the Constitution, Article III, Section 2.

Section 2. Procedure for Membership.

A completed application form shall be filed with the Secretary-Treasurer at least three months before the annual autumn meeting of the Association. With the completed application, supporting letters from
indicating the qualifications of the organization requesting Regular, Associate, or Corresponding membership. The Secretary-Treasurer will distribute to the Regular membership all pertinent information on each proposal, at least two months before the annual meeting. Any objections by the members should be sent to the Secretary-Treasurer for immediate transmittal to the Nominating and Membership Committee.

The Executive Committee shall have power to hold over for further consideration any applications that do not fully comply with the foregoing and all other requirements.

The Regular members will vote by mail ballot; an affirmative vote of four-fifths of the Regular members will constitute election.

a. Regular Membership.

Organizations elected to Regular membership will become members of the Association following the conclusion of the annual meeting and will be invited to appoint the appropriate number of representatives as prescribed for in the Constitution, Article III.
Applications for Associate membership shall follow the afore-
mentioned procedure used in applying for Regular membership.

Organizations elected to Associate membership shall be invited to
appoint one representative, as prescribed in the Constitution.

Article III, Section 2. Associate members shall not have the power
to vote.

If the Associate member organization develops the potential
to become a Regular member, the Senior Official Representative of
that organization may apply for reconsideration, as outlined in
Article II, Section 2 of the By-laws.

c. Corresponding Membership.

Applications for Corresponding membership shall follow the
same procedure as that used for Regular membership. Corresponding
members shall not have the power to vote.

Section 3. Attendance.

Any Regular or Associate member who has not been properly excused
by the Executive Committee, and who has not attended at least one annual
meeting of every two, may be dropped from membership at the discretion
of the Executive Committee.

ARTICLE III

Elections

At the annual executive session, the Association shall elect the
following officers: a Vice President (President-elect), a Secretary-
Treasurer, and one member of the Executive Committee. The candidate for
each office receiving the majority of the votes shall be declared elected.
The newly elected officers shall assume their duties at the close of the
day of the meeting at which they are elected.

Only Regular members shall be entitled to vote or hold elective
office.

ARTICLE IV

Meetings

Regular meetings of the Association shall be held at least twice a
year, in the spring and in the autumn; this latter meeting will be considered
the annual meeting. Special meetings may be held whenever there is a
sufficient reason. The exact place and time of the meeting shall be
selected by general consent. The place and time of a scheduled meeting
may be changed if all of the officers agree to such a change.

ARTICLE V

Voting Procedure

Except where provided otherwise in the Constitution or By-laws,
all questions arising in the business meetings of the Association, i.e.,
the Executive Committee, the Standing Committees, and Ad Hoc Committees,
shall be decided by the majority of votes cast and, in every case of a
tie, the Chairman shall have a casting vote.

Voting initially shall be a voice vote or by a show of hands, or
by secret ballot if demanded.

ARTICLE VI

Quorum

Four-fifths of the Regular members present shall constitute a
quorum to conduct the business of the Association.
ARTICLE VII

Expenses

Section 1. Amount.

The Executive Committee shall have the power to determine the
manner in which necessary expenses will be prorated.

Section 2. Delinquency.

Any delinquent member whose prorated share of expenses is in arrears
for one year, and who has been sent three notices of delinquency, including
one registered letter, shall be reported by the Secretary-Treasurer to the
Executive Committee. If the delinquency exists for two years, this shall
be considered just cause for dropping the member institution from the
rolls of the Association.

ARTICLE VIII

Order of Business and Parliamentary Procedure

The order of business and the parliamentary procedure shall conform
to those detailed in the current edition of "Robert's Rules of Order,
Revised", unless otherwise provided for in the Constitution and By-laws.
Amendments

Any amendment to these By-laws shall be in accordance with

Article VI of the Constitution.
Interoffice Memorandum

TO:       Dr. R. Lee Clark

FROM:     Dr. Murray M. Copeland

SUBJECT:  A.A.C.I. Constitution and By-laws

DATE:     July 5, 1972

Dear Lee:

Please find attached a copy of a letter I have received from Jack Spratt with appended information on how to go about developing a non-profit corporation and what type of by-laws we should have (Exhibit I). I notice in the minutes of the A.A.C.I. dated June 19, 1967 (see Exhibit II attached) that this matter has been debated by the organization before, and a committee was supposed to have been appointed at that time to consider it, but I find no indication that the committee ever met (see page 4 of Exhibit II). In these same minutes on page 2, it is noted that the association's name was changed to the Association of American Cancer Institutes and that Section 1, Article III of what Bill Simpson called the By-laws gave the revised qualifications for membership (on a motion by Dr. Horsfall and seconded by Dr. Wood) which read as follows:

"Membership in this organization will be limited to those American institutes whose principal activities are concerned with the study and/or treatment of cancer. Each such institute will notify the Secretary in writing of the names of its senior scientific executive and his alternate who will constitute the active membership of the Association."

Also please find attached the Constitution and By-laws dated April 11, 1962, which we now have under advisement (Exhibit III).

Very sincerely,

Murray M. Copeland, M.D.

MMC:jmp
Attachments (3)
27 June 1972

Murray M. Copeland, M.D.
Vice President
University Cancer Foundation
M.D. Anderson Hospital and Tumor Institute
6723 Bertner Avenue
Houston, Texas 77025

Dear Murray

As you requested, the points I made at the Omaha meeting are summarized below:

1. The AACI should become chartered as quickly as possible as a nonprofit corporation. This requires a set of bylaws written to conform to the regulations of the internal revenue service regarding nonprofit corporations. A set of such bylaws is enclosed.

2. The process of obtaining a state charter for a nonprofit corporation can be accelerated (at least in Missouri) by passing a resolution. Such a resolution is also enclosed. I will be glad to obtain a Missouri charter if the AACI wishes. The state in which the charter is obtained is really of no potential benefit to anyone. I have just been through the process in Missouri and know how to do it and already have relevant legal counsel obtained.

3. As soon as the AACI is chartered it should submit a grant request to the National Cancer Institute for operational moneys. As a minimum these moneys should cover costs of a secretariat, operational costs for the USA National Committee, dues to the UICC, travel costs for members to committee meetings, etc.

4. There should be only one class of members from the United States but the number of votes could be variable based on the scope of an institution's effort — perhaps one vote each for service, research, education and administration.

5. In the bylaws the committee organization should be functional, the total number of committees should be kept to a minimum and the executive committee should be composed of officers and committee chairmen. All the functions of an organization can generally be consolidated into...
no more than five committees: 1) Planning, 2) Review, 3) Operations, 4) Education, and 5) Research.

6. A set of objectives which the AACI will adopt is a necessary preamble to the bylaws. These objectives need very serious and detailed consideration.

7. The capacity of the AACI to serve as a facilitator for collaborative effort requires that it obtain a legal status as a nonprofit corporation. I can arrange for a lawyer to address the AACI on the reasons for this but cannot underwrite the cost of his attending a meeting.

8. I suggest circulation of this letter to members of the bylaws committee, a rewrite of the bylaws to conform to the suggestions reviewed by legal counsel, and a conference call to review the changes. Hopefully, this can be done without another meeting.

9. Future meetings of the AACI should set aside a block of time, perhaps a half day, for committee meetings.

10. All this should be done as soon as possible in order to have a legal base from which to give the necessary support and guidance to the Conquest of Cancer Program.

With best regards.

Sincerely

John S. Spratt, Jr., M.S.P.H., M.D., F.A.C.S.
Director

Enclosures
In order to proceed, the Council recommends to the Chapter the adoption of the following resolution:

Be it resolved that the President of the Missouri Chapter of the American College of Surgeons be authorized to take all necessary legal steps to establish the Missouri Chapter of the American College of Surgeons as a not-for-profit Corporation under the laws of the State of Missouri and to obtain a Charter therefor, with the transfer of Charter to the new Corporation, to be subject to the approval or disapproval of the membership at the next membership meeting. Be it further resolved that the By-Laws presented be approved as the Articles of Incorporation of the new Corporation.

Motion: A motion was made and seconded that the Chapter adopt the above resolution as recommended by the Council.

Action: Motion passed unanimously.
AMERICAN COLLEGE OF SURGEONS

BY-LAWS

CHAPTER I - NAME OF THE SOCIETY

The name of this organization shall be Missouri Chapter of the Fellows of the American College of Surgeons.

CHAPTER II - PURPOSES OF THE SOCIETY

The objects and purposes of this society shall be as follows:

1. To incorporate as a non-profit corporation within the State of Missouri and to conduct its business as a non-profit corporation under the guidelines of the Internal Revenue Service, and to be herein after referred to as the Corporation.

2. To hold itself responsible for and to use its best efforts to attain within its area the objects of the American College of Surgeons which are "to elevate the standards of surgery, establish a standard of competency and of character for practitioners of surgery, to provide a method of granting fellowship in the organization, and to educate the public and the profession to understand that the practice of surgery calls for special training and that the surgeon elected to Fellowship in this College has had such training and is properly qualified to practice surgery."

3. To welcome new Fellows of the College into the Corporation and develop better acquaintance with local Fellows and with the objectives of the College.

4. To stimulate interest in the Junior Candidate Group among surgical residents and young surgeons.

5. To assist in providing the Citizens of Missouri with surgical and hospital facilities of the highest ethical and professional standards.

6. To enable the Corporation to acquire real estate and personal property for educational and benevolent purposes and to borrow money for such purposes and to perform such other legal acts as may be necessary or proper to carry out the aforesaid purposes of the Corporation.

CHAPTER III - MEMBERSHIP

1. There shall be included in the organization all Fellows of the American College of Surgeons who practice within the State of Missouri who desire to be members of the Chapter and who comply with its By-Laws. The Chapter shall also include as non-voting affiliates members of the Junior Candidate Group of the American College of Surgeons practicing in the area and Fellows retired from active practice who were former members of the Chapter. Said affiliates shall not have the right to hold office nor be obligated to pay dues.

2. Invitations to organized health professional groups in Missouri to appoint a liaison representative to the Missouri Chapter shall be issued on the recommendation of the majority of the Council. Said liaison representatives shall not, however, have the right to vote at meetings, nor be obligated to pay dues.
ARTICLE IV - MEETINGS

1. Annual Meetings. There shall be at least one annual membership meeting held in the State of Missouri within the first six months of each year.

2. Special Meetings. Special meetings of the Corporation shall be held at the call of the President or at the call of a majority of the Board of Directors, or upon written request of at least ten percent of the total membership of the Corporation who are eligible to vote delivered to the President. Upon receipt of such notice, the President shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.

3. Notice of Meetings. All members of the Corporation shall be notified in writing at least ten (10) days in advance of the annual meeting or of any special meeting. It shall not be required that the notice state the object of the meeting unless a change of By-Laws or Articles of Incorporation, the subject of incurring financial debt or the dissolution of the Corporation is to be considered, in which case the notice shall so specify.

4. Quorum. Five percent (5%) of the voting members of the Corporation shall constitute a quorum to conduct business. In lieu of a quorum, the secretary may poll the membership by mail on specific actions at the instruction of the President.

ARTICLE V - OFFICERS AND BOARD OF DIRECTORS

1. The officers of the Corporation shall consist of a President, Vice-President and Secretary-Treasurer. The Vice President shall also be designated as President-Elect of the Corporation.

2. The Board of Directors shall consist of the officers of the Corporation, the Governors of the College residing in Missouri, nine Councilors elected by the Chapter, all former Presidents of the Chapter, the State Cancer Liaison Representative and the Chairman of the State Committee on Trauma. The Board of Directors shall serve as the Executive Committee of the Corporation.

3. The President and the Vice-President shall be elected at the Annual Meeting by a majority vote of all members present who are entitled to vote. They shall serve until the next Annual Meeting of the Chapter, or until their respective successors have been elected and have qualified. The Secretary-Treasurer shall be elected at an Annual Meeting of the Chapter and shall serve for three years, or until his successor is elected and has qualified. At each Annual Meeting of the Chapter, three Councilors shall be elected to serve for a period of three years.

ARTICLE VI - DUTIES OF OFFICERS AND BOARD OF DIRECTORS

1. President. The President shall preside at the meetings of the Corporation and the Board of Directors and shall perform such other duties as custom and parliamentary usage may require. He shall appoint all committees and shall designate those Chapter members who may countersign all Corporation checks or drafts. He shall be the titular head of the profession in the State during his
term of office. It shall be his responsibility to promote the scientific achievements of the profession and to foster harmonious relationships throughout the membership.

2. The Vice-President. The Vice-President shall preside in the absence of the President and on his death, resignation or removal from the State, shall succeed to the Presidency for the unexpired portion of the President's term of office. He shall also be designated as the President-Elect and shall automatically assume the position of President at the termination of the President's term of office.

3. Secretary-Treasurer. The Secretary-Treasurer shall record the minutes of the Annual and special meetings of the Corporation and receive and care for all records and papers belonging to the Corporation, including its Charter. He shall collect dues as fixed by the Corporation and shall notify in writing those delinquent in the payment of their dues. He shall be responsible for the safekeeping and disbursement of all funds, shall keep accounts and receive all dues and money belonging to the Corporation and shall pay out the same on the order of the President. He shall obtain a Certified Public Accountant to perform an annual audit and make a report of the results of the audit at the Annual Meeting of the Corporation. He shall notify each member of the Corporation as to the time and place of each meeting and whenever possible give the program for the meeting. He shall make and keep a list of the members of the Corporation in good standing, noting of each his correct name and address. The Secretary-Treasurer shall record the minutes of the Board of Directors and shall present these minutes to the members of the Corporation at the Annual Meeting.

4. The Board of Directors. The Board of Directors will review all committee reports and make appropriate recommendations to the Chapter. The Board of Directors shall develop such policies and procedures deemed necessary for the discharge of Chapter business and shall present these to the membership at the Annual Meeting for their approval. It shall be empowered to act in the name of the Chapter between Annual Meetings.

5. Vacancies occurring in any office of the Chapter may be filled by an appointee designated by the President, and the individuals so appointed shall hold office until the next meeting of the Chapter.

6. Quorum. Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum.

ARTICLE VII - COMMITTEES

The President shall be entitled to designate such committees as he may deem to be in the best interests of the Corporation. The President shall appoint members for all of said committees. One member of the board of Directors shall serve on each committee for liaison between the committee and Board. As a minimum, these committees shall consist of planning, review, operations, education and research. The President shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Corporation may require.
ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. However, no loan in excess of $1000.00 shall be contracted unless the President first presents the loan proposal at a membership meeting and a resolution is adopted by a majority of the voting members present approving the loan.

3. Checks, Drafts and Other Monetary Orders. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Secretary-Treasurer or by such officer or officers, agent or agents of the Corporation as may be designated and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX - DUES

Annual dues may be established by the Corporation in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Corporation shall be approved at the annual meeting of the Corporation. Only dues-paying members may hold office, vote and participate in the business of the Corporation.

ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS AGAINST LIABILITIES AND EXPENSES IN ACTION

A director or officer, or former director or officer of this Corporation, and his legal representative, shall be indemnified by this Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer. The Corporation shall not, however, indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith, provided the board of directors of the corporation shall have first approved such proposed compromise settlement and determined
that the director or officer involved was not guilty of negligence or misconduct;
but in taking such action any director involved shall not be qualified to vote
thereon; and if for this reason a quorum of the Board of Directors cannot be
obtained to vote on such matter it shall be determined by a committee of three
persons appointed by the President at a duly called special meeting or at a
regular meeting. In determining whether or not a director or officer was guilty
of negligence or misconduct in relation to any such matters, the Board of
Directors or committee appointed by the President, as the case may be, may
rely conclusively upon an opinion of independent legal counsel selected by such
Board or committee. Any compromise settlement authorized herein shall not be
effective until submitted to and approved by a Court of competent jurisdiction.
The right to indemnification herein provided shall not be exclusive of any other
rights to which such director or officer may be lawfully entitled.

ARTICLE XI - AMENDMENTS

1. Within the limitations imposed by Section I of Article IV of the Charter,
these By-Laws may be amended by the affirmative vote of the members present at any
regular or special meeting of the Corporation, provided a full statement of such
proposed amendments shall have been published to the membership at least thirty
(30) days in advance of the meeting.

2. The Regents of the College shall have the right to disapprove any
amendment, which disapproval shall render such amendment null and void.

ARTICLE XII - RULES OF ORDER

The deliberations of the Corporation shall be governed by parliamentary
usage as contained in Roberts' Rules of Order unless otherwise determined by a
two-thirds (2/3) vote of the voting members present.

ARTICLE XIII - MISCELLANEOUS

No part of the net earnings of the Corporation shall inure to the benefit of,
or be distributable to, its members, officers or other private persons, except that
the Corporation 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. No substantial part of the activities of the Corporation
shall be the carrying on of propaganda, or otherwise attempting to influence
legislation, and the Corporation shall not participate in, or intervene in
(including the publishing or distribution of statements) any political campaign
on behalf of any candidate for public office. Notwithstanding any other provision
of these articles, the Corporation shall not carry on any other activities not
permitted to be carried on (a) by a corporation exempt from Federal income tax
under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding
 provision of any future United States Internal Revenue Law) or (b) by a corporation,
contributions to which are deductible under section 170(c) (2) of the Internal
Revenue Code of 1954 (or the corresponding provision of any future United States
Internal Revenue Law).
ARTICLE XIV - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors so disposed of shall be disposed of by the Boone County Circuit Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said County shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV - REPEAL OF PRIOR BY-LAWS

Upon the adoption of these By-Laws all previous By-Laws are hereby repealed.

Adopted on the _______ day of _________, 197.

Attest:

MISSOURI CHAPTER OF THE FELLOWS
OF THE AMERICAN COLLEGE OF SURGEONS

BY:

Secretary

President
ASSOCIATION OF CANCER INSTITUTE DIRECTORS

The Association of Cancer Institute Directors met for dinner in the Regency Room of the Oklahoma City Golf and Country Club on Sunday, June 18, 1967. Members were guests of the Oklahoma Medical Research Foundation on Monday morning, June 19, at which time scientific presentations were made by seven members of the staff of the Cancer Division. Following lunch at the Faculty House, the Directors met in business session at 1:30 p.m. in the Garden Room of the Faculty House.

Present

Present were: Drs. Copeland with Clark, Condit with Elicl, George Foley with Farber, Horowitz, Lamon, Kinball with Liverman, Rusch, Shubik, Simpson, Talbot, Warren, Weinhouse, Wood, Bodily, Dr. Haskins and Dr. Cook with Dr. Spratt, and Miss Stephan with Dr. Endicott.

Absent

Absent: Drs. Ausman, Curreri, Callhorn, Jacobson and Moore.

Minutes Corrected

Minutes of the meeting of June 5, 1966 were corrected to show that Drs. Weinhouse and Wood were present and Dr. Talbot was absent from the meeting. It was moved by Dr. Warren that the minutes be approved as corrected. Motion was seconded and passed.

Death of Dr. Silliphant

At the request of Dr. Farber, the Chairman, Dr. David Wood informed the Association of the death on May 29, 1967 of Dr. William Merrill Silliphant, who had met with the Association as the alternate representative from the Cancer Research Institute of the University of California, San Francisco. It was moved by Dr. Wood that the Association of Cancer Institute Directors adopt the following resolution in tribute to Dr. Silliphant:

Resolution

With deep regret the Association of Cancer Institute Directors records its sorrow at the death of William Merrill Silliphant, M.D., on May 29, 1967, and expresses its deepest sympathy to Mrs. Silliphant and the other members of his family in their bereavement. We have long recognized the outstanding contributions of Dr. Silliphant to pathology, to medical education and to scientific administration and held him in the highest esteem as a physician, scientist and friend. His genial companionship and wise counsel as a member of this Association will be sincerely missed by all of us.

The resolution was adopted, with members standing in silent tribute to our late colleague.

Cancer Congress

Dr. Clark initiated a discussion of plans for the Cancer Congress in 1970 by outlining the manner in which members of the American Committee for the International Cancer Congress had been selected by Dr. Keith Cannon of the National Academy of Sciences. As originally named, the U.S.A. National Committee included the following: Dr. M. H. Copeland, Chairman, Dr. Frances Wilson, Dr. Charles Heidelberger, Dr. Emil Fred, III, Dr. Chester Stock and Dr. W. Ray Bryan. Since the time of the original appointment, Drs. Stock and Bryan have left the Committee and have been replaced by Drs. Michael Shimkin and Lester Braslow.
June 17, 1967

In order to change the name, constitution and by-laws as agreed at the meeting of the Association of Cancer Institute Directors in June 1966, the following specific amendments would appear to be required. Words to be deleted are in parentheses; those to be added are underlined.

ARTICLE I

The name of this organization shall be the:

[The] American Association of Cancer Institute Directors

AMCI

ARTICLE III

Membership

Section 1 - Qualifications for Membership: Membership in this organization will be limited to the senior scientific executives of those institutions and autonomous divisions and departments of research where principal activities are concerned with the study and treatment of cancer. Each executive shall notify the secretary in writing of the name(s) of the representative(s).

These representatives will constitute the active membership of the Association.

Section 4 - Honorary Membership: The Association may elect as corresponding members the scientific directors of cancer institutions of foreign countries. Eligibility for nomination and the election procedure will be as outlined in Sections 1, 2 and 3.)
Dr. Farber read a letter from Herbert M. Gardner of the National Academy of Sciences of the National Research Council inviting the Association of Cancer Institute Directors to name a member of the National Organizing Committee, Tenth International Cancer Congress. It was moved by Dr. Spratt that the Chairman select one or two members to serve on the National Organizing Committee and submit these names to the U.S.A. Committee for appointment. Motion was seconded and carried.

Dr. Copeland reviewed the steps taken by the U.I.C.C. concerning the Congress, following which agreement was reached that pre-Congress symposia are to be held at Houston on May 22, 23 and 24, 1970; at the conclusion of the pre-Congress conferences, an opening ceremony will be held Sunday evening and the regular meetings of the Tenth International Cancer Congress would follow Monday through Friday, May 25 through May 29.

It is still hoped that there can be some symposia or "Open Houses" in various parts of the United States prior to and after the Congress. Primarily these could be planned at cities where foreign visitors could easily stop on their way to or from Houston. Dr. Clark stated that he would appoint a sub-committee to plan such pre- and post-Congress visits or open houses.

The question of special membership by the Association of Cancer Institute Directors in the International Union Against Cancer was discussed at length. After the qualifications for membership in the U.I.C.C. had been reviewed, it was suggested by Dr. Endicott that several institutes might apply for individual memberships. Dr. Copeland outlined the procedure for this. An application must be sent to the Secretary-General of the U.I.C.C. in the Geneva office. It is to be accompanied by an audited financial statement, a copy of the constitution and an annual report for the preceding year. The application will be referred to the U.S.A. representatives on the U.I.C.C. for recommendations; final decisions will be made by the Council.

The Secretary distributed copies of proposed changes in the by-laws to accomplish the objectives outlined at the previous meeting. Following extensive discussion of the proposed changes, the members adopted the new name for the Association as "Association of American Cancer Institutes" on a motion by Dr. Lalloo, which was duly seconded and carried. Section 1, Article III - Qualifications for Membership - was revised on a motion by Dr. Horsfall, which was seconded by Dr. Wood and carried, to read as follows: "Membership in this organization will be limited to those American institutes whose principal activities are concerned with the study and/or treatment of cancer. Each such institute shall notify the Secretary in writing of the name of its senior scientific executive and his alternate, who will constitute the active membership of the Association."

At this point Dr. Reilie introduced Dr. Joe White, Dean of the Faculty of the University of Oklahoma School of Medicine, who described plans for development of the Oklahoma Health Science Center. These plans call for the expenditure of $200,000,000 during the next ten years. Following the presentation, Dr. White was thanked by the Chairman for his lucid description of their plans.

The Committee turned again to the question of membership in U.I.C.C. by the Association of American Cancer Institutes. Following further discus-
tion, it was moved by Dr. Wood that the Association explore and proceed to take such steps as are necessary to nominate an appropriate number of members of the National Academy of Science U.S.A. Committee of the International Union Against Cancer. Motion was seconded by Dr. Horsfall and passed.

Congressional Appropriations

The members next discussed Congressional appropriations for the National Cancer Institute and regional medical programs and the legal status of institute directors who testify before Congressional committees. Conflicting opinions had been received by various directors from their legal counsellors regarding possible consequences of appearing before such committees. Legal opinions ranged from one extreme stating that the chief executive officer cannot disassociate himself from the institution and may jeopardize the tax-free status of the institution if he makes any attempt to influence legislation. At the other extreme was the opinion that it is not only proper, but actually a duty of any citizen to appear before a Congressional committee upon invitation and that such appearance has nothing whatsoever to do with the tax-exempt status of his institution.

Meeting Adjourned

At 5:15 p.m. the meeting was adjourned until Tuesday morning. Members participated in a cocktail party at the Faculty Club as guests of the Oklahoma Medical Research Foundation and in dinner at the Beacon Club in downtown Oklahoma City.

