Policy Memorandum No. 2 **Page 1 of 10 pages**
Subject: Constitution/Bylaws **Original Release Date:** July 1985
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CONSTITUTION/BYLAWS

PREAMBLE

SWOG* was organized on the premise that significant advances in cancer prevention and treatment would be made by a cooperative approach to the design and conduct of clinical trials on large populations of study participants through multidisciplinary research.

ARTICLE I - NAME

The name of this organization is: the SWOG Cancer Research Network. Hereinafter referred to as "the Group" or "SWOG".

ARTICLE II - PURPOSES

The primary mission of the Group is to conduct clinical trials to advance knowledge towards preventing, controlling, and curing cancer, improving quality of life throughout the cancer trajectory, and ensuring appropriate care delivery (see also Policy Memorandum #1 – SWOG Group Mission Statement). Significant considerations in the conduct of the Group's clinical research include the enhancement of cancer patient care, cost-effectiveness and appropriate use of resources, strict adherence to ethical research principles, and equal opportunities for both SWOG members and trial participants, regardless of sex or race/ethnicity.

ARTICLE III - MEMBERSHIP

SECTION 1 - INSTITUTIONAL MEMBERSHIP

A. ACCRUING MEMBER INSTITUTIONS include those institutions, and their components, that enter participants on SWOG trials, and include the categories of Lead Academic Participating Site (LAPS) members, NCI Community Oncology Research Program (NCORP) members, Clinical Members, and Sponsored Affiliates.

The Institutional Principal Investigator shall be the individual from the Accruing Member Institution who agrees to accept responsibility for the scientific and technical conduct of SWOG clinical research at the Member Institution and its components. An Institution may designate a successor to a Principal Investigator.

B. PROBATIONARY INSTITUTIONS (Accruing) are those institutions that have been accepted for Probationary Membership. They are reviewed by a Professional Review Committee and are elected to probationary membership by a majority of the Board of Governors. The Probationary period lasts for up to eighteen months after which time they must either be moved to Full Membership by the Board of Governors, or their Probationary Membership is terminated.

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*SWOG was formerly the Southwest Oncology Group. The group was originally organized in 1956 under the name Southwest Cancer Chemotherapy Study Group. In recognition of the multidisciplinary efforts requisite to clinical cancer research, the name of the organization was changed to the Southwest Oncology Group in 1973. The group name was changed to SWOG in 2010 to better reflect the national and international scope of the organization.

C. SPONSORED AFFILIATE INSTITUTIONS are clinical programs (clinics and hospitals) that are unable to independently meet the requirements for Full Clinical Membership. These institutions are sponsored and mentored by a LAPS or Full Clinical Member but operate independently.

The Affiliate Institutional Principal Investigator shall be the individual from the Affiliate Institution who agrees to accept responsibility for the scientific and technical conduct of SWOG research at the Institution. The Affiliate Principal Investigator is appointed by the sponsoring institution.

D. MEMBER COMPONENTS: Accruing member institutions may be composed of a number of institutions that are considered part of a network of institutions. Member components may require institutional roster designations for pharmacy and other requirements, but for the purposes of membership requirements and privileges they are not considered separately from the principal category.

E. NON-ACCRUING MEMBER INSTITUTIONS are academic institutions with members capable of offering and investigating unique and new ideas, programs or techniques for use in evaluating and treating cancer patients, but do not participate in accruing participants on SWOG trials. They are reviewed by a Professional Review Committee and are elected to membership by a majority of the Board of Governors.

The Institutional Principal Investigator shall be the individual from the Non-Accruing Member Institution who agrees to accept responsibility for the scientific and technical conduct of SWOG research at the Institution. An Institution may designate a successor to a Principal Investigator.

