



ORGANIZATIONAL BY-LAWS

ARTICLE I

DEFINITIONS

The following terms will appear from time to time throughout these by-laws. The Definition of each term is meant to include, and be limited to, that which is stated as part of this article.

- 1) **THE CORPORATION.** Children's Oncology Camping Association International.
- 2) **COCA.** This term shall be synonymous with the phrase "The Corporation."
- 3) **MEMBER.** When capitalized, the term Member refers to an organization owning or operating a camp or related program for children with cancer (and/or their families) and is qualified under Article II, Section Four, of these by-laws as a member in good standing.
- 4) **MEMBER DELEGATE.** An individual empowered to represent a Member at a COCA meeting and cast the vote on behalf of the Member regarding any matters which properly come before the meeting. Such voting may take place in-person during a live or virtual meeting, or by other secure electronic means sanctioned by the Board that does not require a live voting process. Each Member will have the opportunity to designate, in writing and in advance, who their Member Delegate will be for any meeting where a vote may be taken.
- 5) **OFFICER.** A Member Delegate elected to, or succeeding into, or duly appointed to fill one (1) of the posts named in article IV of these by-laws.
- 6) **GENERAL MEMBERSHIP.** All of the Members.
- 7) **ADMINISTRATION AND GOVERNANCE COMMITTEE.** The Officers assembled as provided under these by-laws.

- 8) ANNUAL MEETING. A regularly scheduled yearly meeting of Member Delegates to transact the business of the Corporation. This meeting may take place in person or virtually.
- 9) BOARD. The Board of Directors of the Corporation.
- 10) SPECIAL MEETING. An ad hoc meeting of the General Membership, the Administration and Governance Committee, or the Board of Directors, as provided under these by-laws.
- 11) APPLICANT. A person or organization seeking membership in COCA.
- 12) AGENDA. The Agenda is a written schedule, which lists all matters to be considered by an Annual Meeting, a meeting of the Board of Directors, or a meeting of the Administration and Governance Committee. The Agenda is to be written by the person who will chair the meeting in cooperation with the Executive Director. The Executive Director is responsible for the distribution of the Agenda to each Board Member. The Agenda shall also be sent to all individuals whose presence at the meeting is required. The Agenda in no way precludes nominations or motions from the floor.
- 13) DELINQUENCY. This is the condition wherein a Member has failed to pay the current annual dues in accordance with the schedule provided by the Board of Directors, and further has allowed 30 days to pass since being notified by COCA that the dues have not been paid.
- 14) JOURNAL. The Journal is a record containing full and faithful copies of minutes of Annual Meetings, meetings of the Board of Directors, meetings of the Administration and Governance Committee, and meetings of any other body created under the authority of these by-laws.
- 15) MEMBER AFFILIATE. A volunteer or paid staff member involved with the on-going operations or programs of a current Member Camp.
- 16) COCA STAFF. The Executive Director and any additional employees of COCA approved for hire by the Board.
- 17) EX-OFFICIO MEMBER. A member of the Board or a Committee who has voice, but not vote, on all matters brought before the body. This would include COCA Staff and Board Liaisons, but could potentially include others invited to participate by the Board President or a Committee Chair as well.
- 18) EXECUTIVE SESSION. Any meeting of the Board or a Committee where sensitive information is being discussed and only voting Members of the Board or Committee are allowed to attend unless a specific invitation is given by the Board President or a Committee Chair to non-voting individuals to help provide information necessary to facilitate the discussion. During Executive Session no business may be conducted that would require a vote.

ARTICLE II

MEMBERSHIP

Any organization as defined in Article I. is eligible to apply to be a Member of COCA. Any organization requesting membership but not yet accepted as a Member is hereinafter referred to as an “applicant.”

Section One. COCA Staff shall act as liaison between applicant and COCA. COCA Staff shall receive and maintain in an orderly condition all correspondence and documentation pertaining to any applicant.