Meeting Re-convened

The meeting was re-convened in the Garden Room of the Faculty House at 9:15 a.m.

Dr. Farber opened the meeting by reviewing the recommendations of the citizens committee for Cancer Center Appropriations. These included the recommendation of $41,000,000 for support of 20 cancer centers and $10,000,000 in non-matching construction money for such centers. He pointed out that Senator Hill was still firmly opposed to non-matching grants for construction.

Dr. Clark appealed to the Association of American Cancer Institutes to provide leadership in development of 10 regional cancer centers and questioned whether the Association would itself be eligible for a planning grant to study the resources for cancer control and needs on a national basis.

Dr. Farber reviewed the history of development of the concept of a series of cancer institutes from the earliest days when cancer research was "outside the main stream of medicine". It was generally agreed that the concept of cancer institutes was not easily compatible with the Heart Disease, Cancer and Stroke program. There will probably be at least 50 regional medical programs before that activity can be considered completed, but there does not appear to be a need for that many cancer centers and no need for them all to be on a regional basis.

Dr. Endicott suggested two approaches to the problem of cancer control programs. First is the development of specialized cancer centers providing competence in training certain kinds of research, etiology, prevention, etc. These could serve as national or even international centers. The Public Health Service should provide long-range general support for these centers. At the present time it is feasible that there might be approximately 20 of these needed. Two, we must simultaneously try to improve
cancer care and training in medical schools. Ultimately some of these medical school related programs may develop into national centers. Dr. Endicott outlined four tools available for accomplishment of the objectives listed:

1. The clinical cancer center. These have not been well accepted by medical schools, but are a most useful part of the cancer center program.

2. Radiation therapy training centers. Grants to establish these were initiated in 1960, at which time the deplorable shortage of trained radiation therapists in the United States was acknowledged. Even with an increase to about 13 such centers, there are only 50 residents in training this year.

3. Cancer clinical training grants. These grants replaced the $25,000 formula grants to medical schools and require that the schools develop strong plans for inter-departmental training programs. They have been well accepted; requests for such grants exceed the funds available at the present time.

4. Cancer center planning grants. These grants have been little publicized and little used. These grants are intended to permit an institution to plan its own strong cancer program.

Possible Incorporation of A.A.C.I.

The question was raised as to whether the Association of American Cancer Institutes could qualify as an applicant for a planning grant and use such a grant to study the resources and needs for cancer centers on a national basis. It was recognized that this could not be done unless the Association of American Cancer Institutes were to become a corporation. Following discussion of the pros and cons of such motion, it was moved that the officers be authorized to appoint a committee to examine the purposes and objectives of the organization, the manner of organization and whether it should be incorporated, with a report to the Association at the next meeting. The motion was seconded and carried.

At this point Dr. Farber had to leave and asked Dr. Endicott to announce the chairmanship of the meeting.

With respect to a report on activities of the National Cancer Institute and actions of the Congress with respect to budgets, Dr. Endicott distributed copies of a report, which he had asked Miss Stephan to prepare. Moved by Dr. Warren that the Association congratulate Dr. Endicott and Miss Stephan on the clarity and completeness of this report. The motion was unanimously carried.

The Chairman called on Dr. Clark to present the slate of officers proposed by the Nominating Committee. Nominations were - for President, Dr. Timothy Talbot; for Vice-president, Dr. Frank Horsfall; for Secretary-Treasurer, Dr. Henry Lamon. It was moved by Dr. Spratt that these officers be elected for 1967. Motion was seconded and unanimously carried.

After consideration of several possible sites for the next meeting, it was moved by Dr. Weinhouse that the Association accept the invitation to meet at the Oak Ridge National Laboratory, December 10 to 12, 1967. This was seconded and carried.
New

Discussion

A number of potential new members of the Association were named, but by general consent it was agreed to postpone action until the question of incorporation of the Association had been resolved.

Adjournment

The meeting adjourned at 11:30 a.m.

Respectfully submitted,

William L. Simpson

William L. Simpson, M.D.
Secretary-Treasurer
CONSTITUTION
of the
ASSOCIATION OF CANCER INSTITUTE DIRECTORS

ARTICLE I

The name of this organization shall be the:
"ASSOCIATION OF CANCER INSTITUTE DIRECTORS."

ARTICLE II

The purpose of the Association shall be:
(a) the support of investigations of the causes, nature, treatment and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel and special facilities between groups with predominate interests in cancer
(b) foster educational opportunities in the bio-medical sciences
(c) provide guidance to private and civil organizations concerning cancer research, education and the care of cancer patients
(d) hold meetings of the scientific executive officers of cancer institutes in order to expedite the forementioned purposes.

ARTICLE III

Membership

Sec. 1—Qualifications for Membership: Membership in this organization will be limited to the senior scientific executives of those institutions and autonomous divisions and departments whose principal activities are concerned with the study and treatment of malignancy.

Sec. 2—Procedure for Membership: A letter of nomination by a member of the association, indicating the qualifications of the nominee for membership in the Association shall be filed with the Secretary at least 3 months before the Annual September Meeting of the Association. The Secretary will distribute to the membership all pertinent information at least one month before the annual meeting.

Sec. 3—Election Procedure: The members will vote by secret ballot; an affirmative
vote of four-fifths of the members present will constitute election.

Sec. 4—Honorary Membership: The Association may elect as corresponding members the scientific directors of cancer institutions of foreign countries. Eligibility for nomination and the election procedure will be as outlined in Sections 1, 2 and 3.

ARTICLE IV

Officers

Sec. 1—The officers of this organization shall be the President, the Vice-President, who also shall be President-elect, and the Secretary-Treasurer. These officers shall have the respective duties that are customary for such officers, except as may be provided otherwise in the By-Laws.

Sec. 2—Regular elections for officers of this organization shall be held at the annual meeting and the officers-elect shall take office immediately. The term of an officer shall end at the time when his successor takes office.

Sec. 3—A vacancy in any office other than that of the President shall be filled by appointment by the President until the next meeting. A special election shall be held at the next meeting.

ARTICLE V

Sec. 1—A proposed amendment to this Constitution must be submitted in writing to the Secretary at least one month before any regular meeting of this organization.

Sec. 2—An amendment to this Constitution may be adopted by a two-thirds vote of all the members or their alternates present and voting at the next regular meeting after the one at which the proposed amendment was submitted.

BY-LAWS

ARTICLE I

Meetings

Sec. 1—Regular meeting of this organization shall be held at least once a year.
special meetings may be held whenever there is sufficient reason. The place and the
exact time of each meeting shall be selected by general consent. The place or the time
of a scheduled meeting may be changed if all the officers agree to such a change.

Sec. 2—Two-thirds of the active membership shall constitute a quorum.

Sec. 3—in the absence of a member, the right to take part and to vote in a meeting
except on changes in the Constitution shall be exercised by an alternate selected by
that member. Such an alternate must be closely enough associated with that member's
work and policies as to be fully qualified to act as his representative.

ARTICLE II

As soon as possible after each meeting, the Secretary-Treasurer shall send a copy
of the minutes of that meeting, as approved by the President, to each member of the
organization. At a suitable time in advance of each meeting, the Secretary-Treasurer
shall send to each member a final notice of the place and the time of that meeting.

ARTICLE III

Committees

Except as may be otherwise provided by this organization, committees and their
chairmen shall be appointed by the President.

ARTICLE IV

Parliamentary Authority

The rules contained in Robert's Rules of Order Revised, Seventy-Fifth Anniversary
Edition, shall govern this organization in all cases to which they are applicable and
in which they are not inconsistent with these By-Laws.

ARTICLE V

Dues and Assessments

The membership shall determine dues, subscriptions and assessments by a vote of
approval by four-fifths of the active members.
ARTICLE VI

Sec. 1—A proposed amendment to these By-Laws must be submitted in writing to the Secretary at least one month before any regular meeting of this organization.

Sec. 2—An amendment to these By-Laws may be adopted by a two-thirds vote of all the members or their alternates present and voting at the next regular meeting after the one at which the proposed amendment was submitted.

RESOLUTION

for the

ADOPTION of BY-LAWS

Whereas, It is believed that the welfare of cancer institutes can be better served if there exists an organization composed of the directors of such institutes; therefore, be it

Resolved, That the accompanying By-Laws be adopted, with the following temporary limitations: first, that Sections 2 and 3 of Article III shall not apply to the persons listed below, who shall be the charter members of the Association of Cancer Institute Directors; and second, that any officers elected before the regular meeting in the spring of 1960 shall be regarded as coming under the provisions of Section 3 of Article III.

ADKINS, P.

Rev. 9/20/39
List of Enclosed Material

1. The proposed Constitution and By-laws dated June 1, 1972, as well as a copy of the April 11, 1962, Constitution and By-laws, which are re-typed Xerox copies identical to the "ditto" copies sent out by Dr. Ed Mirand with his memorandum of July 11, 1972. The reason for the re-typed Xerox copies is that we could not reproduce the "ditto" copies by Xerox machine.

2. The additional items are listed as follows:
   a. 3 letters with enclosures from Dr. Spratt which have to do with incorporation of the AACI as a non-profit organization.
   b. A letter from yourself with suggested changes.
   c. A letter from Dr. Bayard Morrison with suggested changes.
   d. A letter from Dr. Donald Finkel with attachment showing suggested changes.
   e. A letter from Dr. Albert Owens raising questions and pointing out suggested changes.
   f. A letter from Dr. Sidney Weinhouse with suggested changes.
   g. A letter from Dr. John Ultmann with attachments of suggested changes.
   h. A letter from Dr. Jerome Horwitz making suggested changes.
9 August 1972

Mr. Robert C. Smith, Jr.
Attorney at Law
Smith Lewis and Rogers
2011 West Worley
Columbia, Mo. 65201

Dear Bob

Enclosed is a matter on which your assistance is urgently needed. I have been requested to seek a charter for The American Association of Cancer Institutes as a Missouri nonprofit corporation. In the enclosures I have reworked what you did for the Missouri Chapter, American College of Surgeons to fit the new organization.

Please advise me regarding the following:

1. Is the wording satisfactory to obtain a charter as a nonprofit corporation?

2. What are the advantages or disadvantages to chartering a nonprofit corporation in Missouri with respect to other states?

3. What steps are now necessary to obtain a charter as expeditiously as possible and to maintain it once received?

4. What will be the fees and to whom?

Thank you for your assistance.

Sincerely

John S. Spratt, Jr., M.S. P.H., M.D., F.A.C.S.
Director

cc: Dr. Harold P. Rusch  
Dr. E. A. Mirand  
Dr. Murray M. Copeland

Enclosures
RESOLUTION

Date: Tuesday 8 August 1972

In order to proceed, the Committee on Constitution and By-Laws recommends to the Association the adoption of the following resolution:

Be it resolved that the President of the American Association of Cancer Institutes be authorized to take all necessary legal steps to establish the American Association of Cancer Institutes as a not-for-profit Corporation under the laws of the State of Missouri and to obtain a Charter therefor, with the transfer of Charter to the new Corporation, to be subject to the approval or disapproval of the membership at the next membership meeting.

Be it further resolved that the By-Laws presented be approved as the Articles of Incorporation of the new Corporation.

Motion: A motion was made and seconded that the Association adopt the above resolution as recommended by the Committee on Constitution and By-Laws.

Action: Motion passed unanimously.
THE AMERICAN ASSOCIATION OF CANCER INSTITUTES

CONSTITUTION and BY-LAWS

ARTICLE I - NAME OF THE ASSOCIATION

The name of this organization shall be The American Association of Cancer Institutes hereinafter referred to as the Association.

ARTICLE II - PURPOSES OF THE ASSOCIATION

The objects and purposes of this Association shall be as follows:

1. To support investigations into the causes, nature, treatment, rehabilitation, and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities between groups with predominant interests in cancer.

2. To foster educational and training opportunities in the appropriate biomedical sciences.

3. To provide guidance to private and civic organizations concerning cancer research, both lay and professional education, medical care and rehabilitation of cancer patients.

4. To hold meetings of the membership in order to expedite the aforementioned purposes, and

5. To afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

ARTICLE III - MEMBERSHIP

Section 1. Classes of Membership

The membership of the Association shall be divided into two classes:

Regular Membership, and Corresponding Membership.

Section 2. Qualifications for Membership:

a. Regular Membership of the American Association of Cancer Institutes shall include only those institutions and/or organizations which meet the definition of comprehensive cancer centers as defined by the National Cancer Advisory Board.
(1) Each Regular Member institution or organization is authorized to appoint up to four delegates, one of whom must be the Senior Scientific Director. In a Director's absence, the next Senior Delegate present should be able to act with unrestricted authority in transacting the business of the Association. The remaining three delegates shall represent the service, research and teaching activities of the institute.

b. Corresponding Membership may be held by selected international cancer institutes and centers or other organizations with a major component devoted to cancer activities, and should be represented by the Senior Scientific Head in each instance.

ARTICLE IV - MEETINGS

1. Annual Meetings. There shall be at least one annual membership meeting held within the first six months of each year.

2. Special Meetings. Special meetings of the Association shall be held at the call of the President or at the call of a majority of the Board of Directors, or upon written request of at least ten percent of the total membership of the Association who are eligible to vote delivered to the President. Upon receipt of such notice, the president shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.

3. Notice of Meetings. All members of the Association shall be notified in writing at least ten (10) days in advance of the annual meeting or of any special meeting. It shall not be required that the notice state the object of the meeting unless a change of By-Laws or Articles of Incorporation, the subject of incurring financial debt or the dissolution of the Association is to be considered, in which case the notice shall so specify.

4. Quorum. Five percent (5%) of the voting members of the Association shall constitute a quorum to conduct business. In lieu of a quorum, the secretary may poll the membership by mail on specific actions at the instruction of the President.

ARTICLE V - OFFICERS AND BOARD OF DIRECTORS

1. The officers of the Association shall consist of a President, Vice-President and Secretary-Treasurer. The Vice President shall also be designated as President-Elect of the Association.

2. The Board of Directors shall consist of the officers of the Association, all former Presidents, and the elected directors. The Board of Directors shall serve as the Executive Committee of the Association.

3. The President and the Vice-President shall be elected at the Annual Meeting by a majority vote of all members present who are entitled to vote. They shall serve until the next Annual Meeting of the Association, or until their respective successors
have been elected and have qualified. The Secretary-Treasurer shall be elected at
an Annual Meeting of the Association and shall serve for three years, or until his
successor is elected and has qualified. At each Annual Meeting of the Association,
three members of the Board of Directors shall be elected to serve for a period of
three years.

4. The Chairman of each standing committee shall be a member of the Board of
Directors.

ARTICLE VI - DUTIES OF OFFICERS AND BOARD OF DIRECTORS

1. President. The President shall preside at the meetings of the Association
and the Board of Directors and shall perform such other duties as custom and
parliamentary usage may require. He shall appoint all committees and shall
designate those Association members who may countersign all Association checks or
drafts. He shall be the titular head of the Association in the United States during his
term of office. It shall be his responsibility to promote the scientific achievements
of the profession and to foster harmonious relationships throughout the membership.

2. The Vice-President. The Vice-President shall preside in the absence of
the President and on his death, resignation or removal, shall succeed to the Presi-
dency for the unexpired portion of the President's term of office. He shall also be
designated as the President-Elect and shall automatically assume the position of
President at the termination of the President's term of office.

3. Secretary-Treasurer. The Secretary-Treasurer shall record the minutes
of the Annual and Special Meetings of the Association and receive and care for all
records and papers belonging to the Association. He shall collect dues as fixed by the
Association and shall notify in writing those delinquent in payment of their dues.
He shall be responsible for the safekeeping and disbursement of all funds, shall keep
accounts and receive all dues and money belonging to the Association and shall pay
out the same on the order of the President. He shall obtain a certified public
accountant to perform an annual audit and make a report of the results of the audit
at the Annual Meeting of the Association. He shall notify each member of the
Association as to the time and place of each meeting and whenever possible give
the program for the meeting. He shall make and keep a list of the members of the
Association in good standing, noting of each his correct name and address. The
Secretary-Treasurer shall record the minutes of the Board of Directors and shall
present these minutes to the members of the Association at the Annual Meeting.

4. Directors - Six directors shall be elected at the first Annual Meeting
to serve the following terms: two for six years, two for four years, and two for
two years. After the first year, two directors shall be elected at each Annual
Meeting.

5. The Board of Directors. The Board of Directors will review all committee
reports and make appropriate recommendations to the Association. The Board of
Directors shall develop such policies and procedures deemed necessary for the
discharge of Association business and shall present these to the membership at the
Annual Meeting for their approval. It shall be empowered to act in the name of the
Association between Annual Meetings.
5. Vacancies occurring in any office of the Association may be filled by an appointee designated by the President, and the individuals so appointed shall hold office until the next meeting of the Association.

6. Quorum. Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum.

ARTICLE VII - COMMITTEES

The President shall be entitled to designate such committees as he may deem to be in the best interests of the Association. The President shall appoint members for all of said committees. One member of the Board of Directors shall serve as chairman of each standing committee. The standing committees shall consist of planning, review, operations, education, and research. The President shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Association may require.

ARTICLE VIII - CONTRACTS, GRANTS, LOANS, CHECKS AND DEPOSITS

1. Contracts and Grants. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, accept grants, or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

2. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. However, no loan in excess of $1,000.00 shall be contracted unless the President first presents the loan proposal at a membership meeting and a resolution is adopted by a majority of the voting members present approving the loan.

3. Checks, Drafts and Other Monetary Orders. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Secretary-Treasurer or by such officer or officers, agent or agents of the Association as may be designated and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX - DUES

Annual dues may be established by the Association in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Association shall be approved at the Annual Meeting of the Association. Only dues-paying members may hold office, vote and participate in the business of the Association.
ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS AGAINST LIABILITIES AND EXPENSES IN ACTION

A director or officer, or former director or officer of this Association, and his legal representative, shall be indemnified by this Association against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer. The Association shall not, however, indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Association shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct but in taking such action any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the President at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by the President, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a Court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XI - AMENDMENTS

1. Within the limitations imposed by Section 1 of Article IV of the Association these By-Laws may be amended by the affirmative vote of the members present at any regular or special meeting of the Association, provided a full statement of such proposed amendments shall have been published to the membership at least thirty (30) days in advance of the meeting.

ARTICLE XII - RULES OF ORDER

The deliberations of the Association shall be governed by parliamentary usage as contained in Roberts' Rules of Order unless otherwise determined by a two-thirds (2/3) vote of the voting members present.
ARTICLE XIII - MISCELLANEOUS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association 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. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIV - DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors so disposed of shall be disposed of by the Boone County Circuit Court of the county in which the principal office of the Association is located, exclusively for such purposes or to such organization or organizations, as said County shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV - REPEAL OF PRIOR BYLAWS

Upon the adoption of these By-Laws all previous By-Laws are hereby repealed.

Adopted on the __________ day of __________, 1976.

THE AMERICAN ASSOCIATION OF CANCER INSTITUTES

Attest:

_________________________  __________________________
Secretary                  President
22 May 1972

Murray M. Copeland, M.D.
Vice President
University Cancer Foundation
M.D. Anderson Hospital and
Tumor Institute
6723 Bertner Avenue
Houston, Texas 77025

Dear Murray

The proposed constitution and bylaws for the American Association of Cancer Institutes exhibits your usual thorough work. I am returning exhibit II with a few minor suggestions. In addition to those appended suggestions, I would like to suggest two additional objectives:

1. Foster public education regarding the prevention, diagnosis and treatment of cancer and the rehabilitation of cancer patients

2. Foster public education regarding the activities of the American Association of Cancer Institutes and its member institutions

I believe both of these objectives are quite important. This organization definitely needs a higher level of public exposure than it presently has. One of the objectives should be to obtain such exposure.

I am sorry that I will not be with you in New York. Aside from the several suggestions above, which I hope you will consider, you have my proxy.

With best wishes for a good meeting.

Sincerely

[Signature]

John S. Spratt, Jr., M.S.P.H., M.D., F.A.C.S.
Director

enclosure
12 June 1972

Murray M. Copeland, M.D.
Vice President
University Cancer Foundation
M.D. Anderson Hospital and Tumor Institute
6723 Bertner Avenue
Houston, Texas  77025

Dear Murray,

Thanks for the copy of the Bylaws. They look quite satisfactory to me and should be a workable addition to the organization.

Best regards.

Sincerely,

John S. Spratt, Jr., M.S.P.H., M.D., F.A.C.S.
Director
MEMORANDUM

July 11, 1972

TO: Members of AACI

FROM: E. A. Mirand, Secretary-Treasurer

SUBJECT: Revision of Constitution and By-Laws of AACI

Please find enclosed copies of:

(1) Constitution and By-Laws, dated April 11, 1962, under which we are currently operating as an organization.

(2) Proposed revision of the constitution presented to you for discussion at the last meeting of the Association in Omaha, Nebraska.

Please read the old and proposed constitution carefully and present your views in writing to Dr. Murray Copeland by August 1, 1972. Dr. Copeland, along with the Committee will attempt to incorporate the suggestions made by the members of the AACI in order to prepare a new constitution for the Association.

EAM:co
Enclosures
Dear Murray:

Here are my comments and suggestions about the proposed revision of the constitution:

Page 1 - No change.

Page 2, Sec. 2 a (1) - Cancer Institutes and/or Centers which include a wide variety of clinical disciplines related to patient care, a broad range of research and training programs which include clinical and biological science (genetics, carcinogenesis, virology, immunology, cyto-kinetics, biomathematics, medical pharmacology, developmental therapeutics, radiation biology, surgery, animal models, etc.).

Page 3, Sec. 2 a (2) - . . . which will permit emphasis on . . .

Sec. 2 a (3) - . . . the next senior representative present should be able to act with the same authority.

Page 4, Sec. 2 b and c - This is not clear, but I haven't been able to fix it yet. The question bothering me is: who is the representative? the Dean of the entire school? or the Director of the Department or Division in which the cancer program resides?

Sec. 2 d - change "representatives" to "institutions".

Page 10, Sec. 4, line 3 - Appointed Regular Members. Does this include all three representatives of the member institution? This question needs clarifying for all committees.

Page 14, Sec. 11 - Liaison Representatives (plural) . . . capacity between any association or organization . . .

Page 15, line 1 - should this read "three members"?

Page 18, Article V, line 2 - "of the Association including the Executive Committee".
There has been a written definition of comprehensive cancer centers accepted by the National Cancer Board (or so Lee Clark tells me). Lee has suggested that we use it in our By-Laws. I have a copy but don't feel quite free to circulate it. Can you arrange with Lee to have it circulated to the By-Laws Committee so we can discuss it when we meet?

It would be worth considering a meeting of the By-Laws Committee on August 6 or 7 when many of us will be in Houston. What do you think?

I plan to arrive in Houston about 8:30 p.m. Sunday night, August 6.

I am still worried about the "grandfather clause" because I have not quite resolved in my mind the balance between the harm we might do if we don't have such a clause, and, on the other hand, the harm we will do if we don't have definitions leading to a strong organization. Maybe there is some way of having this cake and eating it too?

I am off to Maine on 26 July, but can be reached there if necessary.

Regards,

[Signature]

T. R. Talbot, Jr.
June 14, 1972

Dr. Murray M. Copeland
Vice President
University Cancer Foundation
M.D. Anderson Hospital and Tumor Institute
Houston, Texas 77025

Dear Murray:

I am sorry that I missed the meeting of the American Association of Cancer Institutes Subcommittee on Constitution and By-Laws held in New York on June 1. My absence was occasioned by two things: one, the demands of a cluttered desk here and two, the fact that your draft constitution is so good that I didn't feel that it warranted much discussion or change. In fact, I noted that major changes were not made by the group that met.

I am making a few suggestions for minor change as indicated on the copies of the enclosed pages. There is a question about voting procedure. While the language of the constitution implies that each regular member institution has a single vote, this is not stated specifically. Inasmuch as there are three representatives from such institutions, it is possible to infer that each regular member institution will have three rather than one vote. Perhaps this point should be clarified.

Congratulations again on a fine job. I shall look forward to seeing you in Omaha later this month.

With best regards,

Sincerely yours,

Bud

Bayard H. Morrison III, M.D.
Assistant Director
National Cancer Institute
PROPOSED CONSTITUTION AND BY-LAWS
FOR THE
AMERICAN ASSOCIATION OF CANCER INSTITUTES
(By the Subcommittee on Constitution and By-Laws
meeting in New York City
June 1, 1972)

CONSTITUTION

ARTICLE I

NAME

The Association shall be called the American Association of Cancer Institutes.

ARTICLE II

OBJECTIVES

The objectives of the Association shall be:

1. to support investigations into the causes, nature, treatment, rehabilitation and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities between groups with predominant interests in cancer,

2. to foster educational opportunities in the appropriate biomedical sciences,

3. to provide guidance to private and civic organizations concerning cancer research, both lay and professional education, medical care and rehabilitation of cancer patients,
include genetics, carcinogenesis, virology, immunology, cytotechnology, bioinformatics, medical pharmacology, developmental therapeutics, radiation biology, surgery, veterinary medicine (animal models), etc.

