



Operating Guidelines of the Northern California Pain Initiative

(July 2006)

Article I: *Name and purpose:* This initiative, to be known as the “Northern California Pain Initiative” (and hereafter referred to as the “Initiative”), is established for the purpose of promoting the proper recognition and management of pain. It operates as part of the California Division, Inc. of the American Cancer Society (hereinafter, “ACS, CD”), a 501(c)(3) California non-profit public benefit corporation.

Article II: *Offices of the Initiative:* The principal office for the transaction of the activities and affairs of the Initiative shall be the same as that for the ACS CD as set out in the By-Laws of the ACS, CD, as amended as of March 23, 2006, or thereafter amended.

Article III: *Membership and voting:* The Initiative shall have no members within the meaning of section 5056 of the Corporations Code. Persons or entities associated with the Initiative may be referred to as members for the purpose of convenience only. Membership shall be open to all interested persons and entities; no person or entity shall be refused membership or have his, her or its membership withdrawn without a vote of $\frac{3}{4}$ of all members of the Advisory Council of the Initiative. Membership shall be free; provided, however, that the Advisory Council may impose dues by amendment to these

guidelines as provided in Article IX. All members shall be eligible for any position within the Initiative and to vote in any Initiative election. Members and officers of the Initiative shall be considered volunteers of ACS CD.

Article IV: *Officers*: The officers of the Initiative shall consist of a chairperson, a chairperson-elect, and secretary.

Section 1: *Qualifications*: Any individual member of the Initiative shall be qualified to serve as an officer of the Initiative.

Section 2: *Responsibilities*:

Chairperson: The chairperson shall be responsible for the over-all operation of the Initiative, subject to these operating guidelines, the actions and direction of the Advisory Council and the policies and procedures of ACS CD. The chairperson shall appoint the members of any ad hoc or standing committee of the Initiative, including any chair, co-chair, or vice-chair, and shall chair all meetings of the Advisory Council and Executive Council during his or her tenure as chair. Should the chairperson-elect become unavailable to serve as Chairperson, the then- current chairperson shall serve the term of that chairperson-elect, except as provided below.

Chairperson elect: The chairperson-elect shall be responsible for the duties of the chairperson in case of the chairperson's unavailability to perform those functions, or as designated by the chairperson, and shall, at the expiration of the chairperson's term, succeed to the position of chairperson. In case the chairperson becomes unavailable to continue as chairperson, the Chairperson-elect shall succeed him or her in addition to his or her own term as chairperson. Should the chairperson-elect resign within the first six

months of his or her service as chairperson-elect, the Advisory Council, by majority vote of all members, shall appoint a successor.

Secretary: The secretary shall be responsible for the records of the initiative, including maintaining and making available to the officers and Advisory Council an accurate record of all actions undertaken by the initiative.

Section 3: Election and term of office: The officers described in this article shall be elected annually and no later than September of each calendar year and shall serve a single two year term in that office. The initial officers elected under these operating guidelines shall be elected by majority vote of the members of the Advisory Council at the first noticed September meeting or conference call following the adoption of these operating guidelines. Should an officer become vacant, other than by removal from office, the Advisory Council shall, by majority vote, select a replacement to fill out his or her term, except as otherwise provided above in Section 1 of this article

Section 4: Removal: An officer or member of the Advisory Council shall not be removed from his or her position prior to the next scheduled election except for malfeasance or nonfeasance in office and only upon the vote of $\frac{3}{4}$ of all members of the Advisory Council after at least 15 calendar days written notice to the officer, by certified mail, of the basis for the vote to remove him or her. In the event an officer or member of the Advisory Council is removed, the Advisory Council shall, by majority vote at the same meeting or conference call at which the officer is removed, select a replacement for the remainder of the removed officer's term.