Section Two. Once COCA Staff have determined that an applicant has completed and properly submitted all required documentation, COCA Staff will determine if the candidate is eligible for membership. Once approved, COCA Staff shall collect the annual dues from the applicant.

Section Three. COCA Staff shall assess all Members annual dues based on the policy set forth by the Board of Directors.

Section Four. When annual dues are paid, all new or renewal applicants become Members in good standing. Any Member in good standing has the following rights under these by-laws:

- 1) Each Member receives one (1) vote on any matter placed before the General Membership at an Annual Meeting by way of the Agenda or a motion from the floor. Only a Member Delegate who is present for a meeting (whether in-person or virtual) wherein the vote is taking place, may cast a Member’s vote. In the case of a special circumstance, deemed necessary by the Board, that might require a vote outside of the Annual Meeting, a secure electronic voting process sanctioned by the Board may also be used to collect votes. For all votes the Member shall bear the responsibility for the participation of its Member Delegate in the designated voting process.
- 2) Any Member, or its agent or attorney, has the right to review any COCA records maintained by COCA Staff, a COCA Officer, or any chairperson of any committee or sub-committee created under the authority of these by-laws. The review shall take place without unreasonable delay following a written request by a Member Delegate. The review shall take place at the location where the records are normally stored unless an alternate location is agreed upon, or an electronic copy of the records can be securely provided and is agreeable to both COCA and the requester.
- 3) A Member has the right to have a Member Delegate observe any meeting of the General Membership, the Board of Directors, or any standing or ad hoc committee created under the authority of these by-laws, unless the meeting is being held in Executive Session.
- 4) Any Member’s Member Delegate has the right to directly observe, but not in any way affect or obstruct, the counting of votes cast in any election conducted under the authority of these by-laws.

Section Five. Other categories of membership, without voting rights, may be created from time to time by the Board of Directors for either individuals or organizations.

Section Six. Any Member may resign at a time of the Member's choosing, but all unsettled financial obligations incurred by the resigning Member of COCA shall be paid on demand or in accordance with a payment schedule acceptable to COCA and the resigning member.

ARTICLE III

THE BOARD OF DIRECTORS

There shall be up to thirteen (13) elected members of the Board of Directors, and up to six (6) appointed members of the Board of Directors, each serving terms as defined within these by-laws. These elected members of the Board of Directors will be voting Board Members. Non-voting Liaisons representing kindred organizations, funding partners, vendors, or others who add specific value to COCA may also be invited to participate in COCA Board of Directors meetings and activities.

The Board of Directors will be comprised of the seven (7) elected members of the Administration and Governance Committee (President, Vice President, Past President, Secretary, Past Secretary, Treasurer (who also serves as Finance Chair), and Past Treasurer), the six (6) elected Chairs of Standing Committees (Conference Chair, Development Chair, Gold Ribbon Chair, Membership Chair, Research & Education Chair, and Social Media & Marketing Chair) and up to six (6) appointed members nominated by the Administration and Governance Committee and approved by a majority vote of the Board of Directors. Appointed members of the Board of Directors shall possess skills or offer contributions beneficial to COCA as assessed by the Administration & Governance Committee, and may include, but not be limited to, regional representation, legal, medical, fundraising, research, finance, or other expertise. Elected Board Members shall serve no more than three (3) successive terms in the same position unless no other eligible candidate is running for the position, after best efforts to promote the position have been made, and the incumbent is interested in serving another term. A "term" is defined as 2 years, except for those serving in "Past" roles on the Administration and Governance Committee, where the term is defined as 1 year.

All elected members of the Board of Directors are voting members of the Board. Each elected member of the Board of Directors must be a Member Affiliate. Appointed members of the Board of Directors may or may not be a Member Affiliate. At no time during a meeting of the Board of Directors will there also be convened a meeting of the Administration and Governance Committee.

The Executive Director shall serve as an ex-officio (non-voting) member of the Board of Directors and all Board Committees.

Additionally, the Board of Directors may, by majority vote, invite individuals to serve as ex-officio (non-voting) Board Liaisons.