(2) An institute or a major component of an organization or institution (i.e., of a medical school, university, division of an industrial organization, etc.) which has its total manpower largely engaged in a broad spectrum of cancer research and training.

A pedagogical mechanism must obtain in the categories above, where applicable, which will permit greater emphasis on recruitment of graduate and postgraduate students into basic or clinical cancer research.

(3) Each Regular Member institution or organization is authorized to appoint up to three representatives, one of whom must be the Senior Scientific Director. In a Director's absence, the next Senior Representative present should be able to act with unrestricted
July 11, 1972

Dr. Murray Copeland
M. D. Anderson Hospital and
Tumor Institute
6723 Bertner Drive
Houston, Texas 77023

Dear Dr. Copeland:

It was good seeing you again in Omaha. Attached is my copy of the proposed constitution and by-laws with comments inserted. My questions are minor ones and in general I believe it is a good document.

Best wishes.

Sincerely,

Donald Pinkel, M.D.
Medical Director

DP/ly

Enclosure
CONSTITUTION

ARTICLE I

Name

The Association shall be called the American Association of Cancer Institutes.

ARTICLE II

Objectives

The objectives of the Association shall be:

1. to support investigations into the causes, nature, treatment, rehabilitation and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel, and special facilities among groups with predominant interests in cancer,

2. to foster educational and training opportunities in the appropriate biomedical sciences,

3. to provide guidance to private and civic organizations concerning cancer research, both lay and professional education, medical care and rehabilitation of cancer patients,
4. to hold meetings of the membership in order to expedite the aforementioned purposes, and

5. to afford an opportunity for all directors of cancer institutes throughout the world to meet at appropriate intervals to discuss mutual problems.

ARTICLE III

Membership

Section 1. Classes of Membership.

The membership of the Association shall be divided into three classes: Regular Membership, Associate Membership, and Corresponding Membership.

Section 2. Qualifications for Membership.

a. Regular Membership of the American Association of Cancer Institutes shall include only those institutions and/or organizations with coordinated interdisciplinary programs as:

(1) Cancer institutes and/or centers with a wide variety of clinical disciplines related to patient care, and clinical multidisciplinary research and training programs which
include genetics, carcinogenesis, virology, immunology, cytokinetics, biomathematics, medical pharmacology, developmental therapeutics, radiation biology, surgery, veterinary medicine (animal models), etc.

(2) An institute or a major component of an organization or institution (i.e. of a medical school, university, division of an industrial organization, etc.) which has its total manpower largely engaged in a broad spectrum of cancer research and training.

A pedagogical mechanism must obtain in the categories above, where applicable, which will permit greater emphasis on recruitment of graduate and postgraduate students into basic or clinical cancer research.

(3) Each Regular Member institution or organization is authorized to appoint up to three representatives, one of whom must be the Senior Scientific Director. In a Director's absence, the next Senior Representative present should be able to act with unrestricted
June 28, 1972

Dr. Murray M. Copeland
University Cancer Foundation
M. D. Anderson Hospital
and Tumor Institute
Houston, Texas 77025

Dear Murray:

You have asked for comments on the proposed Constitution and By-Laws of the AACI. I would submit the following thoughts and questions for you and the committee to consider.

It seems important to me to define better the requirements for membership, not just by the words "Institute" or "Center," but by the scope and nature of their program and the extent of the institutional commitment to this program. I can see that you wish to give preference to institutions with a full range of projects (service, research and training) or, looked at another way, institutions which can carry an idea (research) through its development and application to practical problems (training and service). That seems proper to me, but I imagine several of the present members will feel otherwise. We sure don't want to lose members such as McArdle, Oak Ridge, etc.

Is the definition of a regular membership clear enough in all cases? How does Art. III, Sec. 2, a (2) differ from b (associate membership)? For example, does the McArdle, which does "a broad spectrum of cancer research and training," qualify as a Regular or Associate Member?

Is it clear who represents the member institutions in all cases? For example, do we want the Dean of a medical school or the Director of the Cancer Center to be the responsible representative of an Associate Member?

Is the voting scheme clear enough? I assume the Regular Members have one (1) vote. Would the University of Wisconsin have one vote or two (McArdle and Clinical Oncology)?
June 28, 1972

A small question about the President. If he serves for more than one term (as provided for), what happens to the Vice President (President-Elect)?

It may be my own perception, but I had a bit of a problem with the objectives or the purposes of the AACI. Individually, all members are committed to cancer research, training and service, etc. It seems to me the emphasis of the AACI is to promote the cause through collective study and action and an exchange of information, etc.

A final thought about membership. I believe we need to be more broadly representative in order to be more effective, but we should be very selective. A lot of people will be flocking to cancer research, but I believe our emphasis should be on the hard-core institutions with a clear record of commitment. The Membership Committee will be most important.

These are rather random reactions and questions. I hope you will find them useful. As always, it was nice to have a short visit with you at the last meeting.

Sincerely,

Albert H. Owens, Jr., M.D.
Professor of Medicine

AHO:ip
Dr. Murray Copeland
M. D. Anderson Hospital
and Tumor Institute
Houston, Texas

Dear Murray:

As you requested and as we agreed at our Meeting on Monday, June 28, I am listing some of the questions I have about the draft of the constitution and bylaws of the Association of American Cancer Institutes. Most of my questions are relatively minor, but one or two I believe might require some more extended discussions on the part of the Committee, if not the Association as a whole.

1. Should we define more precisely what we mean by "American?" Would this be the U. S., North America, or the Americas?

2. Article 3 concerning Classes of Membership - Section 2 - Qualifications for Membership. I believe that Section A as written is somewhat too restrictive, but believe it could be altered satisfactorily by a slight change of wording. I would suggest the following for Paragraph 1: "Cancer Institutions and/or Centers with a wide variety of multidisciplinary and experimental research and training programs, such as . . . etc.," and I would like to see you include Biochemistry and Metabolism among the subjects covered.

Paragraph 2 need not be changed, except in the middle of Page 2, "experimental" would be better than "basic."

Section 8 under Associate Membership - I would like to express my own feeling that organizations of this type might very well be under regular membership, again perhaps with some slight changes of wording. While I do recognize some desirability in having two classes of members, I feel a little concern about the divisiveness that might result.
Dr. Murray Copeland  
July 5, 1972  

There are, I am sure, a number of "autonomous" divisions and departments of parent institutions, which are quite large, are multidisciplinary, and it would be very difficult in many instances to make any sort of meaningful distinction between those organizations which fit under Section 2a and those under b. Perhaps the most important criterion for a single category of membership would be whether the organization has an administrative structure which allows continuity outside of the regular departmental structure of the parent institution, has a multidisciplinary program involving a number of independent investigators, and whose major thrust would be in the field of cancer.

As I see it, there is a tremendous development of new cancer institutes and centers all of which have the same aims and needs as our membership, and if we adopt a rigid stance toward them, we may end up being "the tail wagging the dog." There may very likely be other organizations set up for essentially the same function as ours. It seems to me that with an open attitude toward acceptance of applications from cancer institutes, we still have our Membership Committee who provide a means of careful screening, and within the exercise of their judgment undesirable or inappropriate nominations need not be made.

Section C - Corresponding Membership - Instead of "International," which has a different connotation from what we have in mind, what we want to say is "Foreign" or "Outside of the U.S."

Another question raised by Leo Wade, who asked me to transmit this to you since he was unable to attend the meeting, is who appoints the members of the Executive Committee? It seems that only three of the six appointments are spelled out.

Page 10 - End of second paragraph - probably "once" was omitted.

These comments are being forwarded as constructive suggestions, which I believe can help in completing the already very fine job you and your Committee have done in drawing up the new constitution and bylaws.

I am aware of your suggestion that I be a member of this Committee, but I believe everything that I want to say is already in this letter and so I don't see any real need or advantage of my being a member. My only serious and substantive concern is about dual membership, and if the Committee decides that dual membership is the best plan, I will offer no further objections.

It was good to have this opportunity of getting together with you in Omaha and I look forward to seeing you at the next meeting in Memphis.

With all good wishes and regards,

Sincerely yours,

Sidney Weinhouse

SW/SM
Dr. Murray M. Copeland  
The University of Texas at Houston  
M. D. Anderson Hospital  
and Tumor Institute  
Texas Medical Center  
Houston, Texas  77025

Dear Murray:

Dr. Mirand has forwarded to us the revision of the constitution and by-laws of the AACI.

Basically, it is a sound document. My major reservations revolve around the following:

1) What is American? U.S.A.? All American?
2) Page 2, Item 5: Should this section not be placed somewhere else as it is not a constitutional requirement?
3) Page 4: This addresses itself to my question of U.S.A. vs. America in general vs. international.

Thank you for letting me see this document.

Warm regards.

Sincerely yours,

John E. Ullmann, M. D.  
Professor of Medicine

JEU:fr
July 31, 1972

Dr. Murray M. Copeland
University Cancer Foundation
The University of Texas at
Houston
M. D. Anderson Hospital and
Tumor Institute
Houston, Texas  77025

Dear Dr. Copeland:

I have read the revision of the Constitution and By-laws of AACI and offer my congratulations to you and the Committee for a job well done.

One minor suggestion, which may merit consideration prior to the preparation of the final version is for a clarification of the rhetoric of paragraph 1, page 10, entitled "Section 4 Executive Committee". The second sentence in this paragraph contains a plethora of the word "appointed" which leads to some confusion and, accordingly, should be remedied.

In addition, with due consideration for women’s lib, you may wish to change the last line under Section 11 from "his appointment" to "the appointment or the appointee".

Sincerely,

Jerome P. Horwitz, Ph.D.
Scientific Director
Michigan Cancer Foundation
27 June 1972

Murray M. Copeland, M.D.
Vice President
University Cancer Foundation
M.D. Anderson Hospital and Tumor Institute
6723 Bertner Avenue
Houston, Texas 77025

Dear Murray,

As you requested, the points I made at the Omaha meeting are summarized below:

1. The AACI should become chartered as quickly as possible as a nonprofit corporation. This requires a set of bylaws written to conform to the regulations of the internal revenue service regarding nonprofit corporations. A set of such bylaws is enclosed.

2. The process of obtaining a state charter for a nonprofit corporation can be accelerated (at least in Missouri) by passing a resolution. Such a resolution is also enclosed. I will be glad to obtain a Missouri charter if the AACI wishes. The state in which the charter is obtained is really of no potential benefit to anyone. I have just been through the process in Missouri and know how to do it and already have relevant legal counsel obtained.

3. As soon as the AACI is chartered it should submit a grant request to the National Cancer Institute for operational moneys. As a minimum these moneys should cover costs of a secretariat, operational costs for the USA National Committee, dues to the UICC, travel costs for members to committee meetings, etc.

4. There should be only one class of members from the United States but the number of votes could be variable based on the scope of an institution's effort — perhaps one vote each for service, research, education, and administration.

5. In the bylaws the committee organization should be functional. The total number of committees should be kept to a minimum and the executive committee should be composed of officers and committee chairs. All the functions of an organization can generally be consolidated into
no more than five committees: 1) Planning, 2) Review, 3) Operations, 4) Education, and 5) Research.

6. A set of objectives which the AACI will adopt is a necessary preamble to the bylaws. These objectives need very serious and detailed consideration.

7. The capacity of the AACI to serve as a facilitator for collaborative effort requires that it obtain a legal status as a nonprofit corporation. I can arrange for a lawyer to address the AACI on the reasons for this but cannot underwrite the cost of his attending a meeting.

8. I suggest circulation of this letter to members of the bylaws committee, a rewrite of the bylaws to conform to the suggestions reviewed by legal counsel, and a conference call to review the changes. Hopefully, this can be done without another meeting.

9. Future meetings of the AACI should set aside a block of time, perhaps a half day, for committee meetings.

10. All this should be done as soon as possible in order to have a legal base from which to give the necessary support and guidance to the Conquest of Cancer Program.

With best regards.

Sincerely

John S. Spratt, Jr., M.S.P.H., M.D., F.A.C.S.
Director

Enclosures
In order to proceed, the Council recommends to the Chapter the adoption of the following resolution:

Be it resolved that the President of the Missouri Chapter of the American College of Surgeons be authorized to take all necessary legal steps to establish the Missouri Chapter of the American College of Surgeons as a not-for-profit Corporation under the laws of the State of Missouri and to obtain a Charter therefor, with the transfer of Charter to the new Corporation, to be subject to the approval or disapproval of the membership at the next membership meeting. Be it further resolved that the By-Laws presented be approved as the Articles of Incorporation of the new Corporation.

Motion: A motion was made and seconded that the Chapter adopt the above resolution as recommended by the Council.

Action: Motion passed unanimously.
MISSOURI CHAPTER
AMERICAN COLLEGE OF SURGEONS
BY-LAWS

ARTICLE I - NAME OF THE SOCIETY

The name of this organization shall be Missouri Chapter of the Fellows of the American College of Surgeons.

ARTICLE II - PURPOSES OF THE SOCIETY

The objects and purposes of this Society shall be as follows:

1. To incorporate as a non-profit corporation within the State of Missouri and to conduct its business as a non-profit corporation under the guidelines of the Internal Revenue Service, and to be herein after referred to as the Corporation.

2. To hold itself responsible for and to use its best efforts to attain within its area the objects of the American College of Surgeons which are "to elevate the standards of surgery, establish a standard of competency and of character for practitioners of surgery, to provide a method of granting fellowship in the organization, and to educate the public and the profession to understand that the practice of surgery calls for special training and that the surgeon elected to Fellowship in this College has had such training and is properly qualified to practice surgery."

3. To welcome new Fellows of the College into the Corporation and develop better acquaintanceship with local Fellows and with the objectives of the College.

4. To stimulate interest in the Junior Candidate Group among surgical residents and young surgeons.

5. To assist in providing the Citizens of Missouri with surgical and hospital facilities of the highest ethical and professional standards.

6. To enable the Corporation to acquire real estate and personal property for educational and benevolent purposes and to borrow money for such purposes and to perform such other legal acts as may be necessary or proper to carry out the aforesaid purposes of the Corporation.

ARTICLE III - MEMBERSHIP

1. There shall be included in the organization all Fellows of the American College of Surgeons who practice within the State of Missouri who desire to be members of the Chapter and who comply with its By-Laws. The Chapter shall also include as non-voting affiliates members of the Junior Candidate Group of the American College of Surgeons practicing in the area and Fellows retired from active practice who were former members of the Chapter. Said affiliates shall not have the right to hold office nor be obligated to pay dues.

2. Invitations to organized health professional groups in Missouri to appoint a liaison representative to the Missouri Chapter shall be issued on the recommendation of the majority of the Council. Said liaison representatives shall not, however, have the right to vote at meetings, nor be obligated to pay dues.

-1-
ARTICLE IV - MEETINGS

1. Annual Meetings. There shall be at least one annual membership meeting held in the State of Missouri within the first six months of each year.

2. Special Meetings. Special meetings of the Corporation shall be held at the call of the President or at the call of a majority of the Board of Directors, or upon written request of at least ten percent of the total membership of the Corporation who are eligible to vote delivered to the President. Upon receipt of such notice, the President shall forthwith give notice and call such a special membership meeting within six (6) weeks after receipt of the request.

3. Notice of Meetings. All members of the Corporation shall be notified in writing at least ten (10) days in advance of the annual meeting or of any special meeting. It shall not be required that the notice state the object of the meeting unless a change of By-Laws or Articles of Incorporation, the subject of incurring financial debt or the dissolution of the Corporation is to be considered, in which case the notice shall so specify.

4. Quorum. Five percent (5%) of the voting members of the Corporation shall constitute a quorum to conduct business. In lieu of a quorum, the secretary may poll the membership by mail on specific actions at the instruction of the President.

ARTICLE V - OFFICERS AND BOARD OF DIRECTORS

1. The officers of the Corporation shall consist of a President, Vice-President and Secretary-Treasurer. The Vice President shall also be designated as President-Elect of the Corporation.

2. The Board of Directors shall consist of the officers of the Corporation, the Governors of the College residing in Missouri, nine Councilors elected by the Chapter, all former Presidents of the Chapter, the State Cancer Liaison Representative and the Chairman of the State Committee on Trauma. The Board of Directors shall serve as the Executive Committee of the Corporation.

3. The President and the Vice-President shall be elected at the Annual Meeting by a majority vote of all members present who are entitled to vote. They shall serve until the next Annual Meeting of the Chapter, or until their respective successors have been elected and have qualified. The Secretary-Treasurer shall be elected at an Annual Meeting of the Chapter and shall serve for three years, or until his successor is elected and has qualified. At each Annual Meeting of the Chapter, three Councilors shall be elected to serve for a period of three years.

ARTICLE VI - DUTIES OF OFFICERS AND BOARD OF DIRECTORS

1. President. The President shall preside at the meetings of the Corporation and the Board of Directors and shall perform such other duties as custom and parliamentary usage may require. He shall appoint all committees and shall designate three Chapter members who may countersign all Corporation checks and drafts. He shall be the titular head of the protection in the State during his
term of office. It shall be his responsibility to promote the scientific achievements of the profession and to foster harmonious relationships throughout the membership.

2. The Vice-President. The Vice-President shall preside in the absence of the President and on his death, resignation or removal from the State, shall succeed to the Presidency for the unexpired portion of the President's term of office. He shall also be designated as the President-Elect and shall automatically assume the position of President at the termination of the President's term of office.

3. Secretary-Treasurer. The Secretary-Treasurer shall record the minutes of the Annual and special meetings of the Corporation and receive and care for all records and papers belonging to the Corporation, including its Charter. He shall collect dues as fixed by the Corporation and shall notify in writing those delinquent in the payment of their dues. He shall be responsible for the safekeeping and disbursement of all funds, shall keep accounts and receive all dues and money belonging to the Corporation and shall pay out the same on the order of the President. He shall obtain a Certified Public Accountant to perform an annual audit and make a report of the results of the audit at the Annual Meeting of the Corporation. He shall notify each member of the Corporation as to the time and place of each meeting and whenever possible give the program for the meeting. He shall make and keep a list of the members of the Corporation in good standing, noting of each his correct name and address. The Secretary-Treasurer shall record the minutes of the Board of Directors and shall present these minutes to the members of the Corporation at the Annual Meeting.

4. The Board of Directors. The Board of Directors will review all committee reports and make appropriate recommendations to the Chapter. The Board of Directors shall develop such policies and procedures deemed necessary for the discharge of Chapter business and shall present these to the membership at the Annual Meeting for their approval. It shall be empowered to act in the name of the Chapter between Annual Meetings.

5. Vacancies occurring in any office of the Chapter may be filled by an appointee designated by the President, and the individuals so appointed shall hold office until the next meeting of the Chapter.

6. Quorum. Fifty percent (50%) of the voting members of the Board of Directors present at a called meeting shall constitute a quorum.

**ARTICLE VII - COMMITTEES**

The President shall be entitled to designate such committees as he may deem to be in the best interests of the Corporation. The President shall appoint members for all of said committees. One member of the Board of Directors shall serve on each committee for liaison between the committee and Board. As a minimum, these committees shall consist of planning, review, operations, education and research. The President shall be empowered to assign additional functions to existing committees or to create new committees as the business of the Corporation may require.
ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. However, no loan in excess of $1000.00 shall be contracted unless the President first presents the loan proposal at a membership meeting and a resolution is adopted by a majority of the voting members present approving the loan.

3. Checks, Drafts and Other Monetary Orders. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Secretary-Treasurer or by such officer or officers, agent or agents of the Corporation as may be designated and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX - DUES

Annual dues may be established by the Corporation in such amounts as it deems necessary to defray operating expenses. After the first year of operation, the annual dues recommended by the Corporation shall be approved at an annual meeting of the Corporation. Only dues-paying members may hold office, vote and participate in the business of the Corporation.

ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS AGAINST LIABILITIES AND EXPENSES IN ACTION

A director or officer, or former director or officer of this Corporation, and his legal representative, shall be indemnified by this Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer. The Corporation shall not, however, indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Corporation shall have first approved such proposed compromise settlement and determined
that the director or officer involved was not guilty of negligence or misconduct; but in taking such action any director involved shall not be qualified to vote thereon; and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the President at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by the President, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a Court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XI - AMENDMENTS

1. Within the limitations imposed by Section I of Article IV of the Charter, these By-Laws may be amended by the affirmative vote of the members present at any regular or special meeting of the Corporation, provided a full statement of such proposed amendments shall have been published to the membership at least thirty (30) days in advance of the meeting.

2. The Regents of the College shall have the right to disapprove any amendment, which disapproval shall render such amendment null and void.

ARTICLE XII - RULES OF ORDER

The deliberations of the Corporation shall be governed by parliamentary usage as contained in Roberts' Rules of Order unless otherwise determined by a two-thirds (2/3) vote of the voting members present.

ARTICLE XIII - MISCELLANEOUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Corporation 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
ARTICLE XIV - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors so disposed of shall be disposed of by the Boone County Circuit Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said County shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV - REPEAL OF PRIOR BY-LAWS

Upon the adoption of these By-Laws all previous By-Laws are hereby repealed.

Adopted on the __________ day of __________, 197.

Attest:

Secretary

MISSOURI CHAPTER OF THE FELLOWS
OF THE AMERICAN COLLEGE OF SURGEONS

BY: __________

President
COST-EFFECTIVENESS, MANAGEMENT BY OBJECTIVE, AND CANCER CLINICAL TRAINING

John S. Spratt, Jr., M.S.P.H., M.D., F.A.C.S.

To write a position paper, the position itself must be based on stated assumptions and objectives. These in turn evolve from the identification of a problem or unmet need. The achievement of the objectives then require resources (fiscal, physical and human) and time. The effective identification and utilization of these resources requires planning, organization, training, implementation and motivation and evaluation. These steps--identification of problems, the setting of objectives, identification of resources, planning, organization, implementation according to a time schedule, motivation or direction and finally, evaluation--have features in common with most organizational endeavors and are not peculiar to cancer clinical training grants. Endeavors do, however, proceed at different levels of abstraction within the social system. Insight into the strata of abstraction within the world cancer management system can be appreciated in the hierarchy of organizations--World Health Organization (WHO), Union Internationale Contre Le Cancer (UICC), Department of Health, Education, and Welfare (HEW), National Institutes of Health (NIH), National Cancer Institute (NCI), National Advisory Cancer Board (NACB), Cancer Clinical Training Grant Study Section (CCTGSS), applicant institution, teacher and learner, and at the very bottom, the individual cancer patient.

Our level of abstraction is at the CCTGSS. The CCTGSS is subject to pressures from above, below and from the special interests of its members. These social and organizational pressures often tend to place special interests and techniques favorable to various groups ahead of the formulation of clear and concise objectives that are socially, medically and economically relevant, that will make the most effective use of available resources and that are
achievable and can be evaluated within a time frame relevant to the program plan.

Fortunately, we are provided with a clearly stated objective in the National Cancer Plan: "Reduce the incidence, morbidity and mortality of cancer in humans." Every facet of public expenditure in the name of cancer should, theoretically, be contributory to the achievement of this objective or the subobjectives requisite to attain it. Logically, there should be an educational subobjective that is the guiding light for the CCTGSS. All grants approved by the CCTGSS should be contributory to the achievement of the master educational objective in an effective, efficient and economical manner. A suggested statement of the national educational problem facing the CCTGSS and a suggested master objective follows:

National Problem

Cancer in man is a complex disease creating great morbidity, mortality and cost among the people. The number of trained persons requisite to provide optimum prevention, detection, treatment and rehabilitation of cancer patients is presently inadequate. Projection of present trends suggests that this problem will become more severe unless trained persons can be provided in greater numbers and be used more effectively through better management of the health care system.

Objective of the CCTGSS Program

The objective of cancer clinical training grants is to enhance the education and training programs of any institution that can contribute to the solution of the national problem by the provision of a program plan that seems achievable and cost-effective.

Beyond this statement the study section might get the most for its money with a set of administrative guidelines that put more responsibility for careful
program planning, implementation and evaluation on the program directors and
host institutions. A suggested set of administrative guidelines follows:

New applications require careful planning coordinated by the program
director. Planning is a process requisite to familiarize the program director
with the requirements of cancer clinical training programs and with the relation
of the proposed program to the curricular and administrative organization of
his own institution.

Program directors should familiarize themselves with the principles of more
effective planning, programming and budgeting. Applications shall be submitted
utilizing these management tools effectively. The program plan will be
objective-oriented and will be coordinated with a realistic time scale and a
budget adequately justified by the program plan.

The budget must be made out carefully with the budgetary staff in the
parent institution to assure that institutional costs created exclusively by
the proposed program will be met. The rate of expenditure should be programmed
from a 1 July starting date.

