



ASSOCIATION OF PEDIATRIC  
ONCOLOGY SOCIAL WORKERS

**BY-LAWS &  
POLICIES AND PROCEDURES MANUAL**

***Revised October 1, 2023***

# SECTION I: BY-LAWS

## **ARTICLE 1: NAME AND PURPOSES**

**Section 1.1** Name. The name of the corporation (hereinafter called the “Association”) is **ASSOCIATION OF PEDIATRIC ONCOLOGY SOCIAL WORKERS.**

**Section 1.2** Purpose. The purposes of the Association are:

- 1.2.1 To advance practice, extend knowledge and influence, and develop policies and programs in the field of pediatric oncology through an organization of pediatric oncology social workers.
- 1.2.2 To promote the quality and effectiveness of social work practice in the field of pediatric oncology.
- 1.2.3 To promote identity and solidarity as a professional specialty and promote the common professional interests of its members.
- 1.2.4 To promote, develop and conduct research related to pediatric oncology.
- 1.2.5 To promote community and professional educational programs related to the psychosocial aspects of pediatric oncology.
- 1.2.6 To formulate and recommend local and federal legislation related to the field of pediatric oncology.
- 1.2.7 To cooperate with other organizations to achieve the purposes of the Association.

## **ARTICLE 2: MEMBERSHIP**

**Section 2.1** Classes of Membership. The Association shall have **seven** classes of members: full members, associate members, honorary members, student members, Non-North American members, retired members, and institutional members.

**Section 2.2** Full Members

- 2.2.1 Eligibility. The following persons are eligible for status as full members: (a) those persons who have received a Bachelor’s, Master’s, Doctoral Degree (or international equivalent) from an accredited school of social work and who at

the time of their application for membership are working or have previously worked in the field of pediatric oncology.

- 2.2.2 Rights. Full members shall have all the rights of membership including access to the member portion of the APOSW website, receive the APOSW newsletter, join Special Interest Groups (SIGs), discounted attendance rate at the annual APOSW conference, and shall have the following exclusive rights (a) the right to vote for the adoption, alteration, amendment or repeal of any provision of the By-Laws of the Association, (b) the right to be eligible for membership on the Board of Directors, and (c) the right to hold office in the Association.

### **Section 2.3**    Associate Members

- 2.3.1 Eligibility. Individuals who are either social work professionals not working in the field of pediatric oncology, or non-social work professionals working in the field of pediatric oncology, who share in the APOSW mission to support and care for children with cancer.
- 2.3.2 Rights. Associate members shall have the right to have access to the member portion of the APOSW website, receive the APOSW newsletter, join SIGs, and receive discounted attendance at the annual APOSW conference.

### **Section 2.4**    Honorary Members

- 2.41 Eligibility. The following persons are eligible for status as honorary members. Those persons selected by the Board of Directors in recognition of such persons' efforts and interest in the work of the Association, whether they are eligible to be full members. Honorary members shall be elected by a two-thirds vote of the Board of Directors.
- 2.42 Rights. Honorary members who are not also full members **OR** associate members shall have all rights of membership including the right to vote for the adoption, alteration, amendment or repeal of any provisions of the By- Laws of the Association, and excluding the following: (a) the right to be eligible for membership on the Board of Directors, and (b) the right to hold office in the Association.
- 2.43 Dues. Honorary members shall be exempt from the payment of dues, whether they are eligible to be or become either a full member or associate member.

## **Section 2.5    Student Members**

- 2.5.1 Eligibility. The following persons are eligible for status as student members: (a) those persons who are attending an accredited undergraduate or graduate school of social work.
- 2.5.2 Rights. Student members shall have the right to have access to the member portion of the APOSW website, receive APOSW newsletter, join SIGs, and receive discounted attendance rate at the annual APOSW conference.