Section One. A quorum for the Board of Directors shall be a majority of the total voting Board membership, and within that majority, a majority of elected members must be present. The President or Vice President and at least one (1) other Officer shall be in attendance.

Section Two. The minutes of each Board meeting shall be kept by the Secretary. If the Secretary is not present, the presiding Officer shall appoint one (1) Board member to serve as Acting Secretary. That appointment must be affirmed by a majority of those attending the meeting.

Section Three. The minutes of each Board meeting, once approved by a majority vote of the Board during a meeting where a quorum is present, will be organized and made suitable for publication as part of the Journal within a reasonable period of time following that meeting of the Board of Directors.

Section Four. The presiding officer shall cast a vote on a matter before the Board only in the case of a vote resulting in like numbers of votes being cast for and against the matter. After the Secretary has declared that a tie vote has occurred, the presiding Officer shall, with time allowed for appropriate deliberation, vote for or against the matter. In no case will the meeting be adjourned until all votes are resolved with an appropriate majority as set forth in these by-laws.

Section Five. The Board of Directors may authorize COCA funds to be used to defer some or all of the expenses incurred by Board members in the course of fulfilling their official duties for COCA, but shall do so only after:

- a. Receiving the general authority for the expenditure by a majority of those present and voting at the Annual Meeting of the Corporation, or,
- b. Having obtained written consent from three-fifths (3/5) majority of the Board members.

Section Six. All members of the Board of Directors serve on a volunteer basis without an expectation of compensation beyond approved reimbursements for direct expenses.

Section Seven. Any director may resign at any time by delivering written notice to the President or Executive Director, or by giving verbal notice at any meeting of the directors in conjunction with written notice. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section Eight. Any director may be removed from office, with or without cause, by a two thirds ($\frac{2}{3}$) vote of voting members of the Board of Directors. Reasons for removal could include, but not be limited to, violating the COCA Board of Directors Member Commitment Statement, Code of Conduct Policy, or Conflict of Interest Policy.

Section Nine. At no time shall more than two (2) Member Affiliates of the same Member Camp/Organization serve on the Board of Directors simultaneously.

ARTICLE IV

OFFICERS OF THE BOARD

The Officers of the Board of Directors of COCA shall be up to seven (7) in number and shall be designated by the titles of: Past-President, President, Vice President, Secretary, Past-Secretary, Treasurer, and Past-Treasurer.

Any person eligible to be a Member Affiliate at the time of his or her nomination (in advance or from the floor) may be nominated for any Officer's post for which nominations are appropriate, excepting that no person shall serve successive terms as President.

The Term of office for the President, the Vice President, the Secretary and the Treasurer shall be two (2) years. The term for the Past President, Past Secretary, and Past Treasurer shall be one (1) year. The term of office for all Officers shall begin no later than 7:00 a.m. of the day following the Annual Meeting (or whenever a sanctioned electronic vote outside of the Annual Meeting has been completed) and shall continue until the beginning of the term of the Officer's duly elected successor. The offices of President, Past-President, Secretary, Past Secretary, Treasurer, and Past-Treasurer shall be filled at the time stipulated above and by the procedures specified in the relevant portions of this Article.

The Officers shall be elected by a majority of those Members whose Member Delegates are present and voting at the Annual Meeting, or by other secure electronic means sanctioned by the Board that do not require a live voting process. Each Member's Member Delegate will decide how that Member's vote is cast, but in no case will any Member exercise more or less than one (1) vote per office.