The first section of the application shall state the master objective to
the program. The master objective shall be confined only by the master objective
in the guidelines for CCTGSS (above). The master objectives for CCTGSS should
be oriented toward the solution of a national problem by the use of any
resources that can contribute.

In general, every application must have a numbered table of contents.
Each paragraph of the subsequent program plan shall be numbered consecutively.

The program plan should be written in such a way as to give the reviewers
an opportunity to review it in whole or in part. Each numbered paragraph
imposing a program cost must be cross-referenced to the budget. This cross-
referencing is to be done by placing the program plan page and paragraph number
in parentheses behind the cost item on the budget sheets. The budgetary requirements should be adequately justified in the program plan. When a portion of a program plan is disapproved, an identifiable portion of the budget will similarly be disapproved. This cross-referenced portion of the budget will be deleted by administrative action. The program plan will provide the following information as a minimum:

1. Number of faculty engaged in cancer-related clinical training by the following criteria: field of training, degrees, number of publications in cancer-related areas and percent of time that will be spent on this program

2. Facilities, equipment and relevant resources available to the training program under consideration

3. Administrative relation of this program to the administrative structure of the parent institution and its curricular planning structure

4. Institutional statistics on the number of cancer patients of different anatomical categories seen during the preceding year

5. A list of cancer-related teaching conferences, clinics and rounds in being and to be added by the program plan

6. Number of trainees in different categories benefiting from the program

7. Cost-effective parameters should be developed for evaluation by the program director. The parameters should be specific for the evaluation of his program plan. Examples might include: cost per cancer patient, faculty cost per trainee and salary scales per different categories of trainees per institution

8. Identification of tenured faculty whose salary is budgeted in full by the parent institution

9. Justification in the program plan of requested staff support for salary positions
10. Method used by personnel section in host institution to arrive at
salary scales and percent of time requested in the grant budget
including a statement of institutional policy regarding stipends for
trainees and the approved salary ranges

11. The relation of equipment requests to the program plan and existing
facilities

12. Materials management system used in host institution to insure best
price and best quality acquisition of materials and equipment and
inventory and maintenance controls

One reviewer will read the program plan in advance of any site visit
without knowing either the institution of origin or the applicant individual.
He will provide a critique of the program objectives and plan without biases
that might arise from personal knowledge. The critique shall consider the
following questions as a minimum:

1. Is the program objective within the confines of the master objectives
   approved by this study section (CCTGSS)?
2. Could the program plan achieve the stated objectives?
3. Is the number of patients adequate for the conduct of cancer clinical
   training described in the program?
4. Are the personnel and facilities adequate for the conduct of the
   program?
5. Does the number of trainees and amount of training time justify the
cost of the program?

A suggested internal review process insuring interdisciplinary review in
use at the CRC is summarized in the policy and procedure and review flow sheet:
POLICY:
All projects to be submitted to external granting agencies shall undergo an intramural review requisite to meet CRC and granting agency administrative requirements and to assure the rights of human subjects are protected.

PROCEDURE:
I. Principal investigator must provide the Office of Research with the following information for intramural review of proposed research contracts, new research proposals, supplements, continuation and/or renewals two weeks prior to the mailing deadline. Exception will be made for deadlines less than two weeks established by the granting agency.

1. Provide a final draft of the proposed project written according to guidelines.
2. Provide the exact name and mailing address of the granting agency to which the application is to be sent.
3. Provide a set of guidelines and application forms from the agency (follow NIH guidelines for any granting agency not having its own).
4. Provide the deadline date.
5. Conduct informal advance discussions with all institutional staff members who will participate in the project.
6. Prepare a tentative budget. Consider all related costs by careful planning.
7. Prepare budget justification.
8. Indicate the earliest possible starting date and probable ending date. Indicate the period of time the grant will run.
9. Provide a title to the project.
10. Provide a summary statement not to exceed 250 words.
11. Submit the proposal to the Office of Research for processing.
12. Include draft work sheets which have been used to obtain figures.
13. Provide a list of all institutional staff members and departments that might participate in the project.
14. Submit a final copy of the proposal to the Office of Research for signatures of the director and business manager and for mailing.

II. Office of Research will receive all applications, will route for review and will act as a clerical and editorial agency. It will ensure that the proposal:

Date: 6/15/71
Page 1 of 4
1. Conforms with the guidelines of the granting agency.
2. Is in a form suitable for review, is free of clerical errors and is referenced correctly.
3. Is correctly filed and recorded.
4. Has been routed to and approved by persons and offices required by the components of institutional review.
5. Check to see that every budgeted item is cross referenced to the program plan.
6. Sends completed application to business manager and director for final signatures.
7. Makes necessary number of xerox copies and mails to the granting agency.
8. Provides the principal investigator with a copy and the information stating the date and time the application was mailed.

III. Components of Institutional Review

A. Routine Components
   1. Personnel Office
      a. Determines that the proposal conforms to the institutional personnel policy
      b. Prepares fringe benefit budget
   2. Business Office
      a. Determines whether budget will meet programmed costs
      b. Determines whether budget justification is adequate
      c. Calculates indirect costs for grants budget

B. Variable Components
   1. Committee for Review of Research Involving Human Subjects. This committee will review research proposals involving human subjects to insure that they comply with the U.S. Public Health Service requirements on this activity. The committee ascertains that:
      a. The rights and welfare of the subjects involved are protected.
      b. The methods used to obtain informed consent are appropriate
      c. The expected benefits of the research justify the anticipated risks.

See section of Human Subjects
2. Ellis Fischel State Cancer Hospital Administrator
   The Hospital Administrator will review pertinent parts of the project when hospital facilities are proposed to be utilized.

3. Chief of Staff
   The Chief of Staff of the Ellis Fischel State Cancer Hospital will review the application when Ellis Fischel State Cancer Hospital patients are to be involved in the research.

4. Clinical Research Unit Director
   The Director of the CRU will review the proposal if CRU facilities are to be utilized.

5. Hospital Engineer
   If the project involves changes in space, power, or utility requirements, a review will be made by the Hospital Engineer for consideration by the hospital administrator.

6. Safety Officer
   The Safety Officer will ascertain that necessary precautions are included to insure that no hazards exist for institutional personnel and patients.

7. Radiation Safety Officer
   If the project involves the use of radioactive isotopes or other forms of ionizing radiation, the Radiation Safety Officer will ascertain that all necessary regulations will be followed to protect personnel and patients from unnecessary and excessive exposure to ionizing irradiation.

IV. Director of the Cancer Research Center

Indorsement of the research proposal by the Director of the Cancer Research Center is necessary before any research proposal is submitted to a granting agency. This indorsement indicates institutional approval and support for the research and implies that a review, appropriate for the project, has been or is being completed.

The indorsement by the Director identifies the Cancer Research Center as the institution accountable to the granting agency for the administration of the program, including funds, property and such other areas as defined by regulations. The Board of Trustees of the Cancer Research Center is the accountable body of final authority and the Director is responsible to the Board. He submits an annual audit and annual and periodic reports to the Board. The Director and Business Manager are bonded for their accountability.

Date: 5/11/1970
## CHECK SHEET

**Grants and Contracts**

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**Progress Reports**

Program applicants should be advised that their annual progress reports must document that the program objectives described in the original application are being achieved according to the stated time schedule. Failure to achieve objectives must be explained to the satisfaction of the CCTGSS in the report. Applicants should understand that the study section may recommend the termination of a program or a reduction in its budget based on information contained in progress reports regardless of the original award period. Continuation will not be funded when it cannot be shown that approved program objectives and program plans are being achieved. In time, national standards should evolve to improve the cost-effectiveness of programs and more uniform budgetary standards.

**Conclusion**

In the planning and management of programs by task-phased objectives, the techniques should not be dictated to program directors since the preplanning dictation of techniques may encumber the design of the program plan most effective and economical for a particular institution. The program director must demonstrate some familiarity with the concepts of management by objective. The management section in most libraries will have many excellent references. A few found helpful to the author are included in the bibliography.

Philosophically, it is recognized that management publications are not very popular reading material, but the effective use of fiscal, physical and human resources requires more familiarity with current management concepts, particularly the concepts of management by objective.

Objective-oriented effort of the entire organization and the entire social network of people that interact with the institution to achieve its objective is necessary. Thus, no institution can be perceived as a pile of bricks with an intrinsic and closed organization--it must be perceived as an open, dynamic,
socially relevant focal point for the achievement of a catalyst to enhance the health of the people by any method available and to achieve this objective in the most efficient manner possible. Efficiency cannot be achieved without the knowledgeable and motivated participation of all the individuals in the entire social web of the institution. A comprehensive CCTG application should lay out a plan to identify the informational needs of the entire social network of the applicant institution and to develop, test and use the educational methods requisite to ensure knowledgeable participation of all elements.

That this point of view is rapidly becoming a matter public policy is verified in appendix I. This appendix is a near final draft of governmental auditing standards prepared at the request of the Comptroller General of the United States. To quote from the introduction of this appendix:

"A fundamental tenet of democratic society holds that governments and agencies that are entrusted with public resources and the authority for applying them have a responsibility to render a full accounting of their activities. This accountability is inherent in the governmental process and is not always specifically identified by legislative provision. This governmental accountability is seen as not only identifying the objects for which the public resources have been devoted, but also how they were applied and with what effect. It encompasses three areas:

1. **Fiscal accountability**, which includes financial integrity, disclosure and compliance with applicable laws and regulations
2. **Managerial accountability**, which is concerned with efficient and economical use of personnel and other resources in accordance with laws and regulations
3. **Program accountability**, which is concerned with whether programs are effectively achieving their intended objectives

Definitions of the four categories of the completed audit are as follows:
1. Financial audit - an audit to determine whether the financial statements present an auditee's financial position and the results of its operation fairly.

2. Compliance audit - an audit to determine whether the auditee has complied with pertinent laws and regulations.

3. Efficiency and economy audit - an inquiry into the manner in which the funds have been used to determine whether management could be more efficient and economical in its use of resources.

4. Effectiveness audit - an inquiry into the effectiveness attained in achieving the results for which the program or activity was established."
Bibliography

1. Audit Standards Task Force: Governmental Auditing Standards (Final Exposure Draft). Reproduced for distribution at the May 17, 1972, Governmental Accounting Seminar, sponsored by the Missouri Society of CPAs.


Bibliography Continued:


Appendix I

May 1972
Final Exposure Draft

GOVERNMENTAL AUDITING STANDARDS

developed by the
Audit Standards Task Force

reproduced for distribution at the
May 17, 1972
Governmental Accounting Seminar
sponsored by the
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<td>II SUMMARY</td>
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</tr>
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<td>III GENERAL STANDARDS</td>
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<td>1. Qualifications</td>
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<td>IV EXAMINATION AND EVALUATION STANDARDS</td>
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<td>16</td>
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<td>1. Planning</td>
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<td>42</td>
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APPENDIX

A Requirements for Independent Auditors Employed by Governmental Organizations 43
B Requirements for Opinions on Financial Statements 44
C Title 18 U.S.C. 1905 (relates to confidential and restricted information)
FOREWORD

The demand for information about Federal programs continues to increase. Public officials, legislators and the general public want to know whether governmental funds are handled properly and in compliance with existing laws and whether governmental programs are being operated efficiently, effectively and economically. They also want to have this information provided or at least concurred in by someone who is not an advocate of the program but is independent and objective. This demand for information has widened the boundaries of the field of governmental auditing so that auditing no longer is a function concerned solely with financial data but is instead concerned with the whole question of whether a governmental organization is achieving what its creators planned is doing so without spending more of the authorized resources than is reasonable and has complied with applicable laws and regulations.

Prior to this statement there were no audit standards to cover governmental audits of the wider scope mentioned above. Existing standards applied only to financial audits. The standards contained in this statement were created to fill this gap.

These standards are applicable for all levels of government in the United States of America. In earlier and simpler times of our nation's history when the responsibilities of each level of government could be more clearly divided, each level could work fairly independently of the others. Today, profound changes in our social, political, and economic order have brought steadily mounting demands for new and better public services in a variety and on a scale unprecedented in our history. Response to these demands required a process of policymaking, financing, and administration which involves Federal, State, and local governments working together to solve public problems. The federal system of government today thus rests on an elaborate structure of interlocking relationships involving what is essentially a partnership between all levels of government--between the executive and legislative branches of each, between the Federal Government and the States, and between both and the local communities--for the conduct of programs designed to improve the quality of American life. The audit standards in this statement have been formulated with this complex relationship in mind.

The survey and research work on which the accompanying statement is based was conducted by an interagency working
group composed of representatives of the United States General Accounting Office and the Federal Executive Departments and agencies having the predominance of Federal grant programs. The task of developing the standards was carried out in cooperation with participating Federal Executive Departments and agencies, with audit representatives of the State, county, and city governments visited during the course of the work, and leading professional organizations, including the American Institute of Certified Public Accountants, the Institute of Internal Auditors, the Federal Government Accountants Association, the Municipal Finance Officers Association and the American Accounting Association.

Consultative assistance also was provided by university consultants, by the Advisory Commission on Intergovernmental Relations, by a consultant selected from one State, county, and city, and by public interest groups representing State and local governments generally. Among the public interest groups participating were the Council of State Governments, the National Association of Counties, the National League of Cities, the United States Conference of Mayors, and the International City Management Association.

On October 1, 1968, the General Accounting Office issued a booklet entitled Internal Auditing in Federal Agencies which contained a statement of basic principles and concepts to be followed by Federal agencies in performing internal audit work. The purpose of this booklet was to describe the role of the internal auditor in the Federal Government, what the scope of his work should be, his proper location in the organizational structure and related matters. By the issuance of this statement, the earlier statement is amended to provide that in carrying out their responsibilities Federal internal auditors should comply with the auditing standards that follow.

Comptroller General of the United States
INTRODUCTION

Purpose

This statement contains a body of audit standards that have been formulated for use by all levels of Government within the United States of America. These standards are intended for application to audits of all Government organizations regardless of whether such audits are performed by auditors employed by Federal, State or local Governments, independent public accountants, or others qualified to perform parts of the audit work contemplated under these standards.

These audit standards relate to the quality of audit effort, to the conditions that are essential for effectively accomplishing the audit objectives, and to the characteristics of a professional and meaningful audit report. These are performance standards that should help auditors in assessing and evaluating the acceptability of both audit work they themselves have performed as well as audit work performed by others.

In a document entitled "Statement on Auditing Procedure No. 33," the American Institute of Certified Public Accountants has prescribed auditing standards and procedures that are applicable to financial audits, i.e., audits performed for the purpose of expressing an opinion on the fairness with which auditees' financial statements present their financial position and the results of their operations. These standards have gained wide acceptance and have been accepted in this statement as applicable to audits of Governmental organizations when purely financial audits are desired. However, the interests of most users of reports on Government audits are broader than can be satisfied by audits performed to establish the credibility of financial statements. The standards in this statement have been developed to provide for audits that will fulfill this broader interest. These standards include the essence of the standards prescribed by the American Institute of Certified Public Accountants but provide for audits of a broader scope as will be explained subsequently in this title.

Scope

A fundamental tenet of democratic society holds that governments and agencies that are entrusted with public resources and the authority for applying them have a responsibility to
render a full accounting of their activities. This accountability is inherent in the governmental process and is not always specifically identified by legislative provision. This governmental accountability is seen as not only identifying the objects for which the public resources have been devoted, but also how they were applied and with what effect. It encompasses three areas:

1. **Fiscal accountability**, which includes financial integrity, disclosure and compliance with applicable laws and regulations;

2. **Managerial accountability**, which is concerned with efficient and economical use of personnel and other resources in accordance with laws and regulations; and

3. **Program accountability**, which is concerned with whether programs are effectively achieving their intended objectives.

This concept of accountability is woven into the basic premises supporting these standards. These standards therefore provide for a scope of audit that includes not only financial and compliance auditing but also auditing for economy and efficiency and program effectiveness. Provision for such a scope of audit is not intended to imply that all audits are presently being conducted this way, nor that such an extensive scope is necessarily desirable in all instances. However, a complete audit that would include provision for the interests of all potential users of Government audits would include provision for all of the above auditing aspects.

Definitions of the four categories of the complete audit are as follows:

1. **Financial audit** - an audit to determine whether the financial statements present an auditee's financial position and the results of its operations fairly.

2. **Compliance audit** - an audit to determine whether the auditee has complied with pertinent laws and regulations.

3. **Efficiency and economy audit** - an inquiry into the manner in which the funds have been used to determine whether management could be more efficient and economical in its use of resources.
4. Effectiveness audit - an inquiry into the effectiveness attained in achieving the results for which the program or activity was established.

The audit standards are intended to be more than the mere codification of current practices, tailored to existing audit capabilities. Purposely forward looking, these standards include some concepts and areas of audit coverage that are still evolving in practice, but which are vital to the accountability objectives sought in the audit of governments and of inter-governmental programs. Accordingly, the audit standards have been structured so that of each of the four aspects of audit can be performed separately if this deemed desirable. It should be recognized that a concurrent audit of all four parts would probably be the most economical manner of audit, but this may not be practical in all cases. Furthermore, it may not be practical or necessary to even do all four aspects of the audit in particular circumstances. However, for most Government programs or activities, the interests of all potential Government users will not be satisfied unless all four aspects are performed.

In assignments or in memoranda of engagements between Governments and independent public accountants or other audit organizations, the arrangements should specifically identify which of the four aspects of the audit are to be conducted. Such agreements are needed to be sure that the scope of audit to be made is understood by all concerned.

Basic Premises

Certain basic premises underlie these standards and were followed in their development. These premises are:

1. Public office carries with it the responsibility to apply resources in an efficient, economical and effective manner toward achievement of the purposes for which the resources were furnished. This responsibility applies to all resources whether entrusted to the public officials by their own constituency or other levels of Government.

2. A public official is accountable to those who provide the resources he uses to carry out governmental programs. He is accountable to both other levels of government for the resources such levels have provided and to the general public, the ultimate source of all governmental funds. Consequently, the results
of audits made under these standards should be made available to other levels of Government, when funds derived from that source are involved, and to the general public.

3. Auditing is an important part of the accountability process since it provides independent assurance of the credibility of public officials' statements about the manner in which they have carried out their responsibilities. Auditing also can provide help to decision-makers toward improving the efficiency, economy and effectiveness of governmental operations by identifying where improvements are needed.

4. The auditing of the interests of individual governments in many financially assisted programs cannot be isolated from the audit of the entire operation because of commingling of the resources applied and the inability to segregate the specific governmental aspects from other aspects, and therefore an audit should be designed to satisfy both the common and discrete accountability interests of each contributing government.

5. Cooperation by Federal, State and local governments in auditing programs of common interest with a minimum of duplication is of mutual benefit to all concerned and is a practical method of auditing inter-governmental operations, provided that the individual audits are properly conducted and coordinated in accordance with a common body of standards and provided one group accepts the work of another group on a test or evaluation basis.

An inherent assumption that along with basic premises above underlies all the standards is that Governments will cooperate in making audits in which they have mutual interests. For many programs that are federally assisted, it would be neither practical nor economical to have every auditor at every level of Government do his own background research on the laws, regulations, objectives and goals of his segment of the program to be audited. Accordingly, to provide the auditor with the necessary background information and to guide his judgment in the application of the accompanying standards, Federal or other grantor agencies are expected to prepare broad, comprehensive audit instructions, tailored to particular programs or program areas. The content of such audit guidance should include a digest of or, as a minimum, citations to
applicable statutes, regulations, instructions, manuals, grant agreements, and other program documents; identification of specific audit objectives and reporting requirements in terms of matters of primary interest in such areas of program compliance, economy, and effectiveness; and other audit guidelines covering specific areas in which the auditor is expected to perform.

**Assistance in Program Evaluation Efforts**

For many Governmental programs there are systems separate and apart from the accounting system that are used to evaluate the effectiveness achieved by the program. For example, if a program is to dissuade potential high school dropouts from leaving school, the organization responsible for the program may have established a system for determining whether there is any significant difference in the dropout rate among those participating in the program and comparable persons who are not. These standards contemplate auditing that would result in some disclosures by the auditor as to the reasonableness of the methods employed and the results obtained.

Furthermore, in some cases an auditor may be asked to participate in a program evaluation effort by accumulating data himself for evaluation of a program or activity under audit. Such work is not incompatible with the auditor's role provided that he does not attempt to give an opinion on the credibility of work he has himself performed and is therefore not independent of. When such work is to be done, the evaluation standards should be uniformly prescribed for the whole program at some central level. The auditor at the individual program sites should only be required to accumulate data and compare it with the prescribed standards. To do otherwise would be economically unfeasible and would lead to wide variations in the standards applied to similar projects by different auditors.
TITLE II

SUMMARY

Title II is devoted to the succinct summary of the standards which follows. Titles III, IV and V contain comment regarding the standards designed to explain them more fully.

Title III - General Standards

1. The examination is to be performed by audit organizations whose staff possess adequate professional training and proficiency for the tasks required.

2. In all matters relating to the assignment, the audit organization and the individual auditors shall maintain an independent attitude and appearance.

3. Appropriate professional care is to be used in the conduct of the audit and the preparation of related reports.

Title IV - Examination and Evaluation Standards

1. Work is to be adequately planned.

2. Assistants are to be properly supervised.

3. A review is to be made of compliance with legal and administrative requirements.

4. An evaluation is to be made of the system of managerial control to assess the extent it can be relied upon to provide accurate information and for other purposes.

5. Sufficient, competent, relevant and significant evidence is to be obtained to afford a reasonable and convincing basis for the auditor's opinions, judgments, conclusions, and recommendations.

Title V - Reporting Standards

1. Written reports are to be submitted to the cognizant officials and organizations responsible for taking action on audit conclusions and recommendations or
to officials, organizations or individuals specifically identified to receive information on the results of such audits.

2. a. All reports:

(1) Shall contain a clear identification of the scope and objectives of the work.

(2) Shall contain a statement indicating if any pertinent data has been omitted because it is deemed privileged or confidential. The extent of such data should be described and the law or other basis under which is withheld should be stated.

(3) Shall be objective, concise and clear.

b. Reports on financial audits shall contain:

(1) A statement as to whether the financial statements have been prepared in accordance with generally accepted accounting principles or such principles as may be prescribed for the governmental organization or program under examination.

(2) A statement as to whether the accounting principles followed in preparation of the statements have been consistently applied from one year or other accounting period to the next. Reasons for any changes and the effect upon the statements shall be included in the auditor's report.

(3) A statement as to whether the statements and accompanying descriptive comments disclose all matters that have or may have a material effect upon the financial condition or operating results of the entity under audit.

(4) A statement as to whether any events having occurred subsequent to the period covered by his audit that would have a significant effect upon the financial condition of the organization.

(5) An expression of opinion regarding the financial statements, taken as a whole, or an
assertion to the effect that an opinion cannot be expressed. When an overall opinion cannot be expressed, the reasons therefor should be stated. In all cases where an auditor's name is associated with financial statements, the report should contain a clear-cut indication of the character of the auditor's examination, if any, and the degree of responsibility he is taking.

c. Report on other types of audits:

(1) For audits of compliance, the auditor shall state the applicable laws and regulations considered in his examination whether in his judgment there are instances of noncompliance and, if so, an indication of the extent thereof.

(2) For audits of efficiency, economy and/or program effectiveness, the auditor shall state the conclusions reached as a result of his examination and, in summary form, the data he examined which support that conclusion.

(3) The auditor shall make recommendations to correct any deficiencies noted in his examination whenever he can reasonably do so.

3. Reports are to be issued as promptly as possible to encourage timely legislative or managerial action.
TITLE III - GENERAL STANDARDS

CHAPTER 1
QUALIFICATIONS

The first general standard for governmental auditing is:

The audit is to be performed by audit organizations whose staff members possess adequate professional training and proficiency, for the tasks required.

The purpose of this standard is to place responsibility on the auditor for assuring that audits are conducted by personnel who collectively have the skill, experience and personal characteristics necessary to adequately perform the type of audit required or assigned.

The qualifications of audit staffs should be commensurate with the scope and complexities of their audit assignments. Audits vary in purpose and scope. Some require an opinion on financial statements, others require the evaluation of compliance with certain specific requirements, others require appraisals of efficiency or effectiveness and still others require some or all of these four types of audit work. To perform all four types of audit work well, in some cases, require a wide variety of skills. The need for diverse skills may require cooperative audits by different audit organizations collectively having the required capabilities.

Considering the variations in program objectives and organizational forms, as well as the differences in laws, and regulations applicable to such programs, the qualifications mentioned herein should be applied to the competency of the audit organization as a whole, not to individual auditors. This approach recognizes the wide variances in the training and experience and specialties of individual staff members and audit organizations; accordingly, it permits, if properly supervised, the utilization of less qualified or experienced personnel on assignments which otherwise would be restricted to more highly qualified auditors or experienced organizations. Application of this approach does not, however, lessen the responsibility of the audit organization as a whole to meet or ultimately to achieve this standard.

