

**BYLAWS OF  
THE AMERICAN COLLEGE OF RADIATION ONCOLOGY, INC.  
(As Approved by ACRO Board of Chancellors on 9/1/2020)**

**ARTICLE I  
Name and Offices**

1.1 Name

The name of this Corporation shall be The American College of Radiation Oncology, Inc. (hereinafter sometimes referred to as "ACRO," the "Corporation" or the "College").

1.2 Registered Office

The registered office in the State of Delaware shall be as stated in the Certificate of Incorporation or at such other location in the State of Delaware to which the registered office shall be changed by action of the Board of Chancellors (hereinafter sometimes referred to as "the Board").

1.3 Other Offices

The Corporation may have such other offices in such places as the Board of Chancellors may from time to time designate.

**ARTICLE II  
Purposes**

2.1 Purposes

The Corporation is incorporated for advocacy, educational and scientific purposes, particularly to help practicing radiation oncologists and allied health professionals advance the science of radiation oncology, improve oncologic service to the patient, study and advocate for the regulatory and socioeconomic aspects of the practice of radiation oncology, and encourage improved and continuing education in radiation oncology and allied professional fields in the manner contemplated by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

**ARTICLE III  
Membership**

3.1 Classes of Membership

Membership in the Corporation shall be of ~~four classes~~ various types: (1) Active Members, (2) Associate Members, (3) Resident Members, (4) Student Members, and (5) Corresponding Members. These classes are briefly defined by:

1. **Active Members:** Those physicians or physicists engaged in the full-time practice or administration of radiation oncology
2. **Associate Members:** Those physicians and members of allied health professions

actively engaged in the business of radiation oncology

3. **Resident Members:** Those physicians actively involved in a training program from an ACGME recognized training program in radiation oncology.
- ~~3.~~ **Student Members:** ~~Those medical students or allied health profession students with an active interest in radiation oncology~~
4. **Corresponding (Retired) Members:** These physicians who have been Active or Associate Members of the Corporation for more than 5 years and who are not currently employed for more than 10% of the time in fields related to radiation oncology.

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### 3.2 Meetings of the Members

An Annual Meeting of the Members shall be held in each calendar year at such time and place as will be designated by the Board of Chancellors. ~~Special~~ Additional meetings may be called for any purpose and at any time by the Board of Chancellors.

### 3.3 Personal Qualifications

Membership in the Corporation is contingent upon continuing compliance with the "Bylaws" of the American College of Radiation Oncology, Inc.

### 3.4 Qualifications and Admission of Active Members

(A) Physicians whose practice is predominantly the practice and or business of radiation oncology and other professionals committed to the purposes of the college.

(B) Upon paying dues, an eligible physician or radiation oncology physicist shall become an Active Member of the Corporation ~~and shall receive a membership certificate.~~

(C) An Active Member shall pay dues and assessments and have the right to vote, to be appointed to commissions and committees, and to be considered for elective office to the ACRO Board of Chancellors.

### 3.5 Qualifications and Admission of Associate Members

(A) Administrators, nurses, radiology technologists (RT), certified dosimetrists, radiation therapists, radiation therapy technologists (RTT) and allied health professionals who are engaged in a radiation oncology practice are eligible for Associate Membership in the Corporation.

~~(B) Radiology technologists (RT), certified dosimetrists, radiation therapists and radiation therapy technologists (RTT) who are engaged in radiation oncology practice are eligible for Associate Membership in the Corporation.~~

~~(C)~~(B) Upon paying dues, an eligible administrator, radiology technologist, dosimetrist, radiation therapist, or radiation therapy technologist person shall become an Associate Member of the Corporation ~~and shall receive a membership certificate.~~

~~(D)~~(C) An Associate Member may pay lesser dues and assessments as determined by the Board. An Associate Member may be appointed to commissions and committees,

~~but shall not have the right to vote or hold elective office.~~

### 3.6 Qualifications and Admission of Resident Members

(A) Physicians who have never been Active Members of the Corporation and who occupy an ACGME approved radiation oncology residency position are eligible for Resident Membership in the Corporation.

(B) Upon application, an eligible resident shall become a Resident Member of the Corporation ~~and shall receive a membership certificate.~~

~~(C)~~

~~(D)~~ A Resident Member may or may not pay dues and assessments, as determined by the Board. A Resident Member may be appointed to commissions and committees; ~~but may not have the right to vote or hold elective office.~~

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### 3.7 Qualifications and Admission of Student Members

(A) Students who have never been Active Members of the Corporation and who are in an academic program related to the practice of radiation oncology are eligible for Student Membership in the Corporation

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(B) Upon application, an eligible student shall become a Student Member of the Corporation

~~(E)(C)~~ A Student Member may or may not pay dues and assessments, as determined by the Board. A Student Member may be appointed to commissions and committees.

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### ~~3.87~~ Qualifications and Admission of Corresponding (Retired) Members

(A) Physicians who have been Active or Associate Members of the Corporation for more than 5 years who are not currently employed for more than 10% of the time in fields related to radiation oncology are eligible for Corresponding Membership in the Corporation.