SECTION 2 - INDIVIDUAL MEMBERSHIP

A. MEMBERS are scientists/physicians or others who participate in the scientific, research supportive, and/or administrative conduct of Group studies. No limitation shall be made on the number of members at any Institution. All members must obtain a Cancer Therapy Evaluation Program (CTEP) – Identity and Access Management (IAM) account (which may also require registration with ID.me) and register in the Registration and Credential Repository (RCR) system, with ratification by the Board of Governors.

B. PROBATIONARY MEMBERS are members at a Probationary Institution.

C. SPECIAL MEMBERS are scientists and others who have special expertise not thought to be available among the Member Institutions. SPECIAL MEMBERS may also be SWOG investigators who have relocated to a non-SWOG institution and who wish to retain their role as a primary or secondary Study Chair on specific studies. All special members must obtain a CTEP-IAM account and register in the RCR system. Their role in SWOG is at the Group Chair's discretion and must be reviewed and endorsed by the Board of Governors. Special members may not be able to register SWOG participants if they are not associated with an institution that is defined as an Accruing Member of SWOG.

D. Members have the following privileges:

- Participation in protocol design, coordination and publication
- Registration and treatment of participants on appropriate Group protocols
- Receipt of drugs allocated to the Group to conduct Group protocol studies (Licensed Physicians only).
- Election or appointment to any position and/or any Committee of the Group.
- Participation in SWOG educational activities including Group Meetings.
- May apply for SWOG/Hope grants.

SECTION 3 - SUSPENSION AND REVOCATION OF MEMBERSHIP

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

B. PROBATIONARY MEMBERSHIP can be terminated at any time by a simple majority vote of the Board of Governors.

C. INDIVIDUAL MEMBERSHIP is terminated automatically if a Member leaves the sponsoring institution, the institution withdraws from SWOG, or the membership of the institution lapses or is revoked. However, if a Member transfers to another Member Institution, a letter of confirmation must be submitted to the Operations Office by the new Principal Investigator in order to sustain membership. Individual Membership can be terminated by a letter of resignation from an individual member. Individual members not associated with an Institution may terminate their membership by informing the SWOG Network Operations Center.

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

ARTICLE IV - BOARD OF GOVERNORS, OFFICERS AND COMMITTEES

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

The Board of Governors shall consist of the following:

A. The Group Chair(s), who shall preside; the Deputy Group Chair (if one is appointed; see Section 2B below) ; the Vice-Chair for Translational Medicine and Biobanking; the Vice-Chair for Membership and Accrual; the Vice-Chair for the Clinical Trials Partnerships; the Vice-Chair of the National Community Oncology Research Program (if one is appointed; see Section 2F below); the Group Statistician; the Deputy Group Statistician, the statistical Principal Investigator of the NCORP grant (if they are not either the Group Statistician or the Deputy Group Statistician), and the Chair(s) Elect (when applicable).

B. Principal Investigators from Accruing Member Institutions in Good Standing that have met accrual and scientific standards for Governing Membership (see Policy 03), have been nominated by the Professional Review Committee, and have been approved by a majority of the standing Board of Governors. Once elected, Governing Membership is maintained by the institution for two years at which point the institution must be re-reviewed and re-elected. A single representative chosen from among the SWOG Latin America Initiative (SLAI) participating sites will serve on the Board without voting privileges. This participation will continue until SLAI accrual to Group studies is sufficient to allow SLAI sites to individually qualify as governing members.

C. The Chair of each active Research Committee. In the case of Co-chairs, only one will serve.

D. The Chair of each active Research Support Committee. In the case of Co-chairs, only one will serve.

E. The Chair of each active Modality Committee, In the case of Co-chairs, only one will serve.

F. The Chair of each active Administrative Committee. In the case of Co-chairs, only one will serve.

G. The Chief Medical Officer.

H. The Executive Officer(s) of the Group who serve as non-voting members.

I. Two Senior Statisticians appointed by the Group Statistician, who will serve as non-voting members.

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

The Chair(s), or their designate, shall summarize the proceedings of the Board of Governors to the Group Members.