Requirements for staffs performing Government audits are:
1. A basic knowledge of auditing theory and procedure.

2. Training and experience appropriate for the work required in the audit. For audits of financial and operating statements which lead to an opinion, the auditor must be proficient in accounting practice. If the auditor is not a Governmental employee, the required qualifications are as set forth in Appendix A. For other types of audits, the training and experience of the auditors must be appropriate for the work to be done.

3. For audits requiring specialized skills, the audit organization must have skills appropriate for the work to be done. For instance:

   a. If the audit requires use of statistical techniques, the audit staff must have appropriate statistical skills. These skills may be possessed by a staff member or a consultant to the staff.

   b. If the audit requires extensive review of computerized systems the audit staff must include persons with appropriate computer skills either as staff members or on a consulting basis.

   c. If the audit involves review into complex engineering data, the audit staff must, through its own personnel or consultants, have appropriate engineering skills.
TITLE III - GENERAL STANDARDS

CHAPTER 2

INDEPENDENCE

The second general standard for governmental auditing is:

In all matters relating to the assignment, the audit organization and the individual auditors shall maintain independent attitude and appearance.

The purpose of this standard is to place responsibility on auditors and audit organizations to maintain sufficient independence so that their opinions, conclusions, judgments and recommendations will not only be impartial but will also appear impartial. If the auditor has not sufficient independence to permit unbiased opinions, conclusions and judgments, he should state in a prominent place in the audit report his relationship with the organization being audited and the reason he is not fully independent.

In considering independence, the auditor should consider not only whether his own attitudes and beliefs permit him to be independent but whether there is anything about his situation which would lead others to question his independence. Both situations deserve consideration since it is important not only that the auditor be in fact independent and impartial but also that other persons will consider him so.

There are three general classes of impairments of independence that the auditor needs to consider. These are personal, external and organizational.

Personal Impairments of Independence

There are some circumstances in which an auditor cannot be completely impartial because of his views or his personal situation.

These circumstances include:

1. Relationships of an official, professional and/or personal nature that might cause the auditor to limit the extent or character of his inquiry, to limit disclosure or to weaken his findings in any way;
2. Preconceived ideas about the objectives or quality of a particular operation, or personal likes or dislikes of individuals, groups or objectives of a particular program;

3. Previous involvement in a decision-making or management capacity in the operations of the governmental entity or program being audited;

4. Biases and prejudices, including those induced by political or social convictions, which result from employment in or loyalty to a particular group, entity or level of government;

5. Actual or potential restrictive influence when the auditor performs preaudit work and subsequently performs a post audit, or is under the supervision of persons having direct or indirect responsibility for operation being audited; and

6. Financial interest in an organization or facility which is benefiting from the audited programs.

External Impairments of Independence

In addition to the factors influencing the independence of the auditor himself, external factors can restrict the audit or impinge on the auditor's ability to form an independent and objective evaluation of program or activity. For example, under the following conditions, either the audit itself could be adversely affected, or the auditor would not have complete freedom to make an independent judgment and presentation:

1. Interference or other influence that improperly or imprudently eliminates, restricts, or modifies the scope or character of the audit;

2. Interference with the selection or application of audit procedures or the selection of activities to be examined;

3. Denial of unrestricted access to sources of information such as books and records and supporting documents or denial of opportunity to obtain explanations by officials and employees of the governmental entity or program under audit;
4. Interference in the assignment of personnel to the audit task;

5. Retaliatory restrictions placed on funds or other resources dedicated to the audit operation;

6. Activity to overrule or significantly influence the auditor's judgment as to the appropriate content of the audit report;

7. Influences that place the auditor's continued employment in jeopardy for reasons other than competency or the need for audit services; or

8. Unreasonable restrictions on the time allowed to competently complete an audit assignment.

Organizational Impairments of Independence

The auditor's independence can be affected by his place within the organizational structure of governments. Auditors employed by Federal, State or local government units may be subject to policy direction from superiors who are involved either directly or indirectly in the government management process. To achieve maximum independence, such auditors and the audit organization itself, should not only report to the highest practicable echelon within their government, but be organizationally located outside the line management function of the government. These auditors should also be sufficiently removed from political pressures to ensure that they can conduct their auditing objectively and report their conclusions completely without fear of censure. Accordingly, they should be under a merit system which will place decisions on compensation, training, job tenure and advancement on a merit basis.

Independent public accountants retained to perform audits in governmental areas should have little difficulty in meeting the normal independence requirements, both in fact and in appearance. However, they should be aware of the increased significance placed on multiple client-auditor relationships by governmental organizations and by society as a whole as a result of the greatly broadened interest in governmental accountability. These relationships are discussed on page of Chapter
TITLE III - GENERAL STANDARDS

CHAPTER 3

APPROPRIATE PROFESSIONAL CARE

The third general standard for governmental auditing is:

Appropriate professional care is to be used in the conduct of the audit and the preparation of related reports.

The purpose of this standard is to place upon auditors and audit organizations the responsibility for employing high professional standards in performing the work required in making examinations of Government entities. This standard does not imply unlimited responsibility for disclosure of irregularities or noncompliance; neither does it imply infallibility on the part of either the audit organization or the individual auditor. The standard does require professional performance of a quality appropriate for complexities of the audit assignment undertaken.

The standard imposes upon the auditor a requirement to be alert for situations or transactions that could be indicative of fraud, noncompliant expenditures, inefficiency, waste, and lack of effectiveness. It does not, however, imply that the auditor must give absolute assurance that no material impropriety exists. Nor does the standard require that a detailed audit of all transactions would normally be undertaken. The audit process does not serve as a substitute for internal check.

Elements of appropriate professional care include the following:

1. Attempting to secure a mutual understanding of the audit objectives by the auditor and the auditee;

2. Obtaining an understanding of the operations to be subjected to audit and any available underlying criteria of performance (including pertinent laws and regulations) to be utilized for evaluation purposes. Where the established standards of performance are vague, the auditor should attempt to obtain authoritative interpretation of the standards. If the
auditor is required to establish standards, he should strive to reach agreement on them with the interested parties prior to the audit;

3. Determining the scope and depth of audit inquiry desired. If, for example, the inquiry is restricted to a particular aspect of a program, such restrictions should be understood at the outset by all interested parties (and noted prominently in the audit report);

4. Conforming with the examination and evaluation standards prescribed in Title IV and the reporting standards prescribed in Title V.
CHAPTER 1
PLANNING

The first examination and evaluation standard for governmental auditing is:

Work is to be adequately planned.

The purpose of the standard for planning is to place the responsibility upon the auditor or audit organization to perform a well thought-out, skillfully performed audit. In complex areas, it is extremely difficult to perform an audit in this manner without effective planning.

Planning in inter-governmental auditing is especially important because in many instances the audit work performed at one level of government has to be correlated with work performed at other levels of Government, all or some of which may have an interest in, or a statutory requirement to review the discharge of financial, management or program accountability of a single organization, function or program. Also, where the work required includes reviews into the efficiency, economy or effectiveness of a Government program, adequate planning is especially important because the procedures employed in such audits are more varied and complex and more care is needed to select the appropriate procedures for the case at hand. Finally, planning is important to assure that the output of the audit will meet the objective of the audit.

Adequate planning should include planning for:

1. Coordination with other Governmental auditors, when appropriate,
2. Personnel to be used on the assignment,
3. Work to be performed,
4. The format and content of the report to be issued.

Coordination

State statutes and municipal ordinances provide for periodic audits of organizations, activities and programs.
Federal law and administrative regulation also direct the frequency and the scope of Federal, State and local audit activity on Federally assisted programs. Audits can be performed by various echelons of governments and because of the intermingling of funds in the Federally assisted programs, one audit, properly performed and coordinated could satisfy simultaneously the legislative or administrative requirements of various governments. Accordingly, planning should include provision for:

1. Scheduling of audits of organizations, activities and programs to meet internal and external requirements,

2. Evaluating of audit operations and audit output of other audit staffs to determine the degree of reliance that can be placed on those staffs,

3. Achieving coordination of audit effort between Federal, State and local audit staffs or independent public accountants. Such coordination includes the use of internal audit staffs of agencies, where appropriate.

**Personnel**

Planning for use of personnel should include provision for:

1. Efficient employment of staff including the assignment of experienced workers where appropriate, the proper amount of supervision, the use of outside consultants when necessary and the consideration of on-the-job training for inexperienced personnel.

**Work to Be Performed**

A written audit program should be prepared for each assignment including the scope and objectives of the audit. Some of the matters to be included are:

1. **Financial**--The financial statements and reports that are to be examined, the depth of testing, the Federal, State and local laws and regulations to which compliance is to be related and the accounting principles to be used as guides.

2. **Efficiency and Economy of Operations and Programs**

**Effectiveness**--A clear definition of the goals of
the program or mission of the organization under review including criteria for measuring both efficiency and economy of operation and program effectiveness. Where such work involves multi-location programs and is to be performed at a number of locations, the funding or central agency should ordinarily prescribe very specific methods to be followed in the examination. This is to assure that the data obtained from all locations at which that particular program is being conducted will be comparable.

**Report Content and Format**

The content of the report should be planned in advance to be sure that all necessary data is accumulated during the audit work. Such planning should also make it easier to issue the report in a timely manner.
The second examination and evaluation standard for governmental auditing is:

Assistants are to be properly supervised.

The purpose of the standard for supervision is to place the responsibility upon the auditor or audit organization to be sure that less skilled staff members receive appropriate guidance in the performance of their work.

The education, training, and experience of auditors vary widely. Supervision should add seasoned judgment to the work performed by less experienced members of the staff. The extent of supervision, therefore, should be commensurate with the qualifications of assigned subordinates and the complexity of the audit being performed. Written records of the supervisory review should be maintained.

Supervisory review should be directed to both the substance and method of auditing. The purpose of review is to ensure: (1) that conformance with audit standards is obtained, (2) that the audit programs are followed, unless deviation is justified and authorized, (3) that workpapers adequately support findings and conclusions, (4) that the workpapers provide adequate data to prepare a meaningful report, and (5) that the auditor will accomplish the audit objective. Review should be performed by well-qualified individuals.
TITLE IV - EXAMINATION AND EVALUATION STANDARDS

CHAPTER 3

LEGAL AND ADMINISTRATIVE REQUIREMENTS

The third examination and evaluation standard for governmental auditing is:

A review is to be made of compliance with legal and administrative requirements.

The purpose of this standard is to place responsibility on the auditor for determining whether the organization under audit has complied with the requirements placed upon it by pertinent laws and regulations. Pertinent laws and regulations include not only statutes and implementing regulations but also the related legislative history, legal opinions, court cases and administrative requirements including such documents as grant or loan agreements.

The extent of the review of legal and administrative requirements will tend to vary with the type of audit being performed. The general rule is that for:

1. Financial audits - the auditor shall make a review to satisfy himself that the audited organization has not incurred significant unrecorded liability through failure to comply or violation of pertinent laws and regulations.

2. Compliances audits - the auditor shall make a review to determine whether in his judgment the audited organization is in substantial compliance with significant laws and regulations or those specified in audit instructions that have a bearing on:
   a. The nature and scope of the organization's activities.
   b. The manner in which its activities are conducted.
   c. The scope and nature of its financing.
   d. The rendering of required reports to the authorities to which the organization is accountable.
3. Economy and efficiency audits - the auditor shall make a review of the laws and regulations applying to any aspect of the audited organization's activities in which he attempts a judgment regarding whether existing practices can be made more efficient or economical.

4. Effectiveness audits - the auditor shall review the laws and regulations pertaining to the goals and objectives of the audited organization's program(s) or activity(ies) in sufficient depth to gain a workable understanding of the results that are expected from the program(s) or activity(ies).

Government organizations are generally creatures of law with more specific rules and regulations than are usually applicable to private organizations. Therefore in governmental auditing this aspect becomes more significant.

The laws and regulations which may apply to a specific government organization are often very extensive and the auditor cannot be expected to review every law or regulation which may in some way impact on an organization. Consequently, this type of review requires considerable judgment. The auditor must select and review those laws and regulations which have a direct bearing or a significant impact upon the organization. Some sources the auditor should consider are the following:

1. Legal or legislative data including:
   a. basic Congressional legislation
   b. reports of hearings
   c. legislative committee reports
   d. annotated references from reference services covering related court decisions and legal opinions
   e. historical data relating to the movements to achieve the legislation and similar prior legislation (where appropriate)
   f. State constitutions, statutes, resolutions, and legislative orders
   g. local charters, ordinances and resolutions.
2. **External administrative requirements including:**
   a. memoranda from Federal, State or local administrative agencies
   b. guidelines and other administrative regulations affecting program operations from Federal, State or local agencies

3. Grant arrangements, where grants are involved, including, where appropriate:
   a. proposals from grantees
   b. pertinent correspondence from grantors and grantees
   c. memoranda of meetings held to discuss the grants
   d. the grant documents, including amendments
   e. grant budgets and supporting schedules.

Where grants from another level of Government are involved, legal and administrative requirements should ordinarily be obtained from that level by the grantor and made available through audit guides to the grantee's auditor. To do otherwise would provide for substantial duplicate work in cases where there are multiple grantees. Furthermore, the grantor is familiar with these statutes and requirements and can provide them together with related supporting data with far less effort than would be required by the grantee's auditors.
TITLE IV - EXAMINATION AND EVALUATION STANDARDS

CHAPTER 4

MANAGERIAL CONTROL

The fourth examination and evaluation standard for governmental auditing is:

An evaluation is to be made of the system of managerial control to assess the extent it can be relied upon to provide accurate information, ensure compliance with laws and regulations and provide for efficient and effective operations.

The purpose of this standard is to place responsibility on the auditor for determining how much reliance he can place on the audited organization's management controls to provide accurate information, ensure compliance with applicable laws and regulations, promote efficiency and economy and produce effective results. His findings will help him decide the extent to which he can restrict or must expand his own tests.

Managerial control as used herein is broader than internal control. Internal control comprises the plan of organization and all of the coordinate methods and measures adopted by an organization to safeguard its assets, check the accuracy and reliability of its accounting data, promote operational efficiency, and encourage adherence to prescribed managerial policies. We are using the term managerial control to include the policies, procedures and practices established or encouraged by management as well as the plan of organization and other measures intended to carry them out.

A complete review of managerial controls as a specific requirement would often be prohibitive in terms of available resources. Also to examine all controls would not be efficient auditing because of the irrelevance of some controls to the basic issues which are the subject of the effort. Therefore, it is contemplated that the auditor will employ considerable judgment in deciding the controls to review and the extent of that review.

The extent of work required to adequately review managerial control will vary with the type of audit being performed. The general rule is that for:
1. Financial audits--A sufficient review is to be made of the internal control aspects of managerial control to permit the auditor to determine how much reliance he can place upon the accounting records to accurately portray the financial condition of the organization and to safeguard its resources. The extent of his own tests of the accounting data should be based upon his assessment of the reliability of the audited organization's internal control.

2. Compliance audits--The review should be sufficient to permit the auditor to determine whether policies, procedures and practices are consistent with the applicable laws and regulations and whether the system of internal control can in his judgment be relied upon to provide reasonable assurance that such policies and practices are being followed.

3. Efficiency and economy audits--The review should include a review of policies, procedures, practices and internal controls applicable to any aspect of the audited organization's activities in which the auditor attempts a judgment regarding whether existing practices can be made more efficient or economical.

4. Effectiveness audits--The auditor shall review those policies, procedures, practices and controls which have a specific bearing on the attainment of the goals and objectives contemplated by the law or administrative action that created the program or activity.

Definition of Terms

Policies

Policies are basic principles, purposes or objectives that management has established for the organization. Policies reflect the intent of management and commit the organization to specific courses of action. Policies set the bounds or parameters within which decisions or actions are acceptable.

Procedures

Procedures are established manners or methods of proceeding in a process or course of action. They include techniques, usually in writing, that (1) insure uniformity of operation,
(2) lead to a predetermined goal or objective, and (3) preclude the necessity of making a decision each time a routine situation occurs.

Practices

Practices are ways of doing things that have evolved usually without a specific management directive.

Internal Control

In the broad sense, internal control includes controls which may be characterized as either accounting or administrative. Accounting controls encompass the methods of safeguarding assets and maintaining reliable financial records. They include authorization controls governing the acquisition and disposition of assets, physical control of assets, internal auditing, and the separation of duties concerned with record-keeping from those concerned with asset custody. Managerial controls are concerned with operational efficiency and adherence to managerial policies, and they usually relate only indirectly to the financial records. These controls include time and motion studies, performance reports, employee training programs, quality controls, and statistical analyses.

The characteristics of a satisfactory system of internal control would include:

1. A plan of organization that provides appropriate segregation of functional responsibilities.

2. A system of authorization and record procedures adequate to provide reasonable accounting control over assets, liabilities, revenues, and expenses.

3. Sound practices to be followed in performance of duties and functions of each of the organizational departments.

4. Personnel of a quality commensurate with responsibilities.

These elements, as important as each is in its own right, are mutually reinforcing and all so basic to adequate internal control that serious deficiencies in any one normally would preclude successful operation of the system.
The fifth examination and evaluation standard of governmental auditing is:

Sufficient, competent, relevant and significant evidence to be obtained to afford a reasonable and convincing basis for the auditor's opinions, judgments, conclusions and recommendations.

The purpose of this standard is to place responsibility on the auditor for accumulating sufficient evidence to provide an appropriate factual basis for his opinions, conclusions, judgments, and recommendations.

Much of the auditor's field work consists of obtaining, examining, and weighing what he has found—a procedure that does not require the constraints and forms that characterize evidence acceptable in courts of law. However, he should be able to demonstrate to a knowledgeable individual that his findings are substantive.

Types of Evidence

Evidence obtained during an audit is derived from sources commonly classed as:

1. Physical
2. Testimonial
3. Documentary
4. Analytical

Physical evidence comes from the auditor's personal observations. Such evidence may take the form of descriptions of the physical evidence the auditor observed, and photographs or other reproductions.

Wherever appropriate the auditor should obtain physical evidence in support of his conclusions, as such evidence is
the most convincing of all evidence. The worth of an audit varies directly with the auditor's contracts with, study of, and reliance on his observations of operations, resources, and hard fact.

Testimonial evidence refers to information obtained from individuals through conversations, and from solicited and unsolicited correspondence and other similar documentation from a variety of sources. Notes made during or immediately following an interview, tape recordings of conversations, and signed statements are examples.

Documentary evidence is the most common form of evidence available from book of account, correspondence files, contracts, and other documentary sources.

Analytical evidence is derived from the preceding types of evidence and by determining the causes of variances from such standards of comparison as:

1. Analyses of accounts,
2. Budgetary and other financial projections,
3. Authorized activities,
4. Grant and contract estimates,
5. Operations elsewhere, and

It also can be obtained through the application of quantitative analysis, logical reasoning and analysis of information into component parts.

**Sufficiency**

Sufficiency is the presence of enough factual, adequate and convincing evidence to lead a prudent person to the same conclusion as the auditor. Determining the sufficiency of evidence requires judgment, because there is frequently conflicting evidence and the auditor must make an impartial judgment as to what position is supported by the weight of evidence. Where appropriate, statistical methods may be employed to establish significance.

There is no need for elaborate documentation to support noncontroversial or insignificant points. On the other hand,
the auditor should not stop gathering evidence on a particular problem simply because an official agrees that the problem exists.

**Competence**

For evidence to be competent, its source should be reliable and valid and the evidence should be the best information available. Thus, use of other than source data should be made only after very careful consideration. Books of record or performance reports which are not adequately supported by source documents and, even in some cases the source documents themselves, may not qualify as competent evidence unless corroborated by inquiry, observation, inspection, physical examination, explanation or other method. The auditor's working papers should reflect the details of the evidence he has relied upon and disclose the procedures he has employed in obtaining it.

**Relevance**

Relevance has reference to the relationship of the information to its use. The facts and opinions used to prove or disprove an issue must have logical sensible relationship to that issue. Information which does not have this relationship is irrelevant and therefore should not be included as evidence to prove or disprove a point.

**Significance**

Significance pertains to the weight each piece of evidence carries in influencing conclusions. Audit evidence must be such as to remove any substantial doubt in the auditor's mind concerning an issue.

**Working Papers**

Working papers serve as the connecting link between the auditor's field work and his report and as such should contain the evidence accumulated in support of the conclusions and recommendations included in the report.

The working papers should be made available to other governmental audit staffs upon request, and auditors who follow at later dates. A provision relative to access of working papers should be written into all contractual arrangements for audits.
Auditors should adopt reasonable procedures to insure the safe custody and retention of their working papers for a period of time sufficient to satisfy pertinent legal and administrative requirements.
TITLE V - REPORTING STANDARDS

CHAPTER 1

FORM

The first reporting standard for governmental auditing is that:

Written audit reports are to be submitted to the cognizant officials and organizations responsible for taking action on audit findings and recommendations or to officials, organization or individuals specifically identified to receive information on the results of such audits.

The purpose of this standard is to provide for a written record of the results of each governmental audit. The standard is not intended to limit or prevent discussions of findings, judgments, conclusions, and recommendations with persons who have responsibilities involving the area being audited. On the contrary, such discussions should be encouraged. However, regardless of whether such discussions are held, the standard requires a written report.

There are two reasons why written reports are particularly necessary in governmental auditing. First, the subjects discussed in the reports often should be communicated to a variety of officials at different governmental levels. Such communication is very difficult if not impossible if the audits are not reduced to writing. Second, persons who undertake work for governments—being paid from the public purse—are accountable to the public for the sums for which they are paid. This accountability is somewhat broader than that assumed by persons who work for private firms or individuals. This broader accountability carries with it the responsibility for making a permanent record of the work done. Hence, the requirement for a written report.

Copies of audit reports should be available to all cognizant parties having an interest in the organization, program or subject matter of the report, including those agencies whose financial assistance is involved. Copies of the assisting agency's audit reports should be available likewise to the appropriate recipient government agencies and officials. Parties involved in the broad public accountability process
and having an interest in the subject matter include the public, officials of Federal, State and local agencies or parties who are concerned with the matters reported and will be required to take action on them.

Where independent public accountants are employed it shall be the responsibility of the employing organization to assure that appropriate distribution is made to interested parties. If it is desired that the public accountants make the distribution of their report, arrangements for such distribution should be made a part of the engagement agreement indicating precisely what officials or organizations shall receive the report.
TITLE V - REPORTING STANDARDS

CHAPTER 2

CONTENT

The second reporting standard for governmental auditing relates to what the auditor's report shall contain. Because the reporting standards vary by type of audit, the standards are separated by the type of audit to which they apply.

A. All reports:

1. Shall contain a clear identification of the scope and objectives of the work.

2. Shall contain a statement indicating if any pertinent data has been omitted because it is deemed privileged or confidential. The extent of such data should be described and the law or other basis on which the data is withheld should be stated.

3. Shall be objective, concise and clear.

B. Reports on financial audits shall contain:

1. A statement as to whether financial statements have been prepared in accordance with generally accepted accounting principles as may be prescribed for the governmental organization or program under examination. ¹

¹Among the sources for such accounting principles are Statement No. 4 of the AICPA Accounting Principles Board, "Basic Concepts and Accounting Principles Underlying Financial Statements of Business Enterprises" (October 1970); The General Accounting Office's "Accounting Principles and Standards for Federal Agencies" (1965 with 1968 Revisions); and the National Committee on Government Accounting text, Government Accounting, Auditing and Financial Reporting. This last reference is a publication of the Municipal Finance Officers Association and is widely used in municipal and county organizations.
2. A statement as to whether the accounting principles followed in preparation of the statements have been consistently applied from one year or other accounting period to the next. Reasons for any changes and the effect upon the statements shall be included in the auditor's report.

3. A statement as to whether the statements and accompanying descriptive comments disclose all matters that have or may have a material effect upon the financial condition or operating results of the entity under audit.

4. A statement as to whether any events have occurred subsequent to the period covered by the audit that would have a significant effect upon the financial condition of the organization.

5. An expression of opinion regarding the financial statements, taken as a whole, or an assertion to the effect that an opinion cannot be expressed. When an overall opinion cannot be expressed, the reasons therefore should be stated. In all cases where an auditor's name is associated with financial statements, the report should contain a clear-cut indication of the character of the auditor's examination, if any, and the degree of responsibility he is taking.

C. Reports on other types of audits:

1. For audits of compliance, the auditor shall state the applicable laws and regulations considered in his examination, whether, in his judgment there are instances of noncompliance and, if so, an indication of the extent thereof.

2. For audits of efficiency, economy and/or program effectiveness, the auditor shall state the conclusions reached as a result of his examination and, in summary form, the date he examined which support that conclusion.