(B) Corresponding (Retired) Members may pay lesser dues or assessments as determined by the Board. A Corresponding Member may be appointed to commissions or committees; ~~but shall not have the right to vote or hold elective office.~~

## ARTICLE IV

### 4.1 General Policies and Administration

The establishment and execution of general policies and the administration of the Corporation shall be vested in the Board of Chancellors.

### 4.2 Membership of the Board of Chancellors

The Board of Chancellors shall consist of at least eleven (11) elected Chancellors; Additional Chancellors may be elected from the Active Members to create a suitable leadership body to address the needs of the College as set forth below. Additional

Chancellors may be elected or appointed from other membership groups as necessary to address the needs of the College, but elected Active Member Chancellors must constitute a majority of voting Board members at all times.

Once elected and during service to the College, Chancellors will be designated into additional leadership roles as specified below:

Four (4) Officers:

- Chair
- President
- Vice-President
- Secretary-Treasurer
- These four officers shall constitute the Executive Committee of the Board

Three (3) Chairs of select each ACRO Standing Committees:

- ~~Government Relations & Economics Committee~~
- ~~Standards Committee~~
- ~~Membership Committee~~
- ~~Education Committee~~

Four ~~Three (43)~~ At large members of the Board. Chancellors without an additional designation will be considered "at large" members of the Board.

To be eligible for membership on the Board of Chancellors, the individual must be a duly licensed physician and a radiation oncologist whose principal business is radiation oncology.

(A) The duties of the Board shall be to:

1. Periodically develop, implement, and update a strategic plan for the success of the College
2. Provide goals, guidance, and oversight to the management of the Corporation
3. Recommend changes in the Bylaws.
4. Present to the Membership at the Annual Meeting a full report covering Corporation activities, including a financial report.
5. Award, periodically and at its discretion, one or more Gold Medals in recognition of distinguished service to The American College of Radiation Oncology or the profession of radiation oncology

~~6. Elect Fellows according to formal criteria reviewed annually. Such election shall be based on one or more of the following three criteria:~~

~~(a) Such election shall be based on current criteria for Fellows of the College of Radiation Oncology (ACRO) which will be reviewed annually. Accomplishment of significant scientific or clinical research in the field of radiation oncology, or significant contributions to its literature;~~

~~(b) Performance of outstanding service as a teacher of radiation oncology;~~

~~(c) Service to organized medicine as an officer of a state or national medical organization.~~

~~(d)(a)~~ (a) Members eligible for election shall have an outstanding reputation among colleagues and the local community as a result of superior service.

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In addition, except in unusual circumstances, all nominees shall have actively contributed to Corporation activities locally or at the national level. All nominees must have completed at least five years as a Member of the Corporation, ~~and shall not be eligible while holding a current executive office on the Board of Chancellors.~~

(B) Nominations and Elections to the ACRO Board of Chancellors

Not less than 60 days before the Annual Meeting, the Nominating Committee shall ~~mail~~ distribute to the voting Membership the Committee's nominations for the Board of Chancellors, which will include nominations for the office of Vice-President, and for open Chancellor positions. The number of open Chancellor positions and eligibility requirements for each seat should be indicated as appropriate. Voting Members may also ~~use the write-in method to~~ nominate additional candidates of their choice in compliance with the eligibility criteria. For write-in-member nominated candidates to appear on the ballot, each of the nominations shall be supported by a nominating petition signed by at least 15 voting Members, and shall be presented to the Nominating Committee not less than 45 days before the Annual Meeting. Not less than one month before the Annual Meeting, the Nominating Committee shall distribute ballots to all voting Members. Ballots shall be completed and submitted to the Nominating Committee at least two weeks before the Annual Meeting. The results of the vote shall be announced at the Annual Meeting.

The nominees who receive the most votes cast shall be elected. A tie shall be resolved by a vote of the Board of Chancellors. The term of office of each individual shall begin at the conclusion of said Annual Meeting.

Other details regarding the administration of College elections shall be at the discretion of the Board.

(C) Term of Office

1. Members of the Board of Chancellors shall be elected to serve a term of four years. A member of the Board of Chancellors, if nominated and elected, may serve more than one term

2. A Chancellor or officer who is absent from two (2) consecutive Board Meetings or fails to attend two of three consecutive Board meetings without the express permission of the President, ~~must be reappointed or replaced by the Nominating committee and re-elected to the Board of Chancellors by the general membership in order to retain his or her seat on the Board will be considered to have resigned the position.~~

(D) Vacancies. When a position on the Board of Chancellors falls vacant for any ~~other~~ reason, the Executive Committee shall name a Member as a pro tem. That individual shall serve until either elected or replaced by the Membership at the earliest regularly scheduled annual election.

4.3 OFFICERS

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The officers of The American College of Radiation Oncology, Inc. shall be a Chair, a President, a Vice-President, and a Secretary-Treasurer. These officers also comprise the Executive Committee.