## **Section 2.6    Non-North American Member**

- 2.6.1 Eligibility. Individuals who are either social work professionals working or not working in the field of pediatric oncology, or non-social work professional working in the field of pediatric oncology, who share in the APOSW mission to support and care for children with cancer.
- 2.6.2 Rights. Non-North American Members shall have the right to have access to the member portion of the APOSW website, receive the APOSW newsletter, participate in SIGs, and receive a discounted attendance rate at the annual APOSW conference.

## **Section 2.7    Retired Member**

- 2.7.1 Eligibility. Individuals who held Full Membership or Associate Membership with APOSW, who are retired from employment.
- 2.7.2 Rights. Retired members shall have the right to have access to the member portion of the APOSW website, receive APOSW newsletter, participate in SIGs, and receive a discounted attendance rate at the annual APOSW conference. Retired Full Members retain the right to vote for the adoption, alteration, amendment, or repeal of any provisions the By-Laws of the Association.

## **Section 2.8    Institutional Member**

- 2.8.1 Eligibility. Healthcare institutions, non-profit organizations providing service to the pediatric oncology community, and for-profit corporations in the field of pediatric oncology.
- 2.8.2 Healthcare Institution Member. Healthcare institutions can purchase membership that is used by the institution as an entity. Membership tier and cost is determined by the size of the institution. Benefits include individual

memberships designated by the institution for identified staff, which are fully transferrable in the case of staffing change.

2.8.3 Non-Profit Organization Member. Non-profit organizations can purchase membership that is used by the organization as an entity.

2.8.4 Corporate Membership. Corporations can purchase membership that is used by the organization as an entity.

2.8.5 Rights. Institutional members do not retain the right to vote for the adoption, alteration, amendment, or repeal of any provisions the By-Laws of the Association.

**Section 2.9** Admission of Members. Persons and Institutions wishing to become members shall make application on forms prescribed by the Board of Directors. Applicants who meet eligibility requirements shall become members upon receiving notice of acceptance given by the Membership Chairperson. In the case of any question as to the eligibility for membership, The Membership Chairperson shall not accept such application until the Board of Directors shall decide such questions. Honorary members shall be elected by a two-thirds vote of the Board of Directors.

**Section 2.10** Termination of Membership. Any member may resign from the Association by mailing or delivering a written resignation to the President or Secretary of the Association.

## **ARTICLE 3: MEETINGS OF THE MEMBERS**

**Section 3.1** Annual Meetings. The annual meeting of the members of the Association shall be held at such time and place or without the State of Delaware as may be determined by the Board of Directors and specified in the notice of the meeting, for the purpose of (a) electing the officers of the Association during each even-numbered year (except that any vacancy in any such position shall be filled at the next annual meeting of the members after such vacancy occurred whether or not such annual meeting shall be in the even-numbered year); and (b) at every annual meeting, receiving the annual report of the officers of the Association and for the transaction of such other business as may properly come before the meeting.

**Section 3.2** Special Meetings. Special meetings of the members other than those regulated by statute, may be called at any time by the Board of Directors and shall be called by the President or Secretary of the Association. Notice of the meeting shall state the purpose(s) of the proposed meeting.

**Section 3.3** Notice of Meeting. Written notice of an annual or special meeting of the members stating the time, place and the purposes(s) thereof shall be given personally or by e/mail to each member, not less than ten (10) nor more than fifty (50) days before such meeting, and, if emailed, such notice shall be directed to each such member at his/her address as it appears on the books or records of the Association, unless such member shall have filed with the Secretary of the Association a written request that notices intended for such member shall be emailed to some other address, in which case it shall be emailed to the address designated in such request. The members shall not be limited to the transaction of business recited in the notice of the meeting.

**Section 3.4** Quorum. At any meeting of the members of the Association the presence of at least one-third (1/3) of the members entitle to vote thereon, in person or by proxy, shall be necessary to constitute a quorum for transaction of any item of business, except as otherwise provided by law. In the absence of a quorum-4 or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person or by proxy, without notice other than an announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

**Section 3.5** Voting. All votes of the membership will be conducted electronically via the members-only section of the website.