3. The auditor shall make recommendations to correct any deficiencies noted in his examination whenever he can reasonably do so.
The purpose of this standard is to provide for report content that will be meaningful to those who will use audit reports at all levels of Government. The auditor’s opinion as to the fairness of presentation of financial statements, his judgments on compliance with pertinent legislation, his conclusions on efficiency, economy and program effectiveness, and his recommendations for appropriate action to correct deficiencies are the aspects of his work that are most important to readers of reports. Consequently, the auditor should include such information in his reports to the extent that his audit has covered each of the four audit aspects, i.e., financial, compliance, efficiency and economy and program effectiveness.

Scope and Objectives

The scope of the audit should be stated in all reports. A brief statement of the general scope and nature of the work performed should ordinarily be sufficient to indicate the coverage provided. Some audits are more limited in scope than others, e.g., those confined to specific functions, activities, or locations. Such limitations of scope should be clearly and conspicuously identified. Where successive audits vary in scope, it should be necessary not only to explain why particular work was or was not performed but also to use individually tailored language in the scope section of the report to define the limited nature or special aspects considered in performing the audit. Where appropriate, a brief indication of the time period covered in the audit, should be indicated.

The scope of the audit should clearly indicate whether each of the following four types of audit work were included and the extent of that work.

1. Financial
2. Compliance
3. Efficiency and Economy
4. Effectiveness

The audit report should include a summary statement of the objectives of the audit as identified in the audit guide or engagement memorandum. This statement is essential to provide the reader proper perspective, i.e., a background against which any reported findings may be considered. Recognizing the
objectivity and lack of bias associated with audits, management may request special coverage; this too should be provided in the audit instructions.

Privileged and Confidential Information

Certain financial or operating information is prohibited from general disclosure by management by Federal, State or local laws or regulations. Such information is usually provided only to persons authorized by law or regulation on a "need to know" basis. Information of a restricted nature that is provided to Federal agencies through audit reports is deemed to be covered under USC 1905 pertaining to confidential and restricted information and it should be so treated.

If the auditor is prohibited by such requirements from including some pertinent data in his report, he should indicate what has been omitted and the requirement that makes the omission necessary. The auditor should obtain assurance that a valid requirement for the omission exists and that the doctrine of privilege or confidentiality is not applied to information that would reflect unfavorably on management but for which there is no valid reason for withholding.

Objectivity, Clarity, Conciseness

Recommendations and conclusions should be presented in an objective, clear, concise (but understandable) manner and should be complete, constructive and convincing. Reports should contain adequate information necessary to identify and correct any deficiencies reported and should point up issues and questions that require further study and consideration as well as actions taken on prior audit findings and recommendations.

The auditor's opinions, judgments, conclusions and recommendations contained in the audit report should also be

2The pertinent section of the statute, which restricts disclosure of information, is quoted in Appendix C. Such information should not be included unless deemed necessary to a proper presentation of the facts. Further, if such information is to be included in a document to be furnished to anyone other than the source of information or another Government agency, legal clearance of the propriety of its disclosure should be obtained.
supported by report narrative that is clearly written, convincing, and objective. The use of photographs, charts, and graphs can assist materially in such presentation. Working papers that generally provide the support for this requirement should be carefully reviewed to insure the inclusion in the audit report of all items that warrant disclosure.

The reports should not be compilations of historical data, details of operative procedures nor listings or minor deficiencies; rather, they should be constructive in nature and should contain recommendations for corrective action where possible. The reader should be advised as to the circumstances under which policies may be more closely related to requirements, procedures related to policies, and operations related to standards or objectives. The auditee should be allowed to review audit findings before audit reports are issued and should be allowed to present his position in the audit report. The auditor should then comment on unique circumstances of an explanatory or contributory nature.

Care should be taken to put matters reported upon in proper perspective. For instance, illustrations of improperly handled transactions should be accompanied by information as to the number of transactions examined in relation to those in which errors were noted.

**Accounting Principles**

Auditors should state whether the organization's financial statements have been prepared in accordance with appropriate accounting principles; they should be identified in the audit guide or engagement memorandum. If the principles to be followed are specifically prescribed like those of the Comptroller General or the National Council on Government accounting, accounting principles are guides or rules developed from experience or from research. Their purpose is to provide assurance that the information presented in the financial statements is valid, useful and reliable. The auditor should make sufficient examination into the accounting principles used to permit a professional opinion as to whether the accounting system, and the representations of management evidenced by financial reports are in conformity with such principles. Deviations and the reasons therefor, if ascertainable, should be identified. Accounting principles on which the auditor's opinion is based should be described in his report, as should statutory or administrative provisions adversely affecting the accounting principles in use by the organization, program or activity.
Consistency

The auditor should state whether the organization under audit has consistently followed the same accounting principles from one year or other accounting period to another. This standard applies not only to data shown in statements of financial condition and operating statements but to budgetary or statistical data which may be included in the auditor's report. It also applies to one financial process as related to another such as accounting versus budgeting. Too, it can relate to a program-to-program comparison. The objective of this standard is to provide assurance to the readers of financial and operating statements that changes in financial condition, results of operations, budgets or other related data are due to actual changes and do not merely arise from changes in budgeting, accounting or statistical reporting methods.

A qualification in the auditor's report is required when he finds the accounting principles underlying management's financial representations do not conform to generally accepted accounting principles, or those consistently applied specified in his instructions and where the effect of the nonconformity is significant or where there is noncomparability in reports. The qualification statement should describe: (1) the reasons for the qualification, (2) the effect upon the financial position of the audited entity, and (3) the auditor's opinion of the acceptability of the reason for the change. Such reporting is especially appropriate where a change in accounting principles is required by law, regulation or directive or should have been made as a result of changed legislative, social or economic conditions.

Disclosure

A governmental organization's internal and published reports and statements, both financial and operational, ideally should contain all the information necessary for users--management, the public, creditors, grantors and others--to form an opinion on the effectiveness of the stewardship exercised by the responsible public officials.\(^3\) The responsibility for providing such information is that of management. However, the auditor should comment on whether the data provided is

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\(^3\)Information necessary for disclosure relates to content and arrangement of all types of reports, including the amount of detail, notes, narrative, illustrations and clarity of language.
sufficient to disclose any matters which may have a material effect upon the financial condition, operating results, or other aspect of the financial affairs of the organization under audit that are not readily apparent from the statements included in the auditor's report.

Adequate disclosure does not imply or require that an excessive amount of information be furnished. Disclosure should, however, be fair and reasonably complete. The standard of disclosure must be applied discreetly; disclosure must not be so complex as to confuse or impede understanding. Information should be reduced to manageable and understandable proportions, yet avoid summarization to such an extent that needed background or relationships are omitted or blurred.

Materiality is the relative importance or relevance of an item included in or omitted from a financial or operating report or any change in procedure or process that would influence a reasonably knowledgeable person. There are no universal ratios or percentages that can be used as standards of materiality for financial or operational processes or transactions. Materiality should be based on judgment.

Six specific indicators which can be used individually or in combinations are:

1. Absolute dollar amount.
2. Ratio of amount of an item to an appropriate base figure.
3. Length of life of an asset.
4. Importance of the item to the accomplishment of the mission.
5. Importance to the maintenance of adequate controls, and
6. The nature of the items such as malfeasance or misfeasance.

The requirement for disclosure of small amounts is governed by the nature and significance of the items themselves, their frequency, aggregate value and their relationship to the circumstances. A pattern of small discrepancies may indicate a lack of proper controls, though individually each may be of little concern.
Subsequent Events

Events, both financial and nonfinancial, may occur subsequent to the end of the period under audit that have a material effect on the operations of the organization, on its operational reports or on its financial statements. These events may be of such importance as to have a material effect upon the financial condition of the entity under audit. Such events may affect financial statements directly, may affect the organization with indirect effects on financial statements, or may be environmental changes affecting conditions in which the operations take place. If such events occur, the auditor should disclose them in his report either through securing revision of the financial statements or by commentary in his report. The objective of this standard is to provide assurance to the reader that to the auditor's knowledge the situation portrayed in his report has not been materially changed by any unusual events to the date of his report.

The auditor should comment on his inquiries and tests into the period subsequent to the period covered by his audit to determine whether events such as above described have occurred. If so, he should determine if they are material enough to cause reports and statements to be misleading, if not disclosed. The period to be covered is ordinarily from the end of the period under audit until the completion of audit field work. However, the auditor is bound to disclose anything significant that comes to his attention up to and including the date on which his report is officially signed and issued. Examples of items requiring disclosure are a sizable bond issue, loss of assets from fire or riot and important changes in legislation.

Opinions on Financial Statements

Where financial statements and reports of Federal Departments, States, cities, counties and other units of government are being reported, the auditor should give his opinion as to whether the statements have been prepared in accordance with appropriate principles of accounting, applied on a basis consistent with that of the preceding period and whether the auditor's examination was made in accordance with those standards for Governmental audits prescribed herein that apply to financial audits. The opinion should be in accordance with the standards governing opinions on financial statements which are included as Appendix B. Where conformity with special accounting principles is required instead of general accounting principles, the special accounting principles followed by the audited organization should be specified in the opinion.
Audits for Compliance with Applicable Laws and Regulations

The auditor should state the applicable laws and regulations considered in his examination, whether in his judgment there are instances of noncompliance and, if so, an indication of the extent thereof. To avoid misunderstandings the auditor should state in summary form the laws and regulations he has considered in his examination and the extent of testing or examination. If the auditor has obtained these laws and regulations from audit guidelines provided by another level of Government he should state his source so it will be clear whether he has researched the laws and regulations himself or relied upon data furnished by some other level of Government.

Audits of Efficiency and Economy of Operations

Efficient and economical are both relative terms and it is virtually impossible to give an opinion on whether an organization has reached the maximum practicable level of efficiency and economy. Accordingly, it is not contemplated in these standards that auditors shall be called upon to give such opinions.

For such audits, the auditor should include comments on the following aspects of his work in his report:

1. The scope of the work he did to evaluate efficiency and economy. This should be a succinct but complete statement.

2. The conclusions he reached as result of his work. These conclusions need not be all inclusive of the work covered in his examination. On the contrary, his conclusions should not extend beyond what can be supported by the evidence accumulated during his examination.

3. The evidence supporting the conclusions reached by the auditor. This evidence should be in summarized form but should offer convincing support for the auditor's conclusions.

4. The causes of any uneconomical or inefficient practices.
Audits of Program Effectiveness

Like efficiency and economy, effectiveness is a relative term and it is not intended therefore that the auditor give an opinion on whether maximum practical effectiveness has been attained. Ordinarily, in auditing program evaluations, the auditor will be confronted with an evaluation method that will produce data on such things as the number of people fed, trained, employed, treated or kept in school as the result of a specific program. The auditor should report on whether the data were accurately compiled and whether conclusions drawn by the evaluators are reasonable in light of that data. Where laws or regulations specify goals for the program, the auditor should state these laws or regulations and contrast the evaluator's conclusions and the auditor's opinions of these conclusions with those goals.

In some cases, the auditor may be called upon to make the program evaluation himself. When this happens, he should describe the methodology employed, the results of his work, and the conclusions reached. As mentioned in a preceding chapter (page ), the evaluation of multilocation programs should not ordinarily be undertaken unless the criteria to be used and the program methodology have been uniformly established for all locations.

Where the auditor's work indicates that program effectiveness is less than satisfactory, he should inquire into the reasons why effectiveness is less than satisfactory. This should be done regardless of whether the auditor has reviewed an evaluation made by another or has made his own evaluation. The purpose of such work is to identify causes of less-than-adequate effectiveness. These causes should be included in the auditor's report.

Recommendations

The auditor's report should contain recommendations to correct all significant deficiencies noted during this examination. This standard applies to deficiencies noted in audits of compliance, efficiency and economy and program effectiveness.

If the auditor cannot make appropriate recommendations because of limited audit scope or for other reasons, he should state in his report the reason that he is unable to recommend appropriate corrective measures and what would need to be done to formulate recommendations.
The third standard of reporting is:

Reports are to be issued as promptly as possible to encourage timely legislative or managerial action.

To be of maximum use, auditors' reports must be as timely as possible. Audits vary widely in terms of complexity, size, subject matter covered, and circumstances surrounding the audit, and it therefore is not practicable to set precise guidelines on what constitutes timeliness. However, the auditor should realize that every day delayed in issuing his report diminishes its value and he therefore should plan and conduct his work with the objective of reporting the results of his work in the shortest feasible time.

Auditors should always consider oral or interim written communication of significant matters to appropriate officials during the course of their audit. Such communication cannot substitute for a final written report but it can often alert officials to matters needing correction at an earlier date and permit these officials to instigate corrective measures for earlier than is possible if the auditors' findings are withheld until his final report.
APPENDIX A

REQUIREMENTS FOR INDEPENDENT AUDITORS EMPLOYED
BY GOVERNMENTAL ORGANIZATIONS

When it is necessary to employ outside auditors for assignments requiring the expression of an opinion on financial statements of governmental organizations, only fully qualified public accountants should be employed. The type of qualifications deemed necessary for financial audits of governmental organizations and programs as stated by the Comptroller General is quoted below:

Such audits shall be conducted ... by independent certified public accountants or by independent licensed public accountants, licensed on or before December 31, 1970, who are certified or licensed by a regulatory authority of a State or other political subdivision of the United States: Except that independent public accountants licensed to practice by such regulatory authority after December 31, 1970, and persons who although not so certified or licensed, meet, in the opinion of the Secretary, standards of education and experience representative of the highest prescribed by the licensing authorities of the several States which provide for the continuing licensing of public accountants and which are prescribed by the Secretary in appropriate regulations may perform such audits until December 31, 1975; provided, that if the Secretary deems it necessary in the public interest, he may prescribe by regulation higher standards than those required for the practice of public accountancy by the regulatory authorities of the States.¹

¹Letter (B-148 144) dated September 15, 1970, Comptroller General to Heads of Federal Departments and Agencies. The reference to "Secretary" means the head of the department executing the instrument in which the quotation appears.
APPENDIX B

OPINIONS ON FINANCIAL STATEMENTS
AND REPORTS

If an audit report contains financial statements or reports, the text of the report should contain a specific section entitled "Opinion of Financial Statements." This section should leave no doubt as to the responsibility the auditor accepts for the statements and reports. It should contain the expression of opinion or inability to render an opinion together with reasons therefor. This requirement stems from the second standard of reporting (see Title V, Chapter 2).

Should client-prepared statements and reports contain erroneous amounts, improper captions or classifications, or be otherwise misleading or improper, the auditor should not normally change them but should disclose the significant deficiencies in the opinion section. Such deficiencies may require the auditor to qualify his opinion or to render an adverse opinion. In such cases, the auditor should make special efforts during succeeding audits to persuade the management to revise its practices so as to permit the production of financial statements or reports on which the auditor could render favorable opinions.

Reference to Accounting Principles

It should be recognized that at this time there is no written body of generally accepted accounting principles for the public sector. There are two sets of accounting principles for parts of the public sector. These are:

1. The principles established in Government Accounting, Auditing and Financial Reporting by the National Committee on Government Accounting of the Municipal Finance Officers Association. These principles apply to the accounting of municipal organizations.

2. The principles established by the Comptroller General for Federal agencies published in Accounting Principles and Standards for Federal Agencies.

In addition there is a body of generally accepted accounting principles for the private sector, many of which also apply to the public sector.

The auditor should in his report identify the principles that he has used as criteria, or he may indicate that he has
used the principles described by the audit guide that governed his work or those principles that were identified by the memorandum of agreement or assignment under which the audit was conducted.

Unqualified Opinions

The wording of an unqualified opinion on financial statements and reports should be based on the following:

In our opinion, the accompanying financial statements and reports present fairly the financial position [or the assets and liabilities] of [name of organization, program or activity] at June 30, 19__, and the results of its operations [or its revenues and expenditures] for the year then ended, in conformity with [identify source] accounting principles applied on a basis consistent with that of the preceding year.

This language is based in part on that recommended by the American Institute of Certified Public Accountants, the principal additions being the references to applicable accounting principles.

Compliance with applicable statutes, laws, regulations or grant arrangements may be required by the assignment or engagement memorandum. When this is a requirement for the audit, the following points should be identified:

1. The specific statutes, laws, regulations or grant arrangements or parts of them that are being used as criteria.

2. The source of the requirement, i.e., contract, assignment, grant requirement, etc.

3. The extent of testing made to ascertain compliance including, where appropriate, an indication of the confidence levels and the possible error.

The auditor, based on the above testing, can make a statement expressing his opinion or conclusion as to compliance with the criteria.

Qualified Opinions

If a qualified opinion is to be expressed, the qualifications should be clearly expressed in as clear and nontechnical
language as possible consistent with the subject matter. The
auditor must make it clear in his reports why, in such cases,
he cannot give a completely favorable opinion on the financial
statements or other financial data in the report. An example
of a qualified opinion follows:

In our opinion, except that we cannot express an
opinion on the [identify item and reason stated in a
separate preceding paragraph], the accompanying finan-
cial statements and reports present fairly the financial
position of the [identify organization, program or
activity] at June 30, 19__, and the results of operations
for the [period] in conformity with [identify source]
accounting principles applied on a basis consistent with
that of the preceding year.

**Adverse Opinions**

When the exceptions as to the fairness of the financial
statements are so material that a qualified opinion is not
justified, an adverse opinion should be given. Following is
an example of an adverse opinion:

In our opinion, the accompanying financial state-
ments and reports do not fairly present the financial
position of [name of organization, program or activity]
at June 30, 19__, and the results of its operations and
the sources and application of its funds for the fiscal
year there ended, in conformity with [identify source]
accounting principles, for the reasons set forth below.

If the reasons for giving an adverse opinion do not affect
all of the financial statements or reports, an opinion should
normally be given with respect to the statements not affected.
For example, the reasons for giving an adverse opinion may have
no effect on the statement of revenues and expenditures. In
that case, and if there is no other reason for not doing so, an
opinion with respect to that statement should be given.

**Disclaimer of Opinion**

Inability to express an opinion may be based on the simple
fact that the scope of work was not designed to enable expres-
sion of such opinion. A situation of this nature would arise
when financial statements or reports are included in the audit
report as a matter of general information or background, but
were not of sufficient pertinence to the subject of the inquiry
to justify examination to the point of expressing an opinion.
or determining that one could not be expressed. Another situation would be one where the amount of examination and verification work required to support such an opinion would be too extensive in relation to available manpower resources and the need to devote them to work of higher priority and importance.

An example of a disclaimer follows:

For reasons explained in the preceding paragraph, we cannot express an opinion that the financial statements and reports present fairly its financial position at June 30, 19__, and the results of its operations for the fiscal year then ended.

Supplementing Financial and Operating Data

The auditor may be requested to state a conclusion as to the validity of certain supplementary information used for management purposes or for explanatory detail accompanying financial statements and reports. An example of a paragraph covering such an examination follows:

The accompanying supplementary information, although not considered necessary for a fair presentation of [revenues, expenditures, costs, budgets, costs claimed, costs questioned, etc.] is presented for supplementary analysis and information purposes. It has been subjected to the tests and auditing procedures applied in the examination of financial aspects mentioned above and in our opinion is fairly stated in all material respect in relation to such statements taken as a whole.

Additional paragraphs should be added for comments.
APPENDIX II

Dr. Edwards provided me with management information on CCTG's. Unfortunately, I did not have this information long enough to do a very exhaustive study. In fact, I have really evaluated only one hypothesis so far. The hypothesis is that the group decisions of the study section are derived by competitive compromise and are, therefore, consensus decisions. Further, these decisions are made on the distribution of an amount of money fixed by the allotted budget of the CCTGSS. Economic theorists have established that such a situation becomes Pareto optimal. The definition of Pareto optimality is as follows:

"Any organization (point) is said to be Pareto optimal or Pareto efficient when every reorganization that augments the value of one variable necessarily reduces the value of another." (Reprinted from: Ferguson, C. E.: Microeconomic Theory. Homewood, Illinois, Richard D. Irwin, Inc., 1969.)

The affect of Pareto optimality on the distribution of resources is by no means equitable:

"In determining the Pareto optimality of purely competitive equilibria, we took as given the distribution of skills and abilities to the population. The man who has managed, perhaps through diligent effort and long self-deprivation, to become highly skilled will be better rewarded, if his skills are highly valued, than will his less able neighbor. It is consistent with pure competition and Pareto optimality to have widely divergent purchasing power among consumers. Thus, some may starve while others grow fat, and one could not aid the destitute without hindering the affluent. Purely competitive equilibria are Pareto optimal; no one has claimed that they are nice." (Reprinted from: Lloyd, C.: Microeconomic Analysis. Homewood, Illinois, Richard D. Irwin, Inc., 1967.

In fact, when a Pareto optimal state exists, the distribution of resources becomes highly skewed and approaches a lognormal distribution. We plotted the amount of money requested, the amount of money awarded and the difference between these two values on log probability paper. The results are attached. As is evident in the attached graphs, the plots approach straight lines confirming that the distributions under study are approaching
The normality as would be expected if this study section's actions are approaching a Pareto optimal state. Pareto optimal states, by their nature, result in a very unequal distribution of resources.

To change from a Pareto optimal state resulting from pure competition to a more problem-oriented approach will require the adaptation of operational research methodology for the achievement of relevant objectives by interdisciplinary effort.

By the time this appendix was written, only Dr. Thompson had replied to my earlier paper. His letter is attached. Dr. Thompson raises the issue of empathy. Empathy is defined as "the capacity for participating in another's feelings or ideas." This would be necessary to develop consensus decisions. Consensus is defined as "group solidarity in sentiment and belief." Consensus decisions will be accepted by the group, but they place no obligation on individual members of the group for the decision. This latter fact has been of great concern to business managers because consensus errors can affect profit.

Again, the purpose of the evolving field of management by objective and operations research is to improve the quality, effectiveness and efficiency of interdisciplinary decisions. This is added in defense of the position that more objective-oriented operations research methodology should eventually be adapted by study sections that must consider the solution of national problems.

In summary, the four years of experience on the CCGSS has been a very interesting and educational experience and I shall miss the opportunity to engage in consensus decisions with you. As a result of the experience I shall remain a student of group decisions.
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Note: The chart shows the distribution of amounts with the corresponding percentage.
John S. Spratt, Jr., M.D.
Cancer Research Center
Columbia, Missouri 65201

Dear John:

I have read, with a great deal of interest, your position report.

As usual your experience and training in the field of administration has placed your position report in a very profound category.

It in my opinion is totally idealistic and from a business standpoint, in the management of our clinical cancer training grant program, essential.

However the humanitarian instinct or empathy factor of our committee still is going to leave a hiatus since not all of the individuals associated with the program will be knowledgeable and motivated.

Nevertheless I agree entirely in the position report.

Sincerely,

Ross B. Thompson, D.O.
Administrator

RBT/blt
TO: Dr. H. Lee
FROM: Dr. Murray
SUBJECT: AACI Concert

Dear Dr. Lee:

Enclosures

Interoffice
Interoffice Memorandum

TO: Dr. R. Lee Clark

FROM: Dr. Murray M. Copeland

DATE: February 23, 1972

SUBJECT: AACI Constitution and Bylaws

Dear Lee:

I would like to have a talk with you about this Constitution and Bylaws of the AACI at your convenience.

Sincerely,

Murray M. Copeland, M.D.
Vice President
University Cancer Foundation
(Chairman of the AACI Committee on Constitution and Bylaws)

Enclosures
MEMORANDUM

TO: Members of the AACI Committee on Constitution and Bylaws

Dr. Timothy R. Talbot, Jr.
Dr. Raynard H. Munn
Dr. James L. Liverman
Dr. John B. Spratt, Jr.

FROM: Dr. Murray M. Copeland

Please find material enclosed on the so-called Constitution. At the end of the articles on page 4, dated September 30, 1959, there is a resolution which refers to the adoption of the bylaws which are not present. This will require considerable clarification on the part of our Committee as to what constitutes constitution and what constitutes bylaws in the document which was finally adopted.

I have separated the activities recorded chronologically by the Roman numerals I-V for your review. I hope that we can have a meeting sometime in April at a convenient place for us all. Of course, there are no funds available for travel except from our individual institutions. I should think that Washington, D.C. could be the best place to hold such a meeting. Though I will be pleased to have it here so that we may have appropriate secretarial services available. Let me have your thinking on this. I will be in touch with you after returning from Australia April 2, 1978.

Very sincerely,

Murray M. Copeland
Chairman
Committee on Constitution and Bylaws
AACI

note: Dr. R. Lee Clark
MEMO TO: Dr. Murray M. Copeland
FROM: Dr. E. A. Mirand, Secretary-Treasurer
SUBJECT: Committee on Constitution and By-laws

At our meeting on February 8, 1972, at the National Institutes of Health in Bethesda, Maryland, members of the Association felt a committee should be organized to revise our constitution and by-laws. The reason for this is because there are and will be many requests processed for admission to the Association. To keep abreast of this, it was felt that our constitution and by-laws should be reviewed by all the members of the Association.

Members of the Association appointed to this Committee are as follows:

Dr. Murray M. Copeland. Chairman
Dr. Timothy R. Talbot, Jr.
Dr. Bayard H. Morrison
Dr. James L. Liverman
Dr. John S. Spratt, Jr.