(A) General duties of the Officers of ACRO.

1. Duties of the Chair.

The Chair ~~of the Board~~ shall be a ~~Member of the Executive Committee and a~~ Member ex-officio of all commissions and committees (except the Judiciary Committee). The Chair shall deliver ~~an Chair's~~ address at the Annual Meeting and shall perform such other duties as may be prescribed from time to time by the Board or the Executive Committee ~~of the Board~~. The Chairman will also oversee all publications directly or indirectly created by ACRO, including the website.

2. Duties of the President

The President shall be the chief executive officer of the Corporation. In general, Presidential duties shall be as follows:

- a) To give general supervision to the conduct of the Board's affairs and act as presiding member of the Executive ~~Council~~Committee.
- b) To arrange ~~any supplemental~~ programs ~~that may be~~ held in connection with the meetings of the Board, including the Annual Meeting program and all Board of Chancellors meetings.
- c) To perform such other duties as the Board or the Executive Committee ~~of the Board~~ may from time to time assign ~~the President~~.
- d) The President shall be a member ex-officio of all commissions and committees (except the Judiciary Committee).
- e) Sign or countersign checks in the event of the absence or disability of the Secretary-Treasurer or of the Executive Director, but not otherwise. The President, the Secretary-Treasurer, and the Executive Director shall be bonded in such an amount as the Board may require.
- f) Select the Chair of each commission or committee established by the Board, including standing committees. Any appointment as committee Chair shall be for a term of four years, specified upon the approval of each incoming by the President. ~~With Board approval, a committee Chair may be appointed to a succeeding term, but in no event shall a person serve more than two consecutive terms as Chair of the same committee except with special approval from the President.~~
- ~~f)g)~~ In the absence of a Chair or in the event of a Chair's inability or refusal to act, the President shall perform the duties of the Chair and when so acting, shall have all the powers of and be subject to all of the restrictions of the Chair.
- ~~g)h)~~ Appoint delegates or representatives to affiliate organizations, committees, or commissions as needed.
- ~~h)~~ ~~Appoint the Chairs of the standing committees. These Chairs will serve at the pleasure of the President and may be appointed/renewed annually.~~

3. Duties of the Vice-President:

The duties of the Vice-President shall be:

- a) To assist the President, to perform the duties of the President in the event of the President's absence, inability or refusal to act, and to perform such other duties as the Board, the Executive Committee of the Board, or the President may from time to time assign to the Vice-President.
- b) The Vice-President shall be an officer of the Corporation and shall be a Member ex-officio of all commissions and committees (except the Judiciary Committee).
- c) To oversee the necessary preparations and development of the Annual Meeting in conjunction with the Executive Director and other support as determined by the College

4. Duties of the Secretary-Treasurer.

The Secretary-Treasurer shall be a member of the Board of Chancellors and a member of the Executive Committee ~~of the Board~~. The Secretary-Treasurer ~~shall be responsible for recording the minutes of all meetings of the Members, the Board of Chancellors, and the Executive Committee and shall be responsible for the giving of all notices of such meetings in accordance with these Bylaws;~~ shall be the financial officer of the Corporation; shall be responsible for all funds of the Corporation, and the books and records relating to the same; shall render to the President and to the Board of Chancellors, upon request, an account of all the Secretary-Treasurer's transactions as Secretary-Treasurer and of the financial condition of the Corporation; shall perform such other duties as are incident to the office of Secretary-Treasurer as may be assigned by the Board of Chancellors or by the President.

5. Terms of Office:

- A. The term of office for all elected officers (Chair, President, and Vice-President, ~~and Secretary-Treasurer~~) will be two years. The Secretary-Treasurer may serve multiple consecutive 2-year terms.
- B. The President shall serve a term of two years and then succeed the Chair
- C. The Vice-President, with satisfactory completion of the duties of the office of Vice President, shall be elected to succeed to the office of President.

#### 4.4 OTHER AGENTS OF THE CORPORATION

(A) Executive Director

1. Appointment. The Executive Committee may appoint an Executive Director for a term and stipend to be determined by the Board. The Executive Director need not be a Member of the Corporation.
2. Duties. The Executive Director, under the direction of the Board of Chancellors, shall perform the duties that the title of the office ordinarily connotes under the ongoing supervision of the Executive Committee. The Executive Director shall be bonded in such an amount as the Board of Chancellors may require. The

Executive Director, under the direction of the Board of Chancellors, shall manage and conduct the business of all offices of the Corporation; be empowered to enter into any contract or deliver any instruments in the name of the College; sign all checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation; deposit all funds of the Corporation to the credit of the Corporation in such banks, trust companies, or other depositories as he/she may select; require proper vouchers for the disbursement of funds; require that disbursements shall not exceed the annual budget approved by the Board of Chancellors except upon written authorization of the President; be the custodian of all the important documents of the Corporation, including the bonds of those officers required by the Bylaws to be bonded; keep an accurate record of all of the Corporation's activities; act as secretary to the Board of Chancellors and the Executive Committee of the Board, and keep accurate records of their proceedings; supervise the publication and editing of any matter authorized by the Board or such commissions and committees as may be appointed by it; cause notice to be given of meetings of the Board of Chancellors and the Executive Committee, and arrange for the necessary facilities for holding them; and perform such duties as are imposed by the Bylaws and as the Board of Chancellors or the Executive Committee may direct. The Executive Director may delegate any of his/her powers, with or without restriction, to any bonded employee of the Corporation.