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

SECTION 2 - OFFICERS

A. GROUP CHAIR(S) is/are the presiding officer(s) of the Group. Two individuals may share the role (see below).

The Group Chair(s) shall be elected for a six-year term by a simple majority vote of the Board of Governors, each having one vote. The number of terms is limited to two. Nominations for Group Chair(s) are made by the Nominating Committee. When the presiding Group Chair(s) has/have chosen to stand for office again, the Nominating Committee shall be chaired and defined by the Group Statistician. Greater than 50 percent of the votes are necessary for election. In the event of plurality, the top two candidates or candidate pairs will enter a run-off vote. If a solitary individual is serving as Chair, and in the event of a vacancy in the office of the Chair, the Deputy Chair will serve until the next meeting of the Board of Governors, when a special election will occur.

The Group Chair(s) shall be responsible for the administrative and scientific operation of the Group and shall be accountable to the Board of Governors. They shall convene and conduct meetings of the Board of Governors and the Group, appoint the principal Operations Center staff and approve the appointment of other Operations staff, and make such other appointments as are necessary for the orderly function of the Group. They shall represent the Group in business with the National Cancer Institute (encompassing business with the National Clinical Trials Network – NCTN) and its committees. They shall also appoint representatives from the Group to participate in activities for the Group as occasion may demand.

In the event the Group is led by Co-Chairs, each will be the corresponding Principal Investigator on one of the SWOG's two main grants (NCTN and NCORP) and will have primary authority for decisions falling under the purview of that grant. The duties described in the paragraph preceding, and the authority for same, will be shared.

In general, it is assumed Group Chair-level decisions will be agreed upon by both Co-Chairs. In the rare case an academic- or NCI- related issue arises that does not fall under the purview of the NCTN or NCORP grants, and the two Co-Chairs cannot agree upon a decision, the issues will be brought to the Scientific Council (SC). The SC must have a quorum present, excluding the Co-Chairs, and members present will vote on the choices. The decision gathering the most votes will proceed. Similarly, if a decision related to the Clinical Trials Partnership is not mutually agreed upon and does not fall under the purview of one of the Co-Chairs, the matter will be brought to the CTP Executive Council (including the Vice-Chair of CTP) for a vote. A quorum must be present. The choice gathering the most votes proceeds.

The Group Chair(s) is/are subject to recall by two-thirds majority vote of the Board of Governors at a regularly scheduled Group Meeting or an interim meeting. If there are Co-Chairs, one or both may be recalled, in separate votes.

GROUP CHAIR(S) ELECT is/are selected by the Board of Governors in the event that during a term of office, a solitary Group Chair advises the Board of Governors in writing that they will not (i) serve out the current term and sets a date for resigning from the office or (ii) be a candidate for re-election upon completion of the current term. In either event, within 30 days from the date of receipt of the notice from the Group Chair, a Nominating Committee (chaired and defined by the Group Statistician) consisting of not less than 5 members shall nominate one or more

individuals to the office of Group Chair Elect for election by the Board of Governors. Following their election, the Group Chair(s) Elect shall assist the Group Chair in planning and effecting a smooth transition and shall have such duties as may be assigned by the Group Chair and may act on behalf of the Group Chair in the latter's absence or inability to act. The Group Chair(s) Elect shall automatically become Group Chair at the time the current Group Chair resigns the office, completes the current term or becomes unable to continue because of death or disability, whichever occurs first, and will complete the un-expired portion of the current term or serve the next six-year term as Group Chair. Upon completion of the current term or the following term, as the case may be, the process for election of the Group Chair(s) set forth in Section 2 A shall again take place.

If there are co-Group Chairs, and one chooses not to serve out their term of office, the remaining co-Chair will lead all Group Chair duties, until the end of the term. The remaining co-Chair may, at their discretion, appoint a Deputy Chair for the same duration.