We hope that this committee can report back to us at the time of our next meeting at the Eppley Institute for Research in Cancer at the University of Nebraska Medical Center in Omaha, on June 25-27, 1972.

EAM:co
cc: Dr. Harold P. Rusch, President
    Dr. John S. Spratt, Vice-President
CONSTITUTION
of the
ASSOCIATION OF CANCER INSTITUTE DIRECTORS

ARTICLE I

The name of this organization shall be the:

"ASSOCIATION OF CANCER INSTITUTE DIRECTORS."

ARTICLE II

The purpose of the Association shall be:

(a) the support of investigations of the causes, nature, treatment and prevention of malignant diseases

(b) encourage the exchange of ideas, information, personnel and special facilities between groups with predominate interests in cancer

(c) foster educational opportunities in the bio-medical sciences

(d) provide guidance to private and civil organizations concerning cancer research, education and the care of cancer patients

(e) hold meetings of the scientific executive officers of cancer institutes in order to expedite the forementioned purposes.

ARTICLE III

Membership

Sec. 1—Qualifications for Membership: Membership in this organization will be limited to the senior scientific executives of those institutions and autonomous divisions and departments whose principal activities are concerned with the study and treatment of malignancy.

Sec. 2—Procedure for Membership: A letter of nomination by a member of the association, indicating the qualifications of the nominee for membership in the Association shall be filed with the Secretary at least 3 months before the Annual Spring Meeting of the Association. The Secretary will distribute to the membership all pertinent information at least one month before the annual meeting.
Sec. 3—Election Procedure: The members will vote by secret ballot; an affirmative vote of four-fifths of the members will constitute election.

Sec. 4—Honorary Membership: The Association may elect as honorary members the scientific directors of cancer institutions of foreign countries. Eligibility for nomination and the election procedure will be as outlined in Sections 1, 2 and 3.

ARTICLE IV

Officers

Sec. 1—The officers of this organization shall be the President, the Vice-President and the Secretary-Treasurer. These officers shall have the respective duties that are customary for such officers, except as may be provided otherwise in the By-Laws.

Sec. 2—Regular elections for officers of this organization shall be held at the regular meeting in the spring of each year and the officers-elect shall take office immediately. The term of an officer shall end at the time when his successor takes office. An officer shall not be elected to the same office at regular elections after serving for a period of three years.

Sec. 3—A vacancy in any office other than that of the President shall be filled by appointment by the President until the next meeting. A special election shall be held at the next meeting.

ARTICLE V

This Constitution shall take effect immediately from the time of adoption and shall not be amended except by resolution presented at a regular meeting and approved by a vote of two-thirds of the active members.

BY-LAWS

ARTICLE I

Meetings

Sec. 1—Regular meetings of this organization shall be held twice a year, once in
The spring and once in the autumn. Special meetings may be held whenever there is sufficient reason. The place and the exact time of each meeting shall be selected by general consent. The place or the time of a scheduled meeting may be changed if all the officers agree to such a change.

Sec. 2—Two-thirds of the active membership shall constitute a quorum.

Sec. 3—In the absence of a member, the right to take part and to vote in a meeting shall be exercised by an alternate selected by that member. Such an alternate must be closely enough associated with that member's work and policies as to be fully qualified to act as his representative.

ARTICLE II

As soon as possible after each meeting, the Secretary-Treasurer shall send a copy of the minutes of that meeting, as approved by the President, to each member of the organization. At a suitable time in advance of each meeting, the Secretary-Treasurer shall send to each member a final notice of the place and the time of that meeting.

ARTICLE III

Committees

Except as may be otherwise provided by this organization, committees and their chairmen shall be appointed by the President.

ARTICLE IV

Parliamentary Authority

The rules contained in Robert's Rules of Order Revised, Seventy-Fifth Anniversary Edition, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE V

Dues and Assessments

The membership shall determine dues, subscriptions and assessments by a vote of approval by four-fifths of the members.
ARTICLE VI

Sec. 1—A proposed amendment to these By-Laws may be submitted in writing at any regular meeting of this organization.

Sec. 2—An amendment to these By-Laws may be adopted by a two-thirds vote of all the members or their alternates present and voting at the next regular meeting after the one at which the proposed amendment was submitted.

RESOLUTION

for the

ADOPTION of BY-LAWS

Whereas, It is believed that the welfare of cancer institutes can be better served if there exists an organization composed of the directors of such institutes; therefore,

be it

Resolved, That the accompanying By-Laws be adopted, with the following temporary limitations: first, that Sections 2 and 3 of Article III shall not apply to the persons listed below, who shall be the charter members of the Association of Cancer Institute Directors; and second, that any officers elected before the regular meeting in the spring of 1960 shall be regarded as coming under the provisions of Section 3 of Article III.
ATTENDANCE:
CLARK, R. L., GRACE, J., MOORE, C. E., PATTERSON, W. B., SIEPECH, W. L.,
STOCK, C.

Dr. Moore presiding

MEETING SUMMARY

The desirability of establishing a formal organization of the Cancer
Institute Directors was re-discussed. The following conclusions were reached:

1. A formal organization will be worthwhile.
2. A constitution was probably required and a preliminary draft will be
   readied by Dr. Moore for the next meeting.
3. The following list of activities were suggested for intensive study
   at future meetings of the Institute Directors:

   a. Educational topics:
      (1) Improvement of Graduate Education Program
      (2) Relation of clinical personnel between Institutes
          for special training.
      (3) Consider the effectiveness of research training
          programs for physicians.
      (4) Problems associated with nursing education
      (5) The training of technical personnel.

   b. Improvement of clinical care:
      (1) Discussion of Record Room problems
      (2) Accreditation for specialty training.
      (3) The handling of patients in research programs.

   c. Financial problems:
      (1) Discussion of present grant-in-aid programs
      (2) Institutional grants
      (3) Contracts
      (4) Construction grants
      (5) Building rehabilitation grants
      (6) Awards in support of cancer research
      (7) Scholarships and Fellowships.
4. Public Relations

5. A study of the relationship of faculty salaries, case of private patients, and the influence of insurance on the clinical program of Cancer Institute.

6. Communications between Institution:
   a. Dissemination of scientific reports.
   b. Exchange of or use of special equipment and personnel.
   c. The establishment of a clearing house for consideration of unorthodox research and therapeutic suggestions.
   d. The study of the publication of "Cancer Research".
   e. Study of conventions, symposium, and other meetings related to malignancy.

7. The establishment of an Advisory Group to civil agencies supporting cancer research.
David A. Wood, M.D.
Cancer Research Institute
University of California Medical Center
San Francisco 22, California

Dear David:

The only formal requirements for admission to ACID is that the Director representative of a cancer institute be proposed by a member of the Association.

I would be happy to act as your sponsor if you could give me information as to the size of your staff, its administrative relationship with the rest of the University and several sentences indicating any change in the status of the Institute in the foreseeable future.

If possible, I would like to get these materials so that perhaps I can gain official recognition for you before the next meeting. The next meeting should be particularly desirable since Dr. Heller will be host.

Sincerely,

George E. Moore, M.D.
November 23, 1959

George H. Moore, M.D.
Roswell Park Memorial Institute
Buffalo, New York

Dear George:

I was delighted to see you in Washington last week but regretted that the necessity of my attendance at the meeting of Cancer Coordinators in Houston made it necessary for me to leave the Clinical Conference at the end of the first day.

In reference to the association of Cancer Research Institute Directors, I have reviewed your September 25 letter and attachments with interest. Your offer to nominate me for membership is deeply appreciated. I am uncertain from the correspondence, however, whether formal action will be required from the University of California or whether membership can be on an informal personal basis. In event of the latter, I shall be most happy to accept your invitation.

With all good wishes,

Sincerely,

[Signature]

DAW:cg

David A. Wood, M.D.
Director
Cancer Research Institute
Dr. David Wood
University of California Medical Center
San Francisco, California

Dear Dr. Wood:

An Association of the Cancer Research Institute Directors has been formed recently. I am writing you at this time to inquire as to whether or not you and your Institute would be interested in joining such an Association. For your information, I am attaching a copy of the preliminary Constitution which has since been revised but does outline the objectives of the group. Attached also is a copy of the unofficial minutes of the group previous to its formal organization.

Briefly, we hope that it will be possible to discuss many of the immediate problems of the autonomous cancer research organizations. It is hoped that this mutual educational process will help the members to more effectively provide for future programs in cancer research, cancer education, and the attainment of better facilities and personnel.

In order to qualify for membership in this organization, it is necessary for a member to nominate a new group and to provide information attesting to the qualifications and interests of the prospective member. If you would be interested in joining the Association, I would be pleased to nominate your group for membership. It will be necessary for me to have information as to the autonomy of your group in planning research programs, financial support, the size and scope of its senior faculty, history of its development, and its relationship to the Medical School.

If I can provide further information which would be of help to you, I would be happy to do so.

Sincerely yours,

George E. Moore, M.D.

GEM:ns

Encs. (2)
CONSTITUTION
of the
ASSOCIATION OF CANCER INSTITUTE DIRECTORS

ARTICLE I

The name of this organization shall be the: "ASSOCIATION OF CANCER INSTITUTE DIRECTORS."

ARTICLE II

The purpose of the Association shall be:
(a) the support of investigations of the causes, nature, treatment and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel and special facilities between groups with predominate interests in cancer
(b) foster educational opportunities in the bio-medical sciences
(c) provide guidance to private and civil organizations concerning cancer research, education and the care of cancer patients
(d) hold meetings of the scientific executive officers of cancer institutes in order to expedite the aforesaided purposes.

ARTICLE III

Membership

Sec. 1—Qualifications for Membership: Membership in this organization will be limited to the senior scientific executives of those institutions and autonomous divisions and departments whose principal activities are concerned with the study and treatment of malignancy.

Sec. 2—Procedure for Membership: A letter of nomination by a member of the association, indicating the qualifications of the nominee for membership in the Association shall be filed with the Secretary at least 3 months before the Annual September Meeting of the Association. The Secretary will distribute to the membership all pertinent information at least one month before the annual meeting.

Sec. 3—Election Procedure: The members will vote by secret ballot; an affirmative
vote of four-fifths of the members present will constitute election.

Sec. 4--Honorary Membership: The Association may elect as corresponding members the scientific directors of cancer institutions of foreign countries. Eligibility for nomination and the election procedure will be as outlined in Sections 1, 2 and 3.

ARTICLE IV

Officers

Sec. 1--The officers of this organization shall be the President, the Vice-President, who also shall be President-elect, and the Secretary-Treasurer. These officers shall have the respective duties that are customary for such officers, except as may be provided otherwise in the By-Laws.

Sec. 2--Regular elections for officers of this organization shall be held at the annual meeting and the officers-elect shall take office immediately. The term of an officer shall end at the time when his successor takes office.

Sec. 3--A vacancy in any office other than that of the President shall be filled by appointment by the President until the next meeting. A special election shall be held at the next meeting.

ARTICLE V

Sec. 1--A proposed amendment to this Constitution must be submitted in writing to the Secretary at least one month before any regular meeting of this organization.

Sec. 2--An amendment to this Constitution may be adopted by a two-thirds vote of all the members or their alternates present and voting at the next regular meeting after the one at which the proposed amendment was submitted.

BY-LAWS

ARTICLE I

Meetings

Sec. 1--Regular meeting of this organization shall be held at least once a year.
Special meetings may be held whenever there is sufficient reason. The place and the exact time of each meeting shall be selected by general consent. The place or the time of a scheduled meeting may be changed if all the officers agree to such a change.

Sec. 2—Two-thirds of the active membership shall constitute a quorum.

Sec. 3—In the absence of a member, the right to take part and to vote in a meeting except on changes in the Constitution shall be exercised by an alternate selected by that member. Such an alternate must be closely enough associated with that member’s work and policies as to be fully qualified to act as his representative.

ARTICLE II

As soon as possible after each meeting, the Secretary-Treasurer shall send a copy of the minutes of that meeting, as approved by the President, to each member of the organization. At a suitable time in advance of each meeting, the Secretary-Treasurer shall send to each member a final notice of the place and the time of that meeting.

ARTICLE III

Committees

Except as may be otherwise provided by this organization, committees and their chairmen shall be appointed by the President.

ARTICLE IV

Parliamentary Authority

The rules contained in Robert’s Rules of Order Revised, Seventy-Fifth Anniversary Edition, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE V

Dues and Assessments

The membership shall determine dues, subscriptions and assessments by a vote of approval by four-fifths of the active members.
ARTICLE VI

Sec. 1—A proposed amendment to these By-Laws must be submitted in writing to the Secretary at least one month before any regular meeting of this organization.

Sec. 2—An amendment to these By-Laws may be adopted by a two-thirds vote of all the members or their alternates present and voting at the next regular meeting after the one at which the proposed amendment was submitted.

RESOLUTION

for the

ADOPTION of BY-LAWS

Whereas, It is believed that the welfare of cancer institutes can be better served if there exists an organization composed of the directors of such institutes; therefore, be it

Resolved, That the accompanying By-Laws be adopted, with the following temporary limitations: first, that Sections 2 and 3 of Article III shall not apply to the persons listed below, who shall be the charter members of the Association of Cancer Institute Directors; and second, that any officers elected before the regular meeting in the spring of 1960 shall be regarded as coming under the provisions of Section 3 of Article III.

R E V . 9/22/59
April 16, 1962

Air Mail

William L. Simpson, M. D.
Scientific Director
Detroit Institute of Cancer Research
4311 John R Street
Detroit 1, Michigan

Pet: Association of Cancer Institute Directors

Dear Bill:

I am indeed most happy to accept the invitation, extended in your April 10 letter, to become a member of the Association of Cancer Institute Directors and to take part in its activities. There is uncertainty at this moment as to whether or not it will be possible for me to attend the next meeting of the Association, scheduled for May 14 and 15 in Boston. Nevertheless, I would be glad to participate in the survey of salary levels for professional people in Cancer Research Institutes. I shall await receipt of the survey forms.

Thanks for the travel information concerning the International Cancer Congress in Moscow next July.

With all good wishes,

Cordially,

David A. Wood, M. D.
Director

DAW:cg
Dr. David A. Wood  
Cancer Research Institute  
University of California School of Medicine  
Department of Pathology  
San Francisco 22, California

Dear Dave:

Within the past couple of years you have had some loose contacts with  
the Association of Cancer Institute Directors. I am sure you know the general  
purposes for which the organization was created and that its principal goal is  
to provide a means for exchange of helpful information among those persons who  
have common problems and common responsibilities.

You may have heard from Lee Clark, the president of the Association,  
concerning actions taken with respect to new members at our February meeting in  
New York. If you have, I apologize for duplicating his letter, but I am uncer­
tain if he has written to you.

By unanimous decision of the group, an invitation is to be extended to  
you to become a member of the Association of Cancer Institute Directors and to  
take part in our activities. You may wish to know more about the formal nature  
of the organization and to that end I enclose a copy of the only by-laws that  
were ever drawn up. These were actually accepted with some modifications, but  
George Moore never got around to making changes in them; to all intents and pur­
poses, I guess they will remain in their present form until there is some indica­
tion to modify them.

The officers and other members of the Association and the institutions  
they represent are as follows:

<table>
<thead>
<tr>
<th>Position</th>
<th>Institution</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dr. R Lee Clark, Jr., President</td>
<td>M. D. Anderson Hospital and Tumor Institute</td>
</tr>
<tr>
<td>Dr. Kenneth Endicott, Vice Pres.</td>
<td>National Cancer Institute</td>
</tr>
<tr>
<td>Dr. Wm. L. Simpson, Sec.-Treas.</td>
<td>Detroit Institute of Cancer Research</td>
</tr>
<tr>
<td>Dr. Sidney Farber</td>
<td>Children's Cancer Research Foundation</td>
</tr>
<tr>
<td>Dr. John R. Heller</td>
<td>Memorial Sloan-Kettering Cancer Center</td>
</tr>
<tr>
<td>Dr. George E. Moore</td>
<td>Roswell Park Memorial Institute</td>
</tr>
<tr>
<td>Dr. Bradley Patterson</td>
<td>Pondville Hospital</td>
</tr>
<tr>
<td>Dr. Harold Rusch</td>
<td>McArdle Memorial Laboratory for Cancer Research</td>
</tr>
<tr>
<td>Dr. Timothy Talbot</td>
<td>Institute for Cancer Research</td>
</tr>
</tbody>
</table>

In addition to these persons, who are the chief representatives of their  
institutions, our meetings have been attended at times by Drs. Murray Copeland  
from M. D. Anderson, Carl Baker and Robert Learmonth of the National Cancer Insti­
tute, Frank Horsfall, Leo Wade, Fred Nordsiek, Chester Stock and Henry T. Randall  
of the Memorial Sloan-Kettering group and James Grace from Roswell Park.

The next meeting of the Association is scheduled for May 14 and 15 at  
the Children's Cancer Research Foundation in Boston. Dr. Sidney Farber from that  
organization and Dr. Brad Patterson from Pondville will be co-hosts.
Among the programs of study undertaken by the group is one of a survey of salary levels for professional people in cancer research institutes. It is proposed to collect and analyze professional salary data from the several institutions in time for the Boston meeting. If you wish to participate in this, please let me know and I will forward the appropriate survey forms to you at once.

Aside from the formal business of the Association you may know of someone who wishes to attend the Moscow meeting in company with a group which would benefit from the low fares accorded to groups of 25 or more persons. I enclose a copy of a letter sent recently to other members of the Association on this subject.

Needless to say, the members of the Association are all most hopeful that you will choose to join the group. We look forward to the possibility of many mutually beneficial contacts through such an association.

Cordially yours,

William L. Simpson, M.D.
Scientific Director

WLS: encl.
encl.
Agenda

Meeting of Association of Cancer Institute Directors
Sloan-Kettering Institute June 7, 1966

1. Approval of minutes of special meeting, Feb. 5, 1966.


5. Possible expansion of A.C.I.D.


8. Control of publicity from cancer centers.


10. Nominating Committee for Officer for 1967.

11. Site and date of next meeting.

12. Other business.

Note: discussion regarding revision of By-laws postponed from New York meeting (1966) until the following year, Oklahoma City, 1967.
ASSOCIATION OF CANCER INSTITUTE DIRECTORS

The Association of Cancer Institute Directors met for dinner on Sunday, June 5, 1936 at the Century Association. The Directors were guests of the Sloan-Kettering Institute on Monday, June 6, and heard presentations of scientific work from ten staff members at the Sloan-Kettering Laboratory in N.Y.C., New York. The Sloan-Kettering Institute entertained the Directors on Monday evening at the Union Club. The Directors met in business session in the Robb Lounge of the Memorial Cancer Center, Tuesday, June 7, 1936.

Present

Present were: Drs. Atman, Bailey (for Preston), Beck, Clark, Copeland, Cutler, Elrod, Endicott, Parker, John Foley (Nebroda), Foley (Boston), Hallock, Harvard, Jacobson, Lenton, Moore, Spratt, Stephenson, Talbot, Van der Werf, Wade and Warren; and Miss Stephen.

Absent

Absent: Drs. Preston, Gelman, Rush, Sladen, Neihouse and Wood.

Meeting Convened

The meeting was called to order by the Chairman at 9 a.m.

Minutes Approved

Minutes of the meeting of the Association of February 9, 1936 were approved as distributed by the Secretary on a motion by Dr. Harvard.

Change in Name

The members considered the possibility of expansion of the Association and at the same time recognized the need to clarify the qualifications for membership. After lengthy discussion, it was moved by Dr. Elrod, seconded by Dr. Spratt and carried that the name of the Association be changed to the Association of Cancer Institutes. Though no such action would require a change in the by-laws, it was agreed that the by-laws should be examined and that changes might be suggested so as to define the qualifications for membership, etc. Voted by Dr. Spratt that the suggested changes be circulated by mail in advance of the next meeting and that the President appoint a committee of members to recommend such changes. The motion was carried.

Publicity

Problems of publicity such as have affected cancer institutes recently were discussed. Although it was generally agreed that publicity concerning cancer research has served useful purposes in the past, there has recently been excessive publicity given to premature results. Dr. Van der Werf suggested that Directors should consult scientific circles before they are asked to science writers. Dr. Endicott indicated that the major problem was education of the scientist so that he could communicate effectively with representatives of the mass media. Institutions of substantial size can probably handle these problems best by appointment of an information officer who has had a background in newspaper work.

Animal Legislation

Dr. Endicott reported that the League Bill regulating traffic in animals had passed the House of Representatives. It is anticipated that a second bill to be introduced as an administration bill would give the Secretary of Health, Education and Welfare authority to upgrade animal care in laboratories. Construction funds may become available for improvement of animal facilities. Following discussion of a possible resolution concerning
care of experimental animals, the Secretary read the following excerpt from minutes of the meeting of May 14, 1962:

"The Association of Cancer Institute Directors recognizes, on the basis of long concern with animal experimentation, that the quality of animal research is greatly influenced by the health and well being of the experimental animals employed in that research. In the furtherance of this conviction, the Association hereby endorses the statements published by the Animal Care Committee of the National Research Council on rules for the humane treatment of experimental animals.

"It is recognized that individual problems in which animal experimentation is required vary and must be regulated within each qualified scientific institution. It is therefore recommended that each member institution adopt as its basic animal care policy the rules for humane use of experimental animals referred to above and that the adoption of such a basic policy be notified to the President and Secretary of this Association in writing."

It was agreed that this resolution should be reported in the minutes of the present meeting and that members be asked to notify the President and Secretary of their compliance with the regulations concerning the care of experimental animals.

I.C.S. Legislation

Progress towards implementation of the Heart Disease, Cancer and Stroke legislation was next discussed. These appeared to be a consensus that the planning funds available through the Heart, Cancer, Stroke Council will be allocated only to applicants the present programs in all three of these categorical areas. The Heart, Cancer, Stroke Council will probably refer single area applications to individual institutions within the National Institutes of Health for review and possible funding.

The National Cancer Institute has allocated most of the $600,000 available in fiscal 1966 for planning grants in the cancer field. It is expected that $600,000 more will be available for planning grants for cancer centers in fiscal 1967. Applications for such planning grants are not limited by the restrictions imposed on applicants for the broader heart, cancer, stroke planning grants.

Dr. Endicott stated that the improvement of cancer training and research called for a two-pronged attack. First, the National Cancer Institute should attempt to strengthen every medical school in its cancer education by means of cancer clinical training grants. Second, the National Cancer Institute should strengthen the existing cancer centers and make provisions for new ones for both research and training. This will require the use of cancer center planning funds initially.
Members turned to discussion of the single instrument support program for cancer centers. Dr. Endicott reviewed the examples of such support at the M. D. Anderson Laboratory and Institute for Cancer Research in Philadelphia, and Dr. Kornfeld reviewed the steps by which the single grant had been developed for Fearn-Kettering. Although the Public Health Service will probably not extend the single instrument support widely until more experience has been gained in those centers where it is now being tried, Dr. Endicott indicated their willingness to explore any combination of grants and contracts that would appeal to an individual institution.

Dr. Clark stated that the American Committee of the International Union Against Cancer had approved the request from the M. D. Anderson Hospital and Tumor Institute that the 10th International Cancer Congress be held in Houston in 1970 and that they would present this request to the International Union in Tokyo. He invited the Association of Cancer Institute Directors to act as a co-sponsor of the Congress with M. D. Anderson as host. He explained that this would not involve financial support from the cancer institute. It was moved by Dr. Kornfeld that the Association of Cancer Institute enthusiastically supports the invitation to hold the 10th International Cancer Congress in Houston in 1970 and that this endorsement be communicated to the committees responsible for extending the invitation.

The meeting was adjourned for luncheon in the cafeteria of the Hotel Lounge.

Following luncheon the meeting of the Association was reconvened.

The Secretary presented a brief summary of the survey that had been conducted on fringe benefits for employees of cancer institute. He agreed to circulate a more comprehensive report to the members at a later date.

Following some discussion it was moved by Dr. Kornfeld and seconded that expenses of the Association be met by assessment of dues or registration fees for attendance at meetings and that some such provision be considered in connection with the proposed revision of the by-laws. Motion was carried.

The Secretary called attention to the fact that officers for 1957 should be elected at the fall meeting of the Association. The Chairman agreed to designate a nominating committee well in advance of that meeting so that there would be time for them to give full consideration to their recommendations.

Inasmuch as the International Cancer Congress in Tokyo and associated travel may interfere with the fall meeting at the usual time, it was agreed that a meeting will be called for Rochester probably on September 25, 1956 if there is sufficient business to require one, and that if there is not, the fall meeting will be dispensed with and the next regular meeting will be held in April or May 1957 at the Oklahoma Medical Research Foundation.

Members next joined in a discussion of problems related to experimentation with human subjects. At the Chairman's request, Dr. Kornfeld reviewed in detail the procedures that have been set up to evaluate proposals for investigation and to assure informed consent from subjects.
Copies of the outline of procedures used at the Memorial Cancer Center and representative forms for consent were provided by Dr. Morefield and are attached to these minutes.