#### 4.5 COMMITTEES AND PROGRAMS

The College will have Standing and Ad Hoc Committees. Standing Committees are herein described while Ad Hoc Committees are formed and maintained at the discretion of the President and can be disbanded as appropriate. The chair of each of these committees will be appointed annually by the President. Committee Members will serve a one (1) year term of office at the recommendation of the committee Chair and the approval of the Board and/or President. Representatives of these committees may be required to attend board meetings and provide reports at the discretion of the President.

(A) Standing Committees: These committees will meet regularly and provide reports to the Board as needed. ACRO will provide administrative support as determined jointly by the Chairman of the committee and the Executive Committee

1. Executive Committee

- a) The Executive Committee will consist of the four (4) officers of the ACRO Board: Chair, President, Vice-President, and Secretary Treasurer. They will be assisted in their meetings by the ACRO Executive Director. Meetings, conference calls, and other communication will occur at the discretion of the President. The Executive Committee serves to provide guidance for the President. If a significant difference of opinion involving ACRO business occurs between the President and the remaining members of the Executive Committee, then the matter must be decided by simple majority vote of the Board of Chancellors.
- b) Responsibilities: The Executive Committee will be responsible for keeping



track of major issues about which the Board needs to be informed. The Executive Committee is empowered to make any decisions regarding the business of ACRO, particularly in the short term. It is expected that the Executive ~~e~~CCommittee will inform and require consent of the full Board regarding any significant decisions made affecting the College.

- c) Limitations on Powers of the Executive Committee. The Executive Committee shall not have any power or authority as to the following:
- (1) The amendment of the Certificate of Incorporation.
  - (2) The amendment of the Bylaws without consent of general membership upon recommendation of the ~~b~~BBoard.
  - (3) The adoption of an agreement of merger or consolidation under Sections 251or 252 of Delaware General Corporation Law.

## 2. Nominating Committee

The Nominating Committee shall consist of three members of the Board of Chancellors ~~or the Executive Committee~~ (excluding the President). The members of the Nominating committee will be chosen by the ~~b~~BBoard of Chancellors ~~from submission of nominations from the floor at the a Annual Fall~~ meeting of the Board of Chancellors ~~at least 90 days prior to the Annual Meeting~~. The members of the Nominating Committee shall serve one four-year term, or until ~~such time as the member's term on the Board of Chancellors and/or the Executive Committee expires no longer a member of the Board~~. The Chair of the Nominating Committee shall be selected from the members of the Committee by the President.

## 3. Government Relations & Economics Committee

The purpose of the Government Relations & Economics Committee will be to:

- a) Track legislation affecting medicine
- b) Review, report, and recommend Medicare, Medicaid, Regulatory and Insurance initiatives that affect reimbursement.
- c) Develop appropriate policies for the delivery of radiation oncology services.
- d) Monitor changes in CPT code
- e) Monitor state carrier policies
- f) Help members establish compliance programs to avoid fraud and abuse
- g) Educate members of Congress and other legislative bodies when necessary, including visits to Capitol Hill as recommended by the Executive Committee
- h) Other responsibilities as may be outlined by the President and Executive Committee.
- i) The Chair~~man~~ shall be selected annually and will serve at the pleasure of the President
- j) At the discretion of the President, this committee may function with co-chairs ~~for Government Relations and Economics~~

## 4. Membership Committee

The purpose of the Membership Committee is to:

- a) Facilitate and ensure the continued enrollment of new and current members of ACRO
- b) Provide innovative ways to expedite the membership and meeting process
- c) Provide active advice and effort in ongoing recruitment programs
- d) Develop and review continuing ACRO programs designed to enhance the professional benefits of ACRO to its members
- e) ~~Oversee~~ Assist the Chair in overseeing ACRO web operations
- f) ~~Review and develop membership criteria for the different ACRO membership categories as appropriate~~
- g) ~~Coordinate with other ACRO standing committees in areas of multiple committee participation~~
- h) The Chair will be appointed by the President annually and will serve at the pleasure of the President.
- i) ACRO members may apply to the Chair for committee membership
- j) Meetings will occur at the discretion of the committee Chair