The President

The duties of the President shall include the following:

- 1) To preside at all Annual Meetings, all meetings of the Board of Directors, and all Meetings of the Administration and Governance Committee.
- 2) To appoint, subject to Article VII of these by-laws, all chairpersons of ad hoc committees or task forces.
- 3) To determine, from time to time, that all other Officers are discharging their duties faithfully.
- 4) To inform, from time to time, the Vice President of all matters pertaining to the discharge of Presidential duties and any other matter which might have bearing on the conduct of COCA business.
- 5) To appoint, when necessary and for a specified period of time, the Vice President or Past President as President pro tempore.
- 6) To fill, by appointment and with the consent of at least one (1) Officer and one (1) non-officer Board member, any vacancy created for any reason before expiration of a term. In no event shall the appointee serve for a period longer than the remainder of the term for which the appointment was made unless he or she is subsequently elected to serve in that position in accordance with the provisions of the Article.
- 7) To nominate, at the direction of the Board, an accountant to audit all accounts containing COCA funds and to report to the Board and to the General Membership the results of the audit.

- 8) To approve, or designate another member of the Executive Committee to approve, all expenditures or contracts for COCA in accordance with current Financial Policies set by the Board.
- 9) To ensure written annual review and evaluation of COCA Staff.

The Vice President

The Duties of the Vice President shall include the following:

- 1) To act in the place of the President when lawfully appointed by the President to serve as President pro tempore, or during an unexpected absence of the President or unexpected vacancy of the office of President, or when otherwise obligated to do so by provision of these by-laws.
- 2) To assist the Secretary or Treasurer in counting all votes cast at an Annual Meeting, a meeting of the Board of Directors, or a Meeting of the Administration and Governance Committee.
- 3) To assist the President as lawfully directed by the President.
- 4) To represent COCA with respect to applicants.
- 5) To maintain and monitor the strategic plan with guidance from the President.
- 6) To review, maintain and recommend changes to the organizational by-laws.
- 7) To serve as Vice Chair of the Administration and Governance Committee.
- 8) To ascend to the role of President after one (1) 2-year term as Vice President.

The Secretary

The Duties of the Secretary shall include the following:

- 1) To record the minutes of all Annual Meetings and meetings of the Board of Directors and meetings of the Administration and Governance Committee (except when any meetings are being held in executive session).
- 2) To count, immediately following each election and at a location selected for the convenience of all qualified observers, all votes cast at an Annual Meeting, a meeting of the Board of Directors, or a meeting of the Administration and Governance Committee. If the current Secretary is a candidate for election or re-election, then another Officer or Board Member designated by the President shall count the votes.
- 3) To record in the Journal the results of any election or vote on a matter before COCA or any of its committees or subcommittees.
- 4) To maintain the Journal in an orderly manner and condition and, upon leaving office, to pass the Journal to the lawful successor.
- 5) To make available, at the direction of the president and at the expense of COCA, copies of all or some of the entries in the Journal.

The Treasurer

The duties of the Treasurer shall include the following:

- 1) To serve as Finance Committee Chair.
- 2) To provide accounting and financial guidance and support to the COCA Staff in accordance with Generally Accepted Accounting Principles.
- 3) To review all bank and investment account activity on a monthly basis.

- 4) To review monthly financial statements prepared by the COCA Staff for propriety and appropriate accounting.
- 5) To review underlying accounting documentation on a routine basis.
- 6) To collaborate and provide input to the COCA Staff on establishment of the annual budget for approval by the Board of Directors.
- 7) To review actual revenue and expenditures and monitor as compared to the annual budget.
- 8) To report and update the Administration and Governance Committee, Board of Directors, and/or Members on the financial position of COCA at all pertinent meetings thereof and any other times as needed.
- 9) To review and approve payroll, expenses, reimbursements, and supporting documentation in accordance with current Financial Policies set by the Board.

The Past-Secretary

The office of the Past-Secretary shall be filled without an election by the person who has most recently completed a term as Secretary and who shall not have been removed from office.

The Duties of the Past-Secretary shall include the following:

- 1) To advise the Secretary and President as the President may lawfully request.

The Past-Treasurer

The office of the Past-Treasurer shall be filled without an election by the person who has most recently completed a term as Treasurer and who shall not have been removed from office.

The Duties of the Past-Treasurer shall include the following:

- 2) To advise the Treasurer and President as the President may lawfully request.

The Past-President

The office of the Past-President shall be filled without an election by the person who has most recently completed a term as President and who shall not have been removed from office.