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

1. The nominating committee appointed by the Group Chair shall be the sole source of nominees to the Group Chair position. The Group Chair shall cause the final list of nominees to be posted on the Group's website and notify the members of the Board of Governors of the posting by facsimile, e-mail or overnight mail.

2. Nominees may consist of a single candidate(s) for Group Chair or two candidates wishing to serve as co-Chairs.

   Either at the next Regular or Interim meeting of the Board of Governors following the posting of the list of the nominees on the Group's website or by a vote of the Board of Governors using any mechanism(s) (United States mail, electronic mail, facsimile transmission or otherwise), the Board of Governors shall elect the Group Chair(s) Elect from among the nominees following the procedures set forth in Section 2A for election of the Group Chair.

3. Election process – A written statement from each nominee shall be posted for access by the Board of Governors prior to the election. In general, immediately prior to the election, each nominee will have the opportunity to present a 10-minute opening statement and a 5-minute closing statement to flank a 30-minute period for questions and answers from the Board. If there are two candidates running for co-Chair, they will split the times described above.

B. DEPUTY CHAIR is selected by and serves at the pleasure of the Group Chair. There will be no Deputy Chair in the event the group has co-Group Chairs.

C. GROUP STATISTICIAN is the Administrative Director of the Statistical Center. The Group Statistician shall be elected for a five-year term by a simple majority vote of the Board of Governors. The number of terms is restricted to three. Nominations for Group Statistician are made by the Nominating Committee. When the presiding Group Statistician has chosen not to stand for office again, the Nominating Committee shall be chaired and defined by the Group Chair. Greater than 50 percent of the votes are necessary for election. In the event of a plurality, only the top two candidates will enter a run-off vote.

In the event of a vacancy in the office of the Group Statistician, the Deputy Statistician will serve until the next meeting of the Board of Governors when a special election will occur.

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

D. EXECUTIVE OFFICER(S) are selected by and serve at the pleasure of the Group Chair(s). The duties of the Executive Officer(s) are to facilitate and oversee the development of the science within the research and research support committees, to act as a liaison(s) to the NCI, and report back to the Group Chair(s) on the direction and progress of the Group's scientific endeavors.

E. DEPUTY GROUP STATISTICIAN is selected by and serves at the pleasure of the Group Statistician. Their duty is to assist the Group Statistician in carrying out the duties of the Statistician.

F. VICE-CHAIR OF THE NATIONAL COMMUNITY ONCOLOGY RESEARCH PROGRAM (NCORP) is selected by and serves at the pleasure of the Group Chair. Their duty is to assist the Group Chair(s) in carrying out duties specifically related to the Group's cancer control and prevention functions, as funded by the NCI's Division of Cancer Prevention. There will be no formal Vice-Chair of NCORP in the event the Group is led by co-Chairs.

G. VICE-CHAIR for Operations is selected by and serves at the pleasure of the Group Chair(s). Their duty is to assist the Group Chair(s) in carrying out duties specifically related to the Group's NCTN grant functions and operations. There will be no formal Vice-Chair for Operations in the event the Group is led by co-Chairs.

H. VICE-CHAIR for Translational Medicine and Biobanking is selected by and serves at the pleasure of the Group Chair(s). Their duty is to assist the Group Chair(s) in carrying out duties specifically related to the Group's scientific agenda for translational medicine.

I. VICE-CHAIR of Clinical Trials Partnerships (CTP) is selected by and serves at the pleasure of the Group Chair(s). Their duty is to assist the Group Chair(s) in carrying out duties specifically related to the Group's contract work through SWOG-CTP (and particularly related to studies with no federal funding).

J. VICE-CHAIR of Membership and Accrual is selected by and serves at the pleasure of the Group Chair(s). Their duty is to advance representativeness in the operations of SWOG at both the administrative and clinical trial levels. They will also serve as the group ombudsman whenever necessary, as determined by the Group.