3.5.1 Majority Vote. Except as otherwise provided by law of these By-Laws, all matters shall be determined by a majority vote.

3.5.2 Election of Officers by Plurality. The officers of the Association shall be elected by a plurality of the votes cast by the members.

3.5.3 Ballot. Voting shall be by electronic ballot for the election of the officers of the Association and on any other matter when demand for voting by ballot is made by any member.

**Section 3.6** Nomination of Candidates.

3.6.1 Board Development Committee. The Board Development Committee prepares the Slate of Officers to present at the Annual Business Meeting. The Immediate Past-President with the assistance of the President and President-Elect determines potential candidates for available Board of Director's Executive Officers positions. Candidates are contacted and interviewed by the Immediate Past-President to determine the candidate's interest in being nominated for one

of the open Executive Officer's positions. Once a candidate has indicated their interest a copy of their CV and a letter of support from their institution is requested.

The Board Development Committee shall be chaired by the Immediate Past-President and consists of the Immediate Past President, President, President-Elect, and at least two former board members who maintain full membership, who are selected by the Immediate Past-President.

The Board Development Committee shall assist the President and President elect about upcoming board vacancies and opportunities for board development within the organization.

It is recommended to begin consideration of some positions a couple of years in advance.

- 3.6.1 Nominations by the Board Development Committee. At least seventy-five (75) days prior to each annual meeting, the Board Development Committee shall nominate eligible members for the various positions as officers to be elected at the next annual meeting of the members at which time such term of any office shall expire. The nominations will be forwarded to the Executive Board for consideration and approval. Upon approval, the Secretary shall cause a notice to be posted to the member section of the website not less than thirty (30) days prior to the date of such meeting, which shall state such nominations and summarize the content of this By-Law. If any candidate nominated by the Board Development Committee shall become unable to serve before the annual meeting, the Board Development Committee shall withdraw their name and may nominate another full member for such office.
- 3.6.2 Nominations by Members. The members may nominate additional eligible members for such offices by petition to the Secretary, signed by no fewer than five percent (5%) of the full members in good standing, such petition to be received no less than fourteen (14) days prior to such annual meeting. As soon as possible thereafter, the Secretary shall notify any member who has been nominated by petition of such nomination. No full member shall be nominated unless their consent in writing has been obtained.
- 3.6.3 Notice to Members of Final List of Nominees. The Secretary, at least seven (7) days prior to the annual meeting shall cause a notice to be posted to the member section of the website with a final list of the Nominees together with the notice of the meeting.

**Section 3.7** Waiver of Notice. Whenever under the provisions of any law of the Certificate of Incorporation of these By-Laws, the Association or the Board of Directors or any

committee thereof is authorized to take any action after notice or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action to be completed, such requirements are waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by their proxy, or as otherwise provided by law.

**Section 3.8** Conduct of Meetings of Members. Meetings of the members shall follow generally accepted rules of parliamentary procedure, except as follows:

- (a) The President, or in their absence, the President-Elect, or in their absence any person designated by the members present, shall act as Chairperson of the meeting. The Chairperson of the meeting shall have absolute authority over matters of procedure and there shall be no appeal from the ruling of the Chairperson. If the Chairperson, in their absolute discretion, deems it advisable to dispense with the rules of parliamentary procedure as to any one meeting of members or part thereof, the Chairperson shall clearly state the rules under which the meeting or appropriate part thereof shall be conducted.
- (b) The Chairperson may ask or require that anyone not a bona fide member or proxy leave the meeting.
- (c) A resolution of motion shall be considered for vote only if proposed and seconded by members eligible to vote thereon or by duly authorized proxies.

**Section 3.9** Action by Written Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action to be taken, shall be signed by members entitled to vote with respect to the subject matter thereof having not less than the minimum number of votes to authorize or take such action at a meeting at which all members eligible to vote thereon were present and voted.