5. Standards Committee

- a) The purpose of the Standards Committee is to assist ACRO members in preparing to meet local, state and national practice and regulatory standards as applicable to the specialty of radiation oncology. The Standards Committee performs the following duties:
  - a) Reviewing and responding to policies originating from the Nuclear Regulatory Commission
  - b) Providing Cancer-Care Guidelines
  - c) Meetings will occur at the discretion of the committee Chairman
  - d) The Chair of the Standards Committee will be selected annually and will serve at the pleasure of the President
  - e) The Chair of the Standards Committee will oversee the entire Accreditation Program.
  - f) ~~The Director of the Practice Accreditation program will report directly to the Chair of the Standards Committee if he/she is not a member of the ACRO Board. If the Director of the Practice Accreditation program is a ACRO Board Member, then he/she will report to the Executive Committee.~~  
~~The Director of the Practice Accreditation program will be reappointed annually and serve at the pleasure of the Executive Committee and the Chair of the Standards Committee~~

6. Education Committee

- a) The purpose of the Education Committee is to support the educational mission of the College throughout the meetings and business of the College. The Education Committee performs the following duties:
  - (1) Support the educational goals of the Annual Meeting under the direction of the Vice President
  - (2) Work with journals and publications as requested by the Chair
  - (3) Offer assistance and expertise to any educational function of the College, as requested, including events providing CME or SAM

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- b) Meetings will occur at the discretion of the committee Chairman
- c) The Chair will be appointed by the President annually and will serve at the pleasure of the President.

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#### 7. Ethics Committee

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a) The purpose of the Ethics Committee is to provide guidance on ethical matters to the Board, including professional standards and conduct in practice, conflicts of interest management, and upholding ethical ideals in all aspects of College activity.

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b) The Ethics Committee's responsibilities include:

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(1) Recommend guidelines and policies for acceptance of outside funding

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(2) Advise on ethical issues to ensure that ACRO leaders and members are transparent about potential or actual conflicts of interest.

(3) Annually review conflict of interest statements of College leaders, including at least the Board.

(4) Recommend conflict of interest resolution plans as appropriate

Review conflict of interest concerns submitted by members or others in regard to members or the College.

c) Meetings will occur at the discretion of the committee Chairman

d) The Chair will be appointed by the President annually and will serve at the pleasure of the President.

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#### 8. The Industry Support Committee

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a) The purpose of the Industry Support Committee is to coordinate corporate sponsorship of College activities or publications.

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b) Meetings will occur at the discretion of the committee Chairman

c) The Chair will be appointed by the President annually and will serve at the pleasure of the President.

#### 9. Resident Committee

a) The purpose of the Resident Committee is to enhance organization efforts specifically in regard to those members who are in training ...

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#### 10. The New Practitioner Committee

a) The purpose of the New Practitioner Committee is to enhance organization efforts specifically regarding those members who are in their first five years of practice following training completion ...

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#### (B) Ad Hoc Committees

1. The ACRO President will establish and convene ad hoc committees as needed. For example, if there is a need for disciplinary action a Professionalism Committee may be convened to make recommendations on the matter.

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2. Subcommittees within the Standing Committees may also effectively function as Ad Hoc committees and will be organized and operated as specified by the appropriate Standing Committee Chair.

1. Professionalism Committee

~~This committee will be appointed at the discretion of the President and will assist the Executive Committee as needed in regards to member disciplinary action etc.~~

2. Industry Support Committee

~~The President will have the authority to appoint such committees as needed to support the ACRO mission. The President will determine and define the mission. It is expected that these committees will report annually to the ACRO Board of Chancellors in person or in writing as needed~~

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(C) ACRO Board of Chancellor Meetings

At least two regular meetings of the Board of Chancellors shall take place each calendar year. Special meetings of the Board shall be called by the Executive Director upon written request of a majority of the Chancellors. Notice of a special meeting, together with a statement of the business to be transacted at such meetings, shall be sent to the members of the Board of Chancellors not less than 15 calendar days before any such meeting. No business other than that specified in the notice of a special meeting shall be transacted at such meeting.

4.6 GENERAL PROVISIONS

(A) Attendance at Annual Meetings. Members of the Board of Chancellors shall accept, at the time of election or appointment, the duty of attending Annual Board Meetings.

(B) Liability. Officers and Members of the Board of Chancellors shall not be personally liable for monetary damages for any action taken, or any failure to take any action, to the extent permitted by the General Corporation Law of Delaware. No suit shall be brought against any Chancellor, Officer, or Member for any debt of the Corporation, until judgment is obtained for such debt against the Corporation, and execution thereon is returned unsatisfied.

(C) Dues. Admission to Membership shall be contingent upon payment of such dues and assessments as may from time to time be in force. Dues and the payment date therefore shall be as established by the Board of Chancellors after giving consideration to recommendations from the Membership Committee.

Lower dues may be assessed to certain applicants in special circumstances, at the discretion of the Board. For example, Active or Associate Members who are employed full time by the military may, at the discretion of the Board of Chancellors, be assessed dues lower than that of other Active Members of the Corporation. ACRO members who are on overseas assignment may have their dues waived for that period of time.

