

**Policy Memorandum No. 2**  
**Subject:** Constitution/Bylaws  
**Departments Affected:** All

**Page 1 of 8 pages**  
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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 normal subjects and cancer patients through multidisciplinary research.

### ARTICLE I - NAME

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

### ARTICLE II - PURPOSES

The primary mission of the Group is to conduct clinical therapeutic and non-therapeutic trials to advance knowledge towards the prevention and cure of cancer. 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 genders and all race/ethnicities.

### ARTICLE III - MEMBERSHIP

#### SECTION 1 - INSTITUTIONAL MEMBERSHIP

- A. ACCRUING MEMBER INSTITUTIONS include those institutions, and their components, that enter patients 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 name was changed to SWOG in 2010 to better reflect the national and international scope of the organization. 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.

- 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 patients 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 who participate in the scientific and/or administrative conduct of Group studies. No limitation shall be made on the number of members at any Institution. Individuals are nominated by the Principal Investigator (for Affiliate Program physicians, the nomination should come from the Principal Investigator of the sponsoring Member institution). Nominations are reviewed and approved by SWOG's Membership Reviewer, with ratification by the Board of Governors.
- B. PROBATIONARY MEMBERS are members at a Probationary Institution.
- C. SPECIAL MEMBERS are scientists who have special expertise not thought to be available among the Member Institutions. Nominations are reviewed and approved by SWOG's Membership Reviewer, with ratification by the Board of Governors. Special members may not be able to register SWOG patients 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 patients on appropriate Group protocols (Licensed Physicians only).
  - 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 his sponsoring institution or the institution withdraws from membership or the membership of the institution lapses or is revoked. However, if a Member transfers to another Member Institution, a letter of confirmation must be submitted to the Operations Office by the new Principal Investigator in order to sustain membership. Individual Membership can be terminated by a letter of resignation from an individual member.

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

### ARTICLE IV - BOARD OF GOVERNORS, OFFICERS AND COMMITTEES

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

The Board of Governors shall consist of the following:

- A. The Group Chair, who shall preside, the Deputy Group Chair (whose role is filled by one of the three Vice-Chairs), the Vice-Chair for Operations, the Vice-Chair for Translational Medicine, the Vice-Chair for the Clinical Trials Partnerships, the Vice-Chair of the National Community Oncology Research Program, the Group Statistician, the Deputy Group Statistician, and the Chair Elect (if 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 Administrative Committee. In the case of Co-chairs, only one will serve.
- F. The Chair of the Membership Subcommittee. In the case of Co-chairs, only one will serve.
- G. The Executive Officer(s) of the Group who serves as non-voting members.
- H. 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, or his/her designate, shall summarize the proceedings of the Board of Governors to the Group Members.

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

## SECTION 2 - OFFICERS

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

The Group Chair shall be elected for a 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 are made by the Nominating Committee. When the presiding Group Chair has 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 will enter a run-off vote. 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 shall be responsible for the administrative and scientific operation of the Group and shall be accountable to the Board of Governors. He/she shall convene and conduct meetings of the Board of Governors and the Group, appoint the principle 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. He/she shall represent the Group in business with the National Cancer Institute (encompassing business with the National Clinical Trials Network – NCTN) and its committees. He/she shall also appoint representatives from the Group to participate in activities for the Group as occasion may demand.

The Group Chair is subject to recall by two-thirds majority vote of the Board of Governors at a regularly scheduled Group Meeting or an interim meeting. In the event of a successful motion to recall the Chair, the process would be conducted by the Deputy Chair.

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

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

1. The nominating committee appointed by the Group Chair shall be the sole source of nominees to the Group Chair. 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. 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 a Group Chair Elect from among the nominees following the procedures set forth in Section 2A for election of the Group

Chair. If a voting member is not able to be present for a vote, that person may vote by proxy.

3. Election process – A written statement from each candidate shall be posted for access by the Board of Governors prior to the election. In general, immediately prior to the election, each candidate 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.