## **ARTICLE 4: BOARD OF DIRECTORS**

**Section 4.1** Board of Directors. Except as otherwise provided by law or these By-Laws, the business and affairs of the Association shall be managed, and all corporate powers shall be exercised by or under the direction of a Board of Directors composed of the elected officers of the Association.

**Section 4.2** Ex-Officio Members of the Board of Directors. The Immediate Past-President and Board Chairpersons (Legal & Advocacy, Membership, Communications &



Social Media, Conference, Education and Professional Development, Research & Publication, and Community and Engagement) of the Association shall be ex-officio members of the Board of Directors, having the right to vote at all meetings of the Board of Directors. The executive board and ex-officio members shall be counted together for the purposes of determining whether a quorum of the Board of Directors is present.

- Section 4.3** Vacancies. Any vacancy occurring in the Board of Directors by death, resignation, disqualification, or any other cause shall be filled by the Board of Directors until the next annual meeting of the members, whether or not in an even-numbered year, which such vacancy shall be filled by vote of the members of the Association as provided in these By-Laws, such member of the Board of Directors shall be elected for the unexpired term of his/her predecessor in the office elected by the members of the Association.
- Section 4.4** Organization Meetings. The Board of Directors shall meet for the purpose of organization and such other business as may properly come before the meeting, immediately following the annual meeting of members and at the same place, or at such other time and place within or without the State of Delaware as the Board of Directors by resolution shall determine.
- Section 4.5** Regular and Special Meetings. Regular meetings of the Board of Directors may be held without notice at such times and the Board of Directors shall from time to time determine places. Special meetings of the Board of Directors may be called by the President and must be so called on the written request of any two members thereof. The President may fix any place, either within or without the State of Delaware, as the place for holding any special meeting of the Board of Directors. The President shall act as Chairperson at meetings of the Board of Directors.
- Section 4.6** Notice of Meetings. Notice of the time, place, and purpose of special meetings of the Board of Directors shall be given by mailing the same at least three (3) days, or by telephoning or emailing the same at least one (1) day, before the meeting to the usual business or residence address of each member of the Board of Directors, but such notice may be waived by any member thereof either before or after the meeting. Organization and regular meetings of the Board of Directors may be held without notice. The Board of Directors shall not be limited to the transaction of business recited in the notice of meeting.
- Section 4.7** Quorum and Action. At all meetings of the Board of Directors or any other committee of the Association one-half (1/2) of the entire Board of Directors or such other Committee, as the case may be, shall be necessary and sufficient to constitute a quorum for the transaction of business. If at any meeting there is less than a quorum present, the acts of a majority of the members of the Board

of Directors of such other committee, as the case may be, present at the time of the vote shall be the acts of such committee, except as may be otherwise specifically provided by law or by these By-Laws. Members of the Board of Directors or such other means of a telephone conference of similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to such means shall constitute presence in person at such meeting. To the extent permitted by law, a resolution in writing signed by all the members of the Board of Directors or such other committee, as the case may be, shall be as valid as if passed at a meeting so such committee duly called and constituted.

**Section 4.8**     Removal of Members of the Board of Directors. A member of the Board of Directors may be removed from the Board of Directors at any time by a vote of two-thirds (2/3) of the members of the Association entitled to vote thereon for conduct which, in the judgment of such members, is inimical to the best interests of the association.

## **ARTICLE 5: CHAIRPERSONS AND COMMITTEES**

**Section 5.1**     The Association shall have the following standing chairpersons.

- (a) A Membership Chairperson shall have jurisdiction with respect to the maintenance, communication, and privileges of membership.
- (b) A Communications and Social Media Chairperson shall have jurisdiction with respect to the content of the Association website and the electronic and/or print publication of newsletters and other publications of the Association.
- (c) A Legal and Advocacy Chairperson shall have jurisdiction with respect to legal questions which may arise from time to time concerning the Association and the employment of legal counsel and shall have jurisdiction with respect to educating the membership regarding legislation, pertinent issues, and activities affecting pediatric oncology. This chairperson will serve as parliamentarian for the Association.
- (d) An Education and Professional Development Chairperson shall have jurisdiction with respect to promotion of education and professional development of the members of the Association.
- (e) A Conference Chairperson shall have jurisdiction with respect to conference(s) and meetings of the Association, including the annual meeting of members of the Association.