~~First year practicing physicians applying for Active Membership may, at the discretion of the Board of Chancellors, be assessed dues lower than that of other Active Members of the Corporation.~~

(D) Assessments. Assessments may be levied upon recommendations of the Board of Chancellors and ratification by the Membership, provided that, if a recommendation of the Board is to be considered at a meeting of the Membership, notice of such recommendation shall be sent to each Member at least 30 calendar days prior to such meeting.

(E) Penalty for Non-Payment. If dues have not been paid by the fourth dues notice, notification shall be given to the delinquent Member that if said dues are not paid within 30 days, the Member's name will be stricken from the rolls of the Corporation. Any Member wishing to be reinstated must do so by applying for new membership.

(F) Waiver of Dues. Any Member suffering serious financial hardship or long-term illness may request a waiver of dues for that year. All requests must be made in writing and directed to the President. All waivers of dues are at the discretion of the President and all Members making such requests will be notified in writing of the decision reached. If difficulties in payment of dues persist beyond one calendar year, a written request must be submitted each subsequent year.

#### ~~4.7 Practice Accreditation Program~~

~~(A) Mission Statement: ACRO strives to ensure the highest quality care for radiation therapy patients and promote success in the practice of radiation oncology through education, responsible socioeconomic advocacy, and integration of science and technology into clinical practice~~

~~(B) Goals:~~

- ~~1. To assist practices in providing comprehensive state of the art care.~~
- ~~2. To assist the health care consuming public to identify centers with the best practices.~~
- ~~3. To provide a comprehensive program for the continuous improvement of patient care~~

~~(C) Structure of Program:~~

~~The structure of the program, the lines of responsibility, and the necessary membership will be determined by the ACRO Accreditation Director with the approval of the Executive Committee~~

~~(D) Funding for Program:~~

~~Review of funding, expenditures, and oversight of the program will occur annually by the Board of Chancellors under the direction of the Executive committee.~~

**ARTICLE V  
INDEMNIFICATION**

**5.1 INDEMNIFICATION**

The corporation shall indemnify its officers and Chancellors to the extent permitted by the General Corporation Law of Delaware.

**ARTICLE VI  
PROFESSIONALISM**

**6.1 CONFLICT OF INTEREST**

A. ACRO acknowledges that members of the College have multiple responsibilities during the course of their personal and professional activities. Notwithstanding these responsibilities, the College expects a level of professional conduct such that conflicts of interest are appropriately avoided or disclosed. Policies on conflicts of interest are per the Ethics Committee.:

~~\_\_\_\_\_ B. Once each year, on a calendar determined by the Executive Director, each member of the Board of Chancellors, committee chairs, and committee members, will complete and file a Conflict of Interest disclosure statement.~~

~~\_\_\_\_\_ C. Said disclosure statement must indicate all known or potential Conflicts of Interest.~~

~~\_\_\_\_\_ D. The President will ask the Ethics Committee to review all Conflict of Interest disclosure statements and to indicate to the Board of Chancellors which items represent meaningful conflicts~~

~~\_\_\_\_\_ E. Members of the Board of Chancellors with designated conflicts will divulge said conflicts prior to any discussion of the related issues and will recuse themselves from any vote related to the conflict. The Board member may participate in open discussion of the issue after open disclosure of the conflict, but must leave the Board meeting prior to any vote related to the issue.~~

~~\_\_\_\_\_ F. The Executive Director will be responsible for maintaining, monitoring, and updating files related to real or potential conflict, and to monitor adherence to the Conflict of Interest policies.~~

~~\_\_\_\_\_ G. Any real or potential Conflict of Interest that arises after completion of the annual disclosure report but prior to completion of the next annual report must be reported to the Executive Director immediately.~~

**6.2 PROFESSIONAL STANDARDS**

A. All members of the College are expected to maintain the highest standards of professional ethics and professionalism.

B. As recommended by the Ethics Committee, ~~e~~Evidence of real or potential breach of ethical standards will be referred to an ad hoc committee for

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adjudication.

C. The Executive Director will serve as staff to the Professionalism Committee and will maintain minutes, collect and disseminate supporting materials as necessary, and inform the Board of Chancellors of the recommendations made by the Professionalism Committee.

D. All discussions and work product of the Professionalism Committee will remain confidential until such time as the full Board of Chancellors can consider and vote on actions to be taken.

### 6.3 PROFESSIONALISM COMMITTEE

~~A. Per section 6.1.D., above, the President will appoint members of an ad hoc Professionalism Committee.~~

~~B. The Professionalism Committee shall be responsible for actions related to maintenance and adherence to the College Principles, Rules, and Code of Ethics.~~

~~1) Such Principles, Rules, and Code, once approved by the Board of Chancellors, shall become a permanent part of these Bylaws, subject to change in the same manner as other Bylaws changes.~~

~~C. The Professionalism Committee shall establish a set of Policies and Procedures by which it will carry out its activities in a clear and consistent manner. Such Policies and Procedures will be presented to the Board of Chancellors for approval. Such Policies and Procedures will include details of a member's rights of defense.~~

~~D. Actions recommended by the Professionalism Committee to the Board of Chancellors may include, but are not limited to:~~

- ~~1) No action necessary~~
- ~~2) Letter of Censure addressed to the member~~
- ~~3) Striking of the members name from the College list of Fellows, if applicable.~~
- ~~4) Expulsion from the College and forfeiture of dues paid~~

### 6.4 COMPENSATION

A. The members of the Board of Chancellors shall serve without compensation for their services as directors, but may be reimbursed for approved expenses at the discretion of the Board, with such determination to be made at each Board meeting, for the subsequent Board meeting.