K. CHIEF MEDICAL OFFICER is selected by and serves at the pleasure of the Group Chair(s). Their duty is to oversee Group operations, specifically: training, quality, regulatory and committee leadership.

SECTION 3 – COMMITTEES

A. RESEARCH COMMITTEES are the scientific focal point and strength of all Group efforts. These Committees are responsible for the development and prioritization of clinical trials and translational studies, as well as the review of all protocols, reports, and publications generated by the Group Members in the relevant disease or research category.

The Chair(s) of each Research Committee are to be selected by the Group Chair(s) and may be replaced at any time by the Group Chair(s). In the event of a vacancy between Group meetings, the Group Chair(s) may appoint an interim Chair. Committee Chairs may serve up to two consecutive terms with an annual performance review by the Group Chair(s) and a mid-term 360-degree performance evaluation. The terms align in duration with the sum total of the corresponding grant period(s) in which the Chair holds office, but are limited to a maximum total of 15 years. The dates of service will usually be offset from the grant start and end. SWOG recognizes special circumstances may lead to a particular person or persons staying in their position for longer, and allows the Group Chair(s) to offer a one-time extension of not more than 3 years. The appointment by the Group Chair(s) of a new Research Committee Chair is subject to approval of the Board of Governors. The establishment of a new committee must be approved by a simple majority of the Board of Governors during one of the regular Group Meetings.

Research Committee Vice-Chair shall be selected by and serves at the pleasure of the Research Committee Chair with approval from the Group Chair(s). Their duty is to assist the Chair or Co-Chair in carrying out duties. In the event of vacancy between Group Meetings, the Vice-Chair will serve as the interim Committee Chair until a new Committee Chair is identified. Research Committee Membership shall be constituted from among the interested and qualified members and associate members.

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

B. RESEARCH SUPPORT COMMITTEES will provide programmatic and scientific support to the Research Committees in the development of Group research protocols, offer liaison functions to ensure robust protocol development and conduct, and provide ongoing administrative and content support of specific scientific activities of the Group.

The Chair(s) of each Research Support Committee are to be selected by the Group Chair(s) and may be replaced at any time by the Group Chair(s). In the event of a vacancy between Group meetings, the Group Chair(s) may appoint an interim Chair. Committee Chairs may serve up to two consecutive terms with an annual performance review by the Group Chair(s) and a mid-term 360-degree performance evaluation. The terms align in duration with the sum total of the corresponding grant period(s) in which the Chair holds office, but are limited to a maximum total of 15 years. The dates of service will usually be offset from the grant start and end. SWOG recognizes special circumstances may lead to a particular person or persons staying in their position for longer, and allows the Group Chair(s) to offer a one-time extension of not more than 3 years. The appointment by the Group Chair(s) of a new Research Support Committee Chair is subject to approval of the Board of Governors. The establishment of a new committee must be approved by a simple majority of the Board of Governors during one of the regular Group Meetings.

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

The Chair(s) of each Modality Committees is/are to be selected by the Group Chair(s) and may be replaced at any time by the Group Chair(s). In the event of a vacancy between Group meetings, the Group Chair(s) may appoint an interim Chair. Committee Chairs may serve up to two consecutive terms with an annual performance review by the Group Chair(s) and a mid-term 360-degree performance evaluation. The terms align in duration with the sum total of the corresponding grant period(s) in which the Chair holds office, but are limited to a maximum total of 15 years. The dates of service will usually be offset from the grant start and end. SWOG recognizes special circumstances may lead to a particular person or persons staying in their position for longer, and allows the Group Chair(s) to offer a one-time extension of not more than 3 years. The appointment by the Group Chair(s) of a new Research Support Committee Chair is subject to approval of the Board of Governors. The establishment of a new committee must be approved by a simple majority of the Board of Governors during one of the regular Group Meetings.