- (f) A Community and Engagement Chairperson shall have jurisdiction with respect to identifying and promoting opportunities to network and connect with one another through online and in-person activities.
- (g) A Research and Publication Chairperson shall have jurisdiction with respect to encouraging and promoting pediatric oncology social work research. This chairperson will oversee a research committee that reviews and approves high quality, bias-free studies for the APOSW membership's participation.

**Section 5.2**    Authority of Chairpersons. Responsibility of Board of Directors. The chairpersons shall have authority as defined by the Board of Directors, except as otherwise provided by law, the designation of such chairpersons and the delegation thereto of authority shall not alone relieve the Board of Directors or any other individual member of the Board of Directors, of any duty to the Association imposed upon them by law.

**Section 5.3**    Term of Office. Each chairperson shall continue as such until the next organization meeting of the Board of Directors and until his or her successor is appointed, or unless such chairperson be removed by a majority vote of the entire Board of Directors, whether with or without cause, or unless such chairperson shall cease to qualify as a chairperson thereof. Vacancies may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 5.4**    Qualifications. Each Chairperson shall be a full member of the Association who shall be appointed by the Board of Directors.

**Section 5.5**    Committees. A majority of the Board of Directors may designate other committees, which may be standing, or special committees.

**Section 5.6**    Appointments to Committees. Eligible persons may be appointed to membership on a committee by either the Board of Directors, or if the Board of Directors authorizes, by the chairperson of the committee to which an eligible person is to be appointed.

**Section 5.7**    Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

## **ARTICLE 6: OFFICERS**

**Section 6.1**    Officers. The officers of the Association shall be the President, President-Elect, Secretary, and Treasurer, and such other officers, if any, with such powers and

duties not inconsistent with these By-Laws as may be elected and determined by the members of the Association entitled to vote thereon.

**Section 6.2**    Election, Term of Office, and Qualifications. The officers of the Association shall be elected by the members entitled to vote thereon at the Annual Meeting of the members held during each even-numbered year, to hold office for (2) years and until their successors shall have been elected and shall have qualified. Only full members shall be eligible to be officers of the Association. Each officer shall be eligible to be officers of the Association. Each officer shall be eligible for re-election for not more than one (1) additional term of office in the same position. Unless otherwise determined by the members of the Association, the officers shall have the duties, responsibilities and authority set forth in the By-Laws.

**Section 6.3**    Vacancies. In case any office of the Association becomes vacant by death, resignation, disqualification, or any other cause, such vacancy may be filled by a vote of the majority of the Board of Directors then in office until the next annual meeting of the members, whether or not in an even-numbered, when such vacancy shall be filled by vote of the members as provided in these by-laws to serve for the unexpired term of his or her predecessor in the office elected by the members.

**Section 6.4**    President. The President shall be the chief executive officer of the Association and shall have general supervision of, responsibility for, and the management of the affairs of the Association. The President shall preside at all meetings of members and of the Board of Directors and shall be an ex-officio member of all committees. The President shall perform all duties incident to the office of President and such further duties as may be assigned to him or her by the Board of Directors from time to time.

**Section 6.5**    Secretary. The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine, shall have the custody of the corporate seal; shall attend and keep the minutes of the Board of Directors and Members of the Association; shall give all notices required or permitted to be given to the members of the Association or member of the Board of Directors. The Secretary shall, in general, perform all other duties incident to the office of a Corporate Secretary, subject to the control of the Board of Directors and shall perform duties as may be assigned to him or her by the Board of Directors from time to time.