B. Members of the Board will receive no reimbursement for attendance at the Annual Meeting of the College.

C. From time to time, Board members may be requested to represent the College on an ad hoc or regular basis, to other entities, societies, etc. The level of reimbursement the member is to receive for travel expenses must be approved in advance by the Executive Director. In these circumstances, reimbursement will include only necessary travel (at coach rate air fare level), housing, travel associated meals, and other transportation services.

## **ARTICLE VII ETHICAL CODE AND PRINCIPLES**

### **7.1 CODE OF ETHICS**

The Code of Ethics of The American College of Radiation Oncology, Inc. is intended to aid individually and collectively in maintaining a high level of ethical conduct. The code is not a set of rigid rules, but rather a compilation of standards by which members of the College may determine the propriety of conduct in their relationships with patients, with the public, with colleagues, and with members of allied professions. As part of this professional commitment, The American College of Radiation Oncology supports and endorses the AMA' code of professional ethics.

### **7.2 PRINCIPLES OF ETHICS**

A. Principles of Ethics form the first part of the Code of Ethics of The American College of Radiation Oncology, Inc. They are aspirational and inspirational model standards of exemplary professional conduct for all Members of The College. They serve as goals for which Members should constantly strive. The Principles of Ethics are not enforceable by disciplinary action against a Member of the Corporation and should not be considered as all inclusive.

- 1) The principal objective of the medical profession is to render service to all patients with full respect for human dignity. Radiation oncologists should merit the confidence of patients entrusted to their care, rendering to each a full measure of empathy, service and devotion.
- 2) Radiation oncologists should strive continually to improve medical knowledge and skill, and should make available to their patients and colleagues the benefits of their professional attainments.
- 3) The medical profession should safeguard the public and itself against professional incompetence or physicians deficient in moral character. Radiation oncologists should uphold all laws and regulations relevant to their service to patients, uphold the dignity and honor of the profession and accept its self-imposed discipline. They should expose, without hesitation, illegal or unethical conduct of fellow members of the profession.
- 4) The honored ideals of the medical profession imply that responsibilities of radiation oncologists extend to society in general as well as to their patients. These responsibilities include the interest and participation of radiation oncologists in activities which improve the health and well-being of the individual and the community.
- 5) Radiation oncologists may not reveal confidences entrusted to them in the course of patient care, or deficiencies they may observe in the character of patients, unless they are required to do so by regulation or law, or unless it becomes necessary to protect the welfare of the individual or of the community.



6) Rendering of a service by a radiation oncologist should always be governed by what is in the best interest of the patient. The decision to render this service to a patient is a matter of individual choice.

### 7.3 RULES OF ETHICS

- A. The Rules of Ethics form the second part of the Code of Ethics of the College. They are considered inviolate and directive of specific minimal standards of professional conduct for all Members of the College. The Rules of Ethics are enforceable by disciplinary action against a Member of the Corporation.
- B. It is appropriate for a radiation oncologist to provide a consultative opinion in the management of cancer and other disorders treated with radiation. A radiation oncologist should regularly treat patients in settings only where the radiation oncologist is in a position to maintain the primary role in all decision-making, quality of patient management, utilization review and matters of policy which affect the quality of patient care related to radiation oncology.
- C. A radiation oncologist should not participate in a billing arrangement which misleads patients or third-party payors concerning the fees charged by the radiation oncologist.
- D. Prior to practicing in a hospital, a radiation oncologist should apply, and be accepted, as a member of the hospital medical staff in accordance with the medical staff's bylaws and in the same manner as all other physicians.
- E. Radiation oncologists shall not divide fees either directly or by any subterfuge.
- F. A radiation oncologist must abide by all state, county, and national rules for physician conduct. Any dismissal from hospital staff membership with cause may constitute sufficient grounds for a review of the member's standing in ACRO.