B. DEPUTY CHAIR is selected by and serve at the pleasure of the Group Chair.

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

E. DEPUTY GROUP STATISTICIAN is selected by and serves at the pleasure of the Group Statistician. His/her 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. His/her duty is to assist the Group Chair in carrying out duties specifically related to the Group's cancer control and prevention functions, as funded by the NCI's Division of Cancer Prevention.

G. VICE-CHAIR for Operations is selected by and serves at the pleasure of the Group Chair. His/her duty is to assist the Group Chair in carrying out duties specifically related to the Group's NCTN grant functions and operations.

H. VICE-CHAIR for Translational Medicine is selected by and serves at the pleasure of the Group Chair. His/her duty is to assist the Group Chair in carrying out duties specifically related to the Group's 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. His/her duty is to assist the Group Chair in carrying out duties specifically related to the Group's contract work through SWOG-CTP (and particularly related to studies with no federal funding).

**SECTION 3 – COMMITTEES**

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

The Chair of each Research Committee is to be selected by the Group Chair and may be replaced at any time by the Group Chair. Committee Chairs may serve up to three consecutive five-year terms with an annual performance review by the Group Chair and a mid-term 360 degree performance evaluation. The outcome of such a performance evaluation can be replacement of the Chair of a Research Committee by the Group Chair.

- B. Research Committee Vice-Chair shall be selected by and serves at the pleasure of the Research Committee Chair (with approval from the Group Chair). His/her duty is to assist the Chair or Co-Chair in carrying out duties. In the event of vacancy between Group Meetings, the Vice-Chair will serve as the interim Committee Chair until a national search committee can be convened and a new Committee Chair identified. 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.

- C. RESEARCH SUPPORT 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 discipline, develop and conduct educational programs for the Group, and provide ongoing administrative and content support of specific scientific activities of the Group.

The Chair of each Research Support Committee is to be selected by the Group Chair and may be replaced at any time by the Group Chair. In the event of a vacancy between Group meetings, the Group Chair may appoint an interim Chair. Committee Chairs may serve up to three consecutive five-year terms with an annual performance review by the Group Chair and a mid-term 360 degree performance evaluation. The outcome of such a performance evaluation can be replacement of the Chair of a Research Support Committee by the Group Chair. The appointment by the Group Chair 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 of specific activities of the Group.

The Chair of each Administrative Committee is to be selected by the Group Chair and may be replaced at any time by the Group Chair. In the event of a vacancy between Group meetings, the Group Chair may appoint an interim Chair. Committee Chairs may serve up to three consecutive five-year terms with an annual performance review by the Group Chair and a mid-term 360 degree performance evaluation. The outcome of such a performance evaluation can be replacement of the Chair of an Administrative Committee by the Group Chair. The appointment by the Group Chair of a new Administrative Committee Chair is subject to approval of the Board of Governors.

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

- 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 and serve at his/her pleasure.

- F. EXECUTIVE ADVISORY Committee is authorized to function as administrative and scientific consultant(s) to the Group Chair. 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 and may be replaced at any time by the Group Chair.

## **ARTICLE V - MEETINGS**

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

## **ARTICLE VI - QUORUM**

Fifty percent of the Board of Governors constitutes a quorum.

### **SECTION 1 – BYLAWS/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.

### **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 will be 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, he/she must pull it 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  
Cancer Survivorship  
Early Therapeutics and Rare Cancers  
Gastrointestinal  
Genitourinary  
Leukemia  
Lung  
Lymphoma  
Melanoma  
Myeloma  
Prevention and Epidemiology  
Symptom Control and Quality of Life

**RESEARCH SUPPORT COMMITTEES**

Adolescents and Young Adults  
Bone Marrow and Stem Cell Transplantation  
Digital Engagement  
Imaging  
Oncology Research Professionals  
Patient Advocates  
Pharmaceutical Sciences  
Radiation Oncology  
Recruitment and Retention  
Surgery

**ADMINISTRATIVE COMMITTEES**

Conflict Management  
Data and Safety Monitoring  
Professional Review  
Publications  
Quality Assurance