**Section 6.6**    Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the Association, subject to such regulations as may be imposed by the Board of Directors. The Treasurer shall maintain records of all monies and obligations received and paid or incurred, for or on account of the Association for the purpose of an accurate account and shall exhibit such financial records at

all reasonable times to any officer or member of the Association. The Treasurer shall disseminate a statement of accounts provided by an external accountant for review on a quarterly basis with the Board of Directors of the Association including a year-end report.

**Section 6.7**     President-Elect. The President-Elect shall have such power and duties as may be assigned to him or her by the Board of Directors. They shall be the Co-Chairperson of the annual conference including dissemination of the call for and review of abstracts for the annual meeting of the Association. In the absence of the President, the President-Elect shall, in general, perform the duties of the President.

**Section 6.8**     Removal. Any officer may be removed at any time by a vote of two-thirds (2/3) of the members of the Association entitled to vote thereon for conduct which, in the judgment of such members, is inimical to the best interests of the Association.

## **ARTICLE 7: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**Section 7.1**     Checks, Drafts, Etc. All checks, drafts or other orders for the payment of in excess of \$5,000.00 issued in the name of the Association, shall be reviewed and approved by a member or members of the Executive Board. In the absence of the Treasurer, checks, drafts or other orders of payment shall be signed by the designated signer (Past-President, President, or the President-Elect).

**Section 7.2**     Deposits. The Funds of the Association shall be deposited in such banks, trust companies or other depositories as the Board of Directors may determine from time to time.

**Section 7.3**     Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for a general purpose or for any special purpose of the Association.

## **ARTICLE 8: BOOKS, RECORD AND FISCAL YEAR**

**Section 8.1**     Books and Records. The Association shall keep correct and complete books and records of account. The Association shall keep minutes of the proceedings of its members, Board of Directors and committees, which shall be open to inspection by the members, and shall keep at its registered or principal office a record giving the name and addresses of the members.

**Section 8.2** Fiscal Year. The Fiscal year of the Association shall commence on July 1<sup>st</sup> of each year and end on June 30<sup>th</sup> next succeeding that date.

## **ARTICLE 9: DUES**

**Section 9.1** Amount of Dues. All members shall pay annual dues on a calendar year basis in the amount determined by the Board of Directors. Honorary members and Lifetime Achievement Awardees shall pay no dues. Changes in dues shall be approved by the vote of the Board of Directors.

**Section 9.2** Time for Payment. APOSW memberships will be valid for one year from registration or renewal.

**Section 9.3** Assessments. The members may authorize on occasion special assessments for a specific purpose which shall be payable by the members after notice thereof from the Treasurer. V

## **ARTICLE 10: INDEMNIFICATION**

**Section 10.1** Indemnification. Each member of the Board of Directors and officer of the Association, and each former member of the Board of Directors and officer of the Association, shall be indemnified by the Association to the extent permitted in Section 145 of the General Corporation law of the State of Delaware.

## **ARTICLE 11: AMENDMENT OF BY-LAWS**

**Section 11.1** Amendment by Members. The By-Laws may be amended by majority vote of the members of the Association. Except as otherwise permitted by law, no proposed amendment shall be submitted to vote unless notice of the proposed amendment shall have first been given to the Board of Directors and then included by the Secretary in the notice of the meeting of the members, together with the text of the proposed amendment.

## **ARTICLE 12: CORPORATE SEAL**

**Section 12.1** Corporate Seal. The form of the seal of the Association, called the corporate seal of the Association, shall be impressed adjacent hereto.

## **ARTICLE 14: APOSW OWNERSHIP**

**Section 14.1** APOSW Ownership. Research materials developed as a result of work initiated in an APOSW setting including but not limited to SIG, Special Interest Group, remains the product and under the ownership of APOSW. Individuals may co-author material, but ultimate ownership remains with APOSW. Material usage outside of APOSW venues needs to have prior approval by APOSW research chairperson. Resources identified for member use in the APSOW members section of website may be used provided they acknowledge APOSW authorship.