### 7.4 DISCIPLINARY PROCEDURES FOR VIOLATION OF THE CODE OF ETHICS OR OTHER INFRACTIONS OF PROFESSIONALISM

- A. Member of the College may be censured, suspended, expelled or otherwise disciplined for violation of Section 7.2 of the Code of Ethics of the College.
- B. A complaint that a Member of the College has violated the Code of Ethics of the Corporation may be filed with the Executive Director who, in consultation with the chairman of the Professionalism Committee, may initiate an investigation thereof. The Executive Director and Professionalism Committee are empowered to use resources of the College or to use additional manpower as needed to investigate any such complaint.
- C. Upon determining that a complaint filed with or referred to the Executive Director warrants further consideration of disciplinary action by the College, the Professionalism Committee shall refer the matter to the Executive Committee.
- D. Written notice shall be sent to the Member in question by registered or certified mail at least 30 calendar days prior to a meeting of the Executive Committee (a) stating the time and place of the meeting, (b) informing the Member of the nature of the complaint which will be considered, (c) advising that the Member may then and there appear in person and/or by legal or other representative and may submit such evidence as the Member deems

appropriate, and (d) advising the Member in question that failure to cooperate reasonably with an ethics investigation is independent grounds for disciplinary action. A majority of the Executive Committee shall determine whether disciplinary action is recommended. It shall notify in writing the Member of its decision.

E. A Member against whom disciplinary action is recommended may appeal that decision to the Professionalism Committee by mailing a written notice of appeal to the President within 30 days of the mailing of notice of the adverse decision to the Member in question.

F. Before the Professionalism Committee shall hear an appeal, the Committee shall by registered or certified mail notify the Member in question not less than 30 calendar days prior to a meeting of the Professionalism Committee that the Member may then and there appear in person and/or by legal or other representative to present such argument as the Member deems proper to show that the disciplinary action taken should be reversed.

G. If a majority of the Members of the Professionalism Committee determines that the disciplinary action taken against a member is supported by the evidence and is the result of fair procedures, consistent with the Bylaws, the Committee shall affirm the disciplinary action. If a majority of the members of the Committee do not so determine, the Committee shall reverse the disciplinary action and dismiss the matter.

## **ARTICLE VIII ANNUAL REPORT**

### **8.1 ANNUAL REPORT**

Within a reasonable time after the close of each fiscal year, the Board of Chancellors shall be responsible to draft a report, verified by the President and Secretary-Treasurer or by a majority of the Chancellors, covering the activities of the Corporation for the past year and showing in appropriate detail the following:

(A) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

(B) The principal changes in assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report.

(C) The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(D) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(E) A statement of the identity and addresses of the members as required by law.

The annual report shall be filed with the minutes of the Annual Meeting of the Members.

## **ARTICLE IX NOTICE AND WAIVER OF NOTICE**

### 9.1 NOTICE

Whenever, under the provisions of the statutes or of the Certificate of Incorporation or of the Bylaws, notice is required to be given to any Chancellor, officer, or Member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, or electronically, addressed to such Chancellor, officer, or member, at his or her address as it appears on the records of the Corporation and such notice shall be deemed to be given at the time when the same shall be sent.

## **ARTICLE X FISCAL YEAR**

### 10.1 FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31.

## **ARTICLE XI AMENDMENTS**

### 11.1 AMENDMENTS TO THE BYLAWS

The voting Membership shall have the power to amend and repeal the Bylaws of the Corporation, provided no such amendment shall violate Section 501(c)(6) of the Code and the Treasury Regulations thereunder, insofar as they relate to "trade associations." Resolutions to amend these bylaws may be initiated by:

- (1) a majority of the Board of Chancellors present at the meeting in which the changes are proposed or
- (2) 30 voting members.

In the case of Board-initiated bylaws changes, ballots shall be distributed to voting members to ratify the Board proposed changes within 2 weeks' time. Ballots must include a copy of the proposed changes and a summary of the intent of the changes. Ballots must be returned within two weeks of distribution and changes will be considered ratified with majority support.

If a resolution to amend the Bylaws is initiated by the voting Membership, proposed Amendments shall be submitted with a petition signed by at least 30 voting members or fellows to the Secretary-Treasurer of the Board, not less than 60 days before ~~the Fall~~ Board Meeting or the Annual Meeting.

Not less than one month before the ~~Fall-relevant~~ Board Meeting or the Annual Meeting, ~~the Secretary-Treasurer of the Board shall distribute ballots electronically or by mail~~ ballots will be distributed to all voting Members ~~and fellows~~ enclosing a copy of the proposed amendment ~~or and~~ a summary of the changes to be effected thereby. Ballots shall be returned or electronically counted ~~for the Secretary-Treasurer of the Board~~ at least two

weeks before the Fall-relevant Board Meeting ~~or the Annual Meeting~~.

The results of the any bylaws change vote shall be announced at the appropriate time as determined by the President. Any change in the Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

#### 11.2 REVIEW OF THE BYLAWS

The Board of Chancellors shall designate a board member, board members, or ad hoc committee to review the bylaws for organizational compliance and potential amendments to bring operational details into agreement with these bylaws. Such review should happen no less than once every three years.

### **ARTICLE XII RULES OF ORDER**

#### 12.1 RULES OF ORDER

In the absence of any provision in the Bylaws, all meetings of the Corporation shall be governed by the parliamentary rules and usages contained in the current edition of Sturgis' "Standard Code of Parliamentary Procedure."The American Institute of Parliamentarians Standard Code of Parliamentary Procedure.

**END OF ACRO BYLAWS** (Last Amended ~~\*\*\*\*\*~~, 2014~~2020~~)