The duties of the Past-President shall include the following:

- 1) To advise the President as the President may lawfully request.

ARTICLE V

THE ADMINISTRATION & GOVERNANCE COMMITTEE

The Administration & Governance Committee shall be comprised of the President, Vice President, Past President, Treasurer, Past Treasurer, Secretary, and Past Secretary. A quorum for the Committee shall be three (3). The Executive Director shall be an ex-officio (non-voting) member of the Administration & Governance Committee. The Committee may meet from time to time but will be subject to the following constraints:

Section One. The Committee may not take any action that is beyond the course of action necessary for the full and faithful completion of tasks that are the proper responsibility of the Board of Directors.

Section Two. The Committee may authorize or condone an emergency expenditure of COCA funds or utilization of COCA property.

Section Three. At no time may a Committee meeting be construed or represented as being the equivalent to a meeting of the Board of Directors.

Section Four. The Committee shall assist the President in the annual review of the Executive Director.

ARTICLE VI
COMMITTEE STRUCTURE

The Board of Directors shall have the authority to create and dissolve ad hoc committees and task forces as necessary.

Section One. Ad hoc committees and task forces may be created by a majority of those Board members present and voting.

Section Two. All ad hoc committee Chairs or Vice Chairs shall be a current voting COCA Board Member and shall, after having their names placed in nomination by the President, be voted into position of chairperson by a majority of those Board members present and voting. Task force Chairs or Vice Chairs shall be current COCA Member Affiliates and shall, after having their names placed in nomination by the President, be voted into position of chairperson by a majority of those Board members present and voting. Task force Chairs or Vice Chairs need not be current voting COCA Board Members.

Section Three. Ad hoc committees and task forces shall exist for the purpose(s) and for the period of time specified by the President and confirmed by a majority of those Board members present and voting.

Section Four. All ad hoc committee and task force chairpersons shall serve at the pleasure of the Board of Directors and may be removed by a majority of those Board members present and voting.

ARTICLE VII
FISCAL YEAR

The fiscal year shall be from the first day of January through the last day of December of each calendar year.

ARTICLE VIII

OFFICES

COCA shall maintain in the state of Illinois a registered office and a registered agent at such office. COCA may have other offices within and without the state.

ARTICLE IX

THE SEAL

The corporate seal shall have inscribed thereon the name of the Corporation and the words, "Corporate Seal, Illinois."

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving such notice.

ARTICLE XI

AMENDMENTS

The Power to alter, amend or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors, subject to ratification by an affirmative vote of at least two-thirds (2/3) of the Member Delegates present and voting at the location and time wherein the action is taking place. Such actions may be taken at a regular or a special meeting of the Board of Directors and the Annual or special meeting of the Members (in person, virtual, or by Board-sanctioned electronic means), provided that, if done at a special meeting, the purpose shall be stated in written notice thereof. The by-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

General housekeeping amendments to these by-laws will be approved by a majority vote of the Board of Directors (e.g. spelling errors, punctuation errors etc.).

When major amendments are made and approved by the General Membership that require transition plans, the Board of Directors is authorized to develop and implement any transition plans necessary to accomplish the changes.

Revision History

These By-laws, as amended by the General Membership at the Annual Meeting on November 9, 1996, took effect immediately upon their adoption, and shall remain in effect until otherwise amended.

Revised by the General Membership at the Annual Meeting on November 13, 1999.

Revised by the General Membership at the Annual Meeting on November 12, 2005.

Revised by the General Membership at the Annual Meeting on November 11, 2006.

Revised by the General Membership at the Annual Meeting on November 10, 2007.

Revised by the General Membership at the Annual Meeting on November 6, 2015.

Revised by the General Membership at the Annual Meeting on November 15, 2019.

Revised by the General Membership at the Annual Meeting on November 18, 2020.

Revised by the General Membership at the Annual Meeting on December 5, 2021.

Revised by the General Membership at the Annual Meeting on December 10, 2024.