Dr. Morefield thanked Members of the Association expressed their appreciation to Dr. Morefield, and the Sloan-Kettering Institute for the fine arrangements for the meeting and for their generous hospitality during these three days.

Adjournment The meeting adjourned at 2:15 p.m.

Respectfully submitted,

William L. Simpson, M.D.
Secretary-Treasurer
ASSOCIATION OF CANCER INSTITUTE DIRECTORS
Oklahoma Medical Research Institute
Business meeting Monday, June 19; and Tuesday, June 20, 1967

Agenda

1. Correction and approval of minutes of meeting of June 5, 1966

2. Plans for Cancer Congress in 1970

3. Plans for developing testimony on needs of cancer institutes and for presenting material to House and Senate Committees

4. Revision of by-laws to recognize membership by institutions rather than individual directors

5. Definition of institutions eligible for membership

6. Report on legislation and activities of the National Cancer Institute

7. Report on Oklahoma Regional Planning for Heart Disease, Cancer and Stroke

8. General discussion of Heart Disease, Cancer and Stroke Program

9. Discussion of plans for development of an Oklahoma Health Center by Dean James L. Pannis of the University of Oklahoma School of Medicine — Dr. Joseph White —

10. Election of officers for 1967

11. Other business
ASSOCIATION OF CANCER INSTITUTE DIRECTORS

The Association of Cancer Institute Directors met for dinner in the Regency Room of the Oklahoma City Golf and Country Club on Sunday, June 18, 1967. Members were guests of the Oklahoma Medical Research Foundation on Monday morning, June 19, at which time scientific presentations were made by seven members of the staff of the Cancer Division. Following lunch at the Faculty House, the Directors met in business session at 1:30 p.m. in the Garden Room of the Faculty House.

Present

Present were: Drs. Copeland with Clark, Condit with Eliel, George Foley with Farber, Hornsfall, Leron, Minball with Liverman, Rusch, Shubik, Simpson, Talbot, Warren, Weinhouse, Wood, Bodily, Mr. Haskins and Dr. Cook with Dr. Spratt, and Miss Stephan with Dr. Endicott.

Absent

Absent: Drs. Ausman, Curreri, Gellhorn, Jacobson and Moore.

Minutes Corrected

Minutes of the meeting of June 5, 1966 were corrected to show that Drs. Weinhouse and Wood were present and Dr. Talbot was absent from the meeting. It was moved by Dr. Warren that the minutes be approved as corrected. Motion was seconded and passed.

Death of Dr. Silliphant

At the request of Dr. Farber, the Chairman, Dr. David Wood informed the Association of the death on May 29, 1967 of Dr. William Merrill Silliphant, who had met with the Association as the alternate representative from the Cancer Research Institute of the University of California, San Francisco. It was moved by Dr. Wood that the Association of Cancer Institute Directors adopt the following resolution in tribute to Dr. Silliphant:

Resolution

With deep regret the Association of Cancer Institute Directors records its sorrow at the death of William Merrill Silliphant, M.D., on May 29, 1967, and expresses its deepest sympathy to Mrs. Silliphant and the other members of his family in their bereavement. We have long recognized the outstanding contributions of Dr. Silliphant to pathology, to medical education and to scientific administration and held him in the highest esteem as a physician, scientist and friend. His genial companionship and wise counsel as a member of this Association will be sincerely missed by all of us.

The resolution was adopted, with members standing in silent tribute to our late colleague.

Cancer Congress

Dr. Clark initiated a discussion of plans for the Cancer Congress in 1970 by outlining the manner in which members of the American Committee for the International Cancer Congress had been selected by Dr. Keith Cannon of the National Academy of Sciences. As originally named, the U.S.A. National Committee included the following: Dr. H. H. Copeland, Chairman, Mr. Frances Wilson, Dr. Charles Heldeleberger, Dr. Emil Frei, III, Dr. Chester Stock and Dr. W. Ray Bryan. Since the time of the original appointment, Drs. Stock and Bryan have left the Committee and have been replaced by Drs. Michael Shinkin and Lester Breslow.
June 17, 1967

In order to change the name, constitution and by-laws as agreed at the meeting of the Association of Cancer Institute Directors in June 1966, the following specific amendments would appear to be required. Words to be deleted are in parentheses; those to be added are underlined.

ARTICLE I

The name of this organization shall be the:

[The] American Association of Cancer Institute Directors (Directors) AACI

ARTICLE III

Membership

Section 1 - Qualifications for Membership: Membership in this organization will be limited to the senior scientific executives of those institutions and autonomous divisions and departments of institutions whose principal activities are concerned with the study and treatment of malignancies. Each such institution shall notify the secretary in writing of the name(s) of its representative.

These representatives will constitute the active membership of the Association.

(Section 4 - Honorary Membership: The Association may elect as corresponding members the scientific directors of cancer institutions of foreign countries. Eligibility for nomination and the election procedure will be as outlined in Sections 1, 2 and 3.)
Dr. Farber read a letter from Herbert H. Gardner of the National Academy of Sciences of the National Research Council inviting the Association of Cancer Institute Directors to name a member of the National Organizing Committee, Tenth International Cancer Congress. It was moved by Dr. Spratt that the Chairman select one or two members to serve on the National Organizing Committee and submit those names to the U.S.A. Committee for appointment. Motion was seconded and carried.

Dr. Copeland reviewed the steps taken by the U.I.C.C. concerning the Congress, following which agreement was reached that pre-Congress symposia are to be held at Houston on May 22, 23 and 24, 1970; at the conclusion of the pre-Congress conferences, an opening ceremony will be held Sunday evening and the regular meetings of the Tenth International Cancer Congress would follow Monday through Friday, May 25 through May 29.

It is still hoped that there can be some symposia or "Open Houses" in various parts of the United States prior to and after the Congress. Primarily these would be planned at cities where foreign visitors could easily stop on their way to or from Houston. Dr. Clark stated that he would appoint a sub-committee to plan such pre- and post-Congress visitations or open houses.

The question of special membership by the Association of Cancer Institute Directors in the International Union Against Cancer was discussed at length. After the qualifications for membership in the U.I.C.C. had been reviewed, it was suggested by Dr. Endicott that several institutes might apply for individual memberships. Dr. Copeland outlined the procedure for this. An application must be sent to the Secretary-General of the U.I.C.C. in the Geneva office. It is to be accompanied by an audited financial statement, a copy of the constitution and an annual report for the preceding year. The application will be referred to the U.S.A. representatives on the U.I.C.C. for recommendations; final decisions will be made by the Council.

The Secretary distributed copies of proposed changes in the by-laws to accomplish the objectives outlined at the previous meeting. Following extensive discussion of the proposed changes, the members adopted the new name for the Association as "Association of American Cancer Institutes" on a motion by Dr. Teplitz, which was duly seconded and carried. Section 1, Article III - Qualifications for Membership - was revised on a motion by Dr. Morsfall, which was seconded by Dr. Wood and carried, to read as follows: "Membership in this organization will be limited to those American institutes whose principal activities are concerned with the study and/or treatment of cancer. Each such institute shall notify the Secretary in writing of the names of its senior scientific executive and his alternate, who will constitute the active membership of the Association."

At this point Dr. Eliel introduced Dr. Joe White, Dean of the Faculty of the University of Oklahoma School of Medicine, who described plans for development of the Oklahoma Health Science Center. These plans call for the expenditure of $200,000,000 during the next ten years. Following the presentation, Dr. White was thanked by the Chairman for his lucid description of their plans.

The Committee turned again to the question of membership in U.I.C.C. by the Association of American Cancer Institutes. Following further di-
sion, it was moved by Dr. Wood that the Association explore and proceed to take such steps as are necessary to nominate an appropriate number of members of the National Academy of Science U.S.A. Committee of the International Union Against Cancer. Motion was seconded by Dr. Horsfall and passed.

The members next discussed Congressional appropriations for the National Cancer Institute and regional medical programs and the legal status of institute directors who testify before Congressional committees. Conflicting opinions had been received by various directors from their legal counsellors regarding possible consequences of appearing before such committees. Legal opinions ranged from one extreme stating that the chief executive officer cannot disassociate himself from the institution and may jeopardize the tax-free status of the institution if he makes any attempt to influence legislation. At the other extreme was the opinion that it is not only proper, but actually a duty of any citizen to appear before a Congressional committee upon invitation and that such appearance has nothing whatsoever to do with the tax-exempt status of his institution.

At 5:15 p.m. the meeting was adjourned until Tuesday morning. Members participated in a cocktail party at the Faculty Club as guests of the Oklahoma Medical Research Foundation and in dinner at the Beacon Club in downtown Oklahoma City.

The meeting was reconvened in the Garden Room of the Faculty House at 9:15 a.m.

Dr. Farber opened the meeting by reviewing the recommendations of the citizens Committee for Cancer Center Appropriations. These included the recommendation of $641,000,000 for support of 20 cancer centers and $10,000,000 in non-matching construction money for such centers. He pointed out that Senator Hill was still firmly opposed to non-matching grants for construction.

Dr. Clark appealed to the Association of American Cancer Institutes to provide leadership in development of 10 regional cancer centers and questioned whether the Association would itself be eligible for a planning grant to study the resources for cancer control and needs on a national basis.

Dr. Farber reviewed the history of development of the concept of a series of cancer institutes from the earliest days when cancer research was "outside the main stream of medicine". It was generally agreed that the concept of cancer institutes was not really compatible with the Heart Disease, Cancer and Stroke program. There will probably be at least 50 regional medical programs before that activity can be considered completed, but there does not appear to be a need for that many cancer centers and no need for them all to be on a regional basis.

Dr. Endicott suggested two approaches to the problem of cancer control programs. First is the development of specialized cancer centers providing competence in training certain kinds of research, etiology, prevention, etc. These could serve as national or even international centers. The Public Health Service should provide long-range general support for these centers. At the present time it is thought that there might be approximately 20 of these needed. Two, we must simultaneously try to improve
cancer care and training in medical schools. Ultimately some of these medical school related programs may develop into national centers. Dr. Endicott outlined four tools available for accomplishment of the objectives listed:

1. The clinical cancer center. These have not been well accepted by medical schools, but are a most useful part of the cancer center program.

2. Radiation therapy training centers. Grants to establish these were initiated in 1950, at which time the deplorable shortage of trained radiation therapists in the United States was acknowledged. Even with an increase to about 15 such centers, there are only 50 residents in training this year.

3. Cancer clinical training grants. These grants replaced the $25,000 formula grants to medical schools and require that the schools develop strong plans for inter-departmental training programs. They have been well accepted requests for such grants exceed the funds available at the present time.

4. Cancer center planning grants. These grants have been little publicized and little used. These grants are intended to permit an institution to plan its own strong cancer center program.

The question was raised as to whether the Association of American Cancer Institutes could qualify as an appellant for a planning grant and use such a grant to study the resources and needs for cancer centers on a national basis. It was recognized that this could not be done unless the Association of American Cancer Institutes were to become a corporation. Following discussion of the pros and cons of such action, it was moved that the officers be appointed to appoint a committee to examine the purposes and objectives of the organization, the manner of organization and whether it should be incorporated, with a report to the Association at the next meeting. The motion was seconded and carried.

At this point Dr. Farber had to leave and asked Dr. Endicott to assume the chairmanship of the meeting.

With respect to a report on activities of the National Cancer Institute and actions of the Congress with respect to budgets, Dr. Endicott distributed copies of a report, which he had asked Miss Stephen to prepare. Moved by Dr. Warren that the Association congratulate Dr. Endicott and Miss Stephen on the clarity and completeness of this report. The motion was unanimously carried.

The Chairman called on Dr. Clark to present the slate of officers proposed by the Nominating Committee. Nominations were - for President, Dr. Timothy Talbot; for Vice-president, Dr. Frank Marsfield; for Secretary-Treasurer, Dr. Henry Leman. It was moved by Dr. Spratt that these officers be elected for 1967. Motion was seconded and unanimously carried.

After consideration of several possible sites for the next meeting, it was moved by Dr. Weinhouse that the Association accept the invitation to meet at the Oak Ridge National Laboratory, December 10 to 12, 1967. This was seconded and carried.
New Members Discussed

A number of potential new members of the Association were named, but by general consent it was agreed to postpone action until the question of incorporation of the Association had been resolved.

Adjournment

The meeting adjourned at 11:30 a.m.

Respectfully submitted,

[Signature]

William L. Simpson, M.D.
Secretary-Treasurer
August 7, 1967

Memorandum to: Members of the Association of Cancer Institute
              Directors
From: William L. Simpson, M.D.
Re: Minutes, roster, etc.

Accompanying this note is a set of provisional minutes for the meeting of A.C.I.D./A.A.C.I. held at the Oklahoma Medical Research Foundation on June 18, 19, 20, 1967.

At the meeting in Oklahoma City several persons asked for lists of the current representatives of the cancer institutes. I enclose a copy of the last roster of members but assume that a revised and up-to-date list will be prepared by the new Secretary-Treasurer when member institutes have filed the names of their representatives as provided in the revised by-laws.

Preparation of these minutes is my last function as Secretary-Treasurer of A.C.I.D. I want to thank all of the members and especially the other Officers who have served during the last several years for allowing me the privilege of this office.

WLS:encl.

P. S. Dear Dave:

So far I have not received the $14.00 for your registration for meals in Oklahoma City. I mention it so that if you have already mailed a check, you can begin to trace it in case it has gone astray.
ASSOCIATION OF CANCER INSTITUTE DIRECTORS

Howard Bodily, Ph.D.
State Department of Public Health
Bureau of Chronic Diseases
2151 Berkeley Way
Berkeley, California 94704

R. Lee Clark, M.D.
Murray Copeland, M.D. (Alternate)
H. D. Anderson Hospital and Tumor Institute
Texas Medical Center
Houston, Texas 77025

A. R. Curreri, M.D.
Clinical Oncology Division
Department of Surgery
Medical School
University of Wisconsin
Madison, Wisconsin 53706

Leonard P. Elie, M.D.
Oklahoma Medical Research Institute
825 Northeast Thirteenth Street
Oklahoma City, Oklahoma 73104

Kenneth H. Endicott, M.D.
National Cancer Institute
National Institutes of Health
Bethesda, Maryland 20014

Sidney Farber, M.D.
Children's Cancer Research Foundation
35 Binney Street
Boston, Massachusetts 02115

Alfred Gellhorn, M.D.
Institute of Cancer Research
College of Physicians and Surgeons
Columbia University
New York, New York 10032

Frank L. Horsfall, Jr., M.D.
Leo Wade, M.D. (Alternate)
Sloan-Kettering Institute for Cancer Research
New York, New York 10021

Leon O. Jacobson, M.D.
Argonne Cancer Research Hospital
920 East 59th Street
Chicago, Illinois 60637

Henry H. Lamon, M.D.
Bougane C. Eppley Institute
13th and Daves Avenue
Omaha, Nebraska 68105

James P. Liverman, Ph.D.
R. P. Kimbrell, Ph.D. (Alternate)
Oak Ridge National Laboratory
Oak Ridge, Tennessee 37830

Biology Division
Post Office Box Y
Oak Ridge, Tennessee 37830

George E. Moore, M.D.
Robert K. Auman, M.D. (Alternate)
Roswell Park Memorial Institute
Buffalo, New York 14203

Harold P. Rusch, M.D.
McArdle Memorial Laboratory
The University of Wisconsin
The Medical School
Madison, Wisconsin 53706

Philippe Shubik, M.D.
Institute for Medical Research
The Chicago Medical School
2020 West Ogden Avenue
Chicago, Illinois 60612

William L. Simpson, M.D.
Detroit Institute of Cancer Research
4811 John R Street
Detroit, Michigan 48201

John S. Spratt, Jr., M.D.
Ellis Fischel State Cancer Hospital
Columbia, Missouri 65201

T. R. Talbot, Jr., M.D.
The Institute for Cancer Research
7701 Burholme Avenue
Fox Chase
Philadelphia, Pennsylvania 19111

Shields Warren, M.D.
Cancer Research Institute
New England Deaconess Hospital
194 Pilgrim Road
Boston, Massachusetts 02215

Sidney Weinhouse, Ph.D.
Pels Research Institute
Temple University School of Medicine
Philadelphia, Pennsylvania 19140

David A. Wood, M.D.
Cancer Research Institute
University of California Medical Center
1202 Moffitt Hospital
San Francisco, California 94112

August 7, 1967
May 17, 1967

Memorandum to: Members of the Association of Cancer Institute Directors

From: William L. Simpson, M.D., Secretary-Treasurer

Re: Plans for meeting June 16, 19 and 20, 1967

This will remind you that a regular meeting of the Association of Cancer Institute Directors will be held June 18, 19 and 20, 1967 at the invitation of the Oklahoma Medical Research Foundation, Oklahoma City.

Len Elicl has made arrangements for us to be housed at the Downtown Holiday Inn, 520 West Main Street in Oklahoma City. A postcard is enclosed for your use in making a room reservation.

Arrangements made for the meeting include:

Dinner, Sunday evening, June 18, at a restaurant still to be selected.

The presentation of a program on the cancer research activities of the Oklahoma Medical Research Foundation on Monday morning, June 19.

Lunch Monday - University of Oklahoma Medical Faculty House.

Business meeting Monday afternoon at the Faculty House.

Cocktail party as guests of the Oklahoma Medical Research Foundation Monday evening, followed by dinner at the Faculty House.

Tuesday, June 20, business meeting continued with lunch at the Faculty House and adjournment to permit afternoon departure.

As suggested at the last meeting, a registration fee for each member attending the meeting will be charged to cover the cost of meals arranged for the group. It is estimated that a registration fee of $14.00 will cover the two dinners and two lunches. If you do not plan to be in Oklahoma City early enough for the dinner Sunday night, this can be reduced to $9.00.

Agenda planned for the business meeting include:

Approval of minutes of meeting of June 5, 1966

Revision of by-laws to recognize membership by institutions rather than individual directors

Election of officers for 1967

Definition of institutions eligible for membership

Plans for Cancer Congress in 1970
Report on legislation and activities of the National Cancer Institute

Report on Oklahoma Regional Planning for Heart Disease, Cancer and Stroke

General discussion of Heart Disease, Cancer and Stroke Program

Discussion of plans for development of an Oklahoma Health Center by Dean James L. Dennis of the University of Oklahoma School of Medicine

Other business

Please send your cards for motel reservations to Len Eliol and your checks for registration in the amounts indicated above to me as soon as possible. At the same time I shall be glad to receive any suggestions for additional agenda.

WLS:mv
encl.
CONSTITUTION
of the
ASSOCIATION OF AMERICAN CANCER INSTITUTES

ARTICLE I

The name of this organization shall be the:
ASSOCIATION OF AMERICAN CANCER INSTITUTES

ARTICLE II

The purpose of the Association shall be:
(a) the support of investigations of the causes, nature, treatment and prevention of malignant diseases by encouraging the exchange of ideas, information, personnel and special facilities between groups with predominant interests in cancer
(b) foster educational opportunities in the bio-medical sciences
(c) provide guidance to private and civil organizations concerning cancer research, education and the care of cancer patients
(d) hold meetings of the scientific executive officers of cancer institutes in order to expedite the aforementioned purposes.

ARTICLE III

Membership

Sec. 1 - Qualifications for Membership: Membership in this organization will be limited to those American institutes whose principal activities are concerned with the study and/or treatment of cancer. Each such institute shall notify the Secretary in writing of the names of its senior scientific executive and his alternate, who will constitute
the active membership of the Association.

Sec. 2 - Procedure for Membership: A letter of nomination by a member of the association, indicating the qualifications of the nominee for membership in the Association shall be filed with the Secretary at least 3 months before the Annual September Meeting of the Association. The Secretary will distribute to the membership all pertinent information at least one month before the annual meeting.

Sec. 3 - Election Procedure: The members will vote by secret ballot; an affirmative vote of four-fifths of the members present will constitute election.

Sec. 4 - Honorary Membership: The Association may elect as corresponding members the scientific directors of cancer institutions of foreign countries. Eligibility for nomination and the election procedure will be as outlined in Sections 1, 2 and 3.

ARTICLE IV

Officers

Sec. 1 - The officers of this organization shall be the President, the Vice-President, who also shall be President-elect, and the Secretary-Treasurer. These officers shall have the respective duties that are customary for such officers, except as may be provided otherwise in the By-Laws.

Sec. 2 - Regular elections for officers of this organization shall be held at the annual meeting and the officers-elect shall take office immediately. The term of an officer shall end at the time when his successor takes office.
Sec. 3 - A vacancy in any office other than that of the President shall be filled by appointment by the President until the next meeting. A special election shall be held at the next meeting.

ARTICLE V

Sec. 1 - A proposed amendment to this Constitution must be submitted in writing to the Secretary at least one month before any regular meeting of this organization.

Sec. 2 - An amendment to this Constitution may be adopted by a two-thirds vote of all the members or their alternates present and voting at the next regular meeting after the one at which the proposed amendment was submitted.

BY-LAWS

ARTICLE I

Meetings

Sec. 1 - Regular meeting of this organization shall be held at least once a year. Special meetings may be held whenever there is sufficient reason. The place and the exact time of each meeting shall be selected by general consent. The place or the time of a scheduled meeting may be changed if all the officers agree to such a change.

Sec. 2 - Two-thirds of the active membership shall constitute a quorum.

Sec. 3 - In the absence of a member, the right to take part and to vote in a meeting except on changes in the Constitution shall be exercised by an alternate selected by that member.
Such an alternate must be closely enough associated with that member's work and policies as to be fully qualified to act as his representative.

ARTICLE II

As soon as possible after each meeting, the Secretary-Treasurer shall send a copy of the minutes of that meeting, as approved by the President, to each member of the organization. At a suitable time in advance of each meeting, the Secretary-Treasurer shall send to each member a final notice of the place and the time of that meeting.

ARTICLE III

Committees

Except as may be otherwise provided by this organization, committees and their chairmen shall be appointed by the President.

ARTICLE IV

Parliamentary Authority

The rules contained in Robert's Rules of Order Revised, Seventy-Fifth Anniversary Edition, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE V

Dues and Assessments

The membership shall determine dues, subscriptions and assessments by a vote of approval by four-fifths of the active members.
ARTICLE VI

Sec. 1 - A proposed amendment to these By-Laws must be submitted in writing to the Secretary at least one month before any regular meeting of this organization.

Sec. 2 - An amendment to these By-Laws may be adopted by a two-thirds vote of all the members or their alternates present and voting at the next regular meeting after the one at which the proposed amendment was submitted.

RESOLUTION

for the

ADOPTION of BY-LAWS

Whereas, It is believed that the welfare of cancer institutes can be better served if there exists an organization composed of the directors of such institutes; therefore, be it

Resolved, That the accompanying By-Laws be adopted, with the following temporary limitations: first, that Section 2 and 3 of Article III shall not apply to the persons listed below, who shall be the charter members of the Association of American Cancer Institutes; and second, that any officers elected before the regular meeting in the spring of 1960 shall be regarded as coming under the provisions of Section 3 of Article III.

Latest revision - 1967
February 17, 1972

PERSONAL

R. Lee Clark, Jr., M.D.
President
The University of Texas at Houston
M.D. Anderson Hospital and Tumor Institute
6723 Bertner Avenue
Houston, Texas 77030

Dear Lee:

I enjoyed greatly my telephone conversation with you earlier today.

In reference to the search for the Revised Constitution and By-Laws of the Association of American Cancer Institutes, the matter is settled. Subsequent to our conversation I have just learned from Ed Mirand that he did in fact discover the ones I had loaned to him in Madison last June and has already forwarded copies of the complete packet (original, revised and roster) to Murray Copeland & Harold Rusch. It is too bad I did not receive this information prior to my telephone call to you. However, because Ed, his Secretary (Miss O'Leary), and Jerry Murphy had phoned me individually regarding both "the old & revised" Constitution and By-Laws, I felt it necessary to proceed. I hope I caused you no undue inconvenience.

In reference to the Report of the Jan. 9-11 Houston meeting, I enclose a copy of my telegram to Harold Rusch.

Information regarding present status of the MCC was appreciated and will be helpful. Do you plan to attend the March 14-15 meeting scheduled for Airlie House?

Best regards,

David A. Wood, M.D.
Director

cc: Harold F. Rusch, M.D.
Murray M. Copeland, M.D.
NIGHT LETTER

January 9, 1971

Harold P. Rusch, M.D.
Vice-President, Association American Cancer Institutes
The Anderson Mayfair
1600 Holcombe Boulevard
HOUSTON, Texas 77025

Please carry on in my absence. I am still confined to bed but improving. My wishes are with you for a meeting which will provide good input for the NATIONAL CANCER PLAN and the BETHESDA MEETING next month. Integrate Ralph Kuhli of A.M.A. into paramedical education program. Regards to all.

David A. Wood, M.D.
President