Article V. Advisory Council:

Section 1. *Selection and service:* The actions to be taken by the Initiative, including decisions as to governance policies and organizational outcomes, shall be determined by the Advisory Council, consistent with these operating guidelines and the policies and procedures of ACS CD. The Advisory Council shall consist of the officers described in Article IV, plus no less than five and no more than 18 other members. The members of the Advisory Council should reflect a cross-section of the government, associational, and individual members of the Initiative and the multiple regions of the Initiative. Members of the Advisory Council, other than the officers, shall serve for a term of two (2) years and shall not serve for more than two (2) consecutive terms. Should a position on the Advisory Council, other than that of an officer, become vacant during that person's term, he or she shall be replaced, for the duration of that term, by majority vote of the Advisory Council. The interim Advisory Council serving pending the adoption of these operating guidelines shall select the initial members of the Advisory Council by majority vote at the same meeting at which the first officers under these operating guidelines are elected; thereafter, members of the Advisory Council shall be selected by the Advisory Council.

Section 2: *Authority and responsibility:* The Advisory Council shall attend and participate in meetings, both electronic and in person, of the Advisory Council and of any committee of the initiative of which that member of the Council is also a member.

Section 3. *Executive Committee:* A subcommittee of the Advisory Council, to consist of the officers of the Initiative and the chairs of any standing committee of the Initiative, shall be called the Executive Committee and shall meet or confer at the call of the Chairperson to address matters that come up in between meetings of the Advisory Council and that need to be addressed before the next Advisory Council. All actions of

the Executive Committee shall be reported to the full Advisory Council no later than the following regularly scheduled meeting of the Advisory Council.

Article VI: *Committees*: The Initiative shall have committees, including ad hoc committees as established by the Chairperson, with the approval of the Advisory Council, and shall have the following standing committees, whose chair, co- or vice-chair, and members, shall be appointed, on at least an annual basis, by the Chairperson: Professional Education; Legislative and Regulatory Affairs; Communication and Public Education. Committees of the Initiative, both standing and ad hoc, shall report back to the Advisory Council on at least a quarterly basis and may not take action without the prior approval of the Advisory Council.

Article VII: *Meetings*: The Advisory Council shall meet or confer by telephone or videoconference no less than quarterly, provided that each member of the Council is able to communicate simultaneously with every other participating member of the Council during the meeting or conference. At least once each calendar year the Council shall hold an in-person meeting at any location within the State of California selected by the chairperson, with the approval of the Advisory Council. All regular conference calls shall be noticed at least 15 calendar days in advance; all in-person regular meetings shall be noticed at least 60 calendar days in advance. Notice of the conference calls or meetings shall be made by posting notice at the Initiative's website and by individual letter or e-mail to each member of the Advisory Council. An emergency meeting or conference call may be called by the chair person or a majority of all members of the

Advisory Council, in which case at least five calendar days notice shall be given at the Initiative's website and by confirmed telephone or e-mail notice to each member of the Advisory Council. An agenda for any regular meeting or conference call must be posted at the website and provided to each member of the Advisory Council no less than seven [7] calendar days preceding the date of the meeting or call; an agenda for any emergency meeting or call must be similarly posted and sent no less than 5 calendar days preceding the date of the meeting or call. At all meetings or calls a majority of the members of the Advisory Council shall be required for the Council to conduct business, and a majority of the quorum shall be sufficient on all matters except as otherwise provided by these operating guidelines. There shall be no votes by proxy. Meetings or conference calls shall be conducted according to Robert's Rules of Order or any other method of proceeding to which the Advisory Council agrees.

Article VIII: *Finances*: ACS CD shall be responsible for the assets and liabilities of the Initiative. The chairperson of the initiative shall obtain regular reports on the finances of the Initiative, and as otherwise requested by the Advisory Council, and shall report back to the Advisory Council at each regularly scheduled meeting or conference call and as otherwise requested by the Advisory Council. The chairperson shall obtain an annual statement of income, expenses, assets and liabilities of the Initiative from ACS CD no later than January 31st of the succeeding fiscal year.

Article IX: *Amendments*: Any provision of these operating guidelines may be amended by a vote of 2/3 of all members of the Advisory Council. The language of any operating

guideline change shall be posted at the Initiative's website no later than sixty (60) calendar days before the meeting or conference call at which it is to be voted on, and the Advisory Council shall consider comments received from members of the Initiative, whether received orally, electronically or in writing, prior to voting on any operating guideline change. The Initiative and these operating guidelines may be terminated at the discretion of ACS CD, provided that any funds restricted to the Initiative shall be spent in accordance with their intended use.