D. ADMINISTRATIVE COMMITTEES will provide input into specific administrative functions of the Group, develop and conduct educational programs for the Group, and provide ongoing administrative and content support for specific activities of the Group.

The Chair(s) of each Administrative Committee is/are to be selected by the Group Chair(s) and may be replaced at any time by the Group Chair(s). In the event of a vacancy between Group meetings, the Group Chair(s) may appoint an interim Chair. Committee Chairs may serve up to two consecutive terms with an annual performance review by the Group Chair(s) and a mid-term 360-

degree performance evaluation. The terms align in duration with the sum total of the corresponding grant period(s) in which the Chair holds office, but are limited to a maximum total of 15 years. The dates of service will usually be offset from the grant start and end. SWOG recognizes chair(s) of administrative committees often have specialized and unique skills and may be particularly difficult to replace. While in general consideration of appointing a new chair(s) should occur at the end of a period comprising two NCTN grant cycles, the actual duration for each individual will be decided by the current Group Chair(s). The appointment by the Group Chair(s) of a new Administrative Committee Chair is subject to approval of the Board of Governors. The establishment of a new committee must be approved by a simple majority of the Board of Governors during one of the regular Group Meetings

E. AD HOC WORKING GROUPS shall be temporary working groups established as necessary to accomplish a specific task. The Ad Hoc Working Group Chair and members shall be appointed by the Group Chair(s) and serve at their pleasure.

F. EXECUTIVE ADVISORY Committee (or Scientific Council) is authorized to function as administrative and scientific consultant(s) to the Group Chair(s). The duties of the Executive Advisory Committee include, but are not limited to the guidance of the scientific direction of the Group and the fostering of future strategic planning efforts. The members of the Executive Advisory Committee shall be selected by the Group Chair(s) and may be replaced at any time by the Group Chair(s).

ARTICLE V - MEETINGS

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

ARTICLE VI - QUORUM

Fifty percent of the Board of Governors constitutes a quorum. When a vote is called, it will be specified whether virtual attendance and/or use of proxies will be allowed.

SECTION 1 – BYLAWS/POLICIES

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

SECTION 2 - AMENDMENTS

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

SECTION 3 - RATIFICATION

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

SECTION 4 - PARLIAMENTARY PROCEDURE

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

The Board of Governors will take advantage of the option to use a Consent Agenda. A "Consent Agenda" is a grouping of non-controversial agenda items that are expected to be approved without discussion. Routine items are grouped together on the agenda with a heading of "Consent Agenda." When the board reaches that portion of the agenda, the Chair will ask if any member wishes to remove (or pull) any item from the consent agenda. Pulling an item does not require a second. After all the "pulls" are made, the Chair states, "Without objection, the remaining items (or all the items if none have been pulled) are adopted by general consent." If any member wants to discuss or vote on an item separately, they must ask that it be pulled from the consent agenda. If any items are pulled, the board can either take them up immediately for discussion and vote or put them in their appropriate place in the agenda.

GROUP COMMITTEES**

RESEARCH COMMITTEES

- Breast
- Cancer Care Delivery
- Early Therapeutics and Rare Cancers
- Gastrointestinal
- Genitourinary
- Leukemia
- Lung
- Lymphoma
- Melanoma
- Myeloma
- Palliative Care
- Prevention, Screening, and Surveillance
- Symptom Management and Survivorship

MODALITY COMMITTEES

- Imaging
- Immunotherapeutics
- Radiation Oncology
- Surgery
- Transplant & Cell Therapies

RESEARCH SUPPORT COMMITTEES

- Adolescents and Young Adults
- Advanced Practice Providers & Nurse Scientists
- Oncology Research Professionals
- Patient Advocates
- Pharmaceutical Sciences
- Recruitment and Retention
- Veterans Affairs

ADMINISTRATIVE COMMITTEES

- Conflict Management
- Data and Safety Monitoring
- Professional Review
- Publications

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