



ACS National Roundtables: Bylaws

1. PREAMBLE

The American Cancer Society (ACS) uses its proven national roundtable model to unite organizations in collaborative partnerships. ACS launched its first roundtable in 1997 and currently provides leadership and expert staff support to seven national roundtables focused on breast cancer, cervical cancer, colorectal cancer, lung cancer, prostate cancer, HPV vaccination, and patient navigation.

2. PURPOSE

The ACS National Roundtables bring together diverse partners and communities to share knowledge and tackle complex challenges across the cancer continuum that no one can solve alone. We align partners around shared goals, drive collective action for greater impact, and empower partners to enhance care and support for patients and caregivers, improving their quality of life and reducing suffering. The strength of such a partnership, united in mission, enhances the work of each member and thus effectively furthers the ACS mission to end cancer as we know it, for everyone.

3. MEMBERSHIP

A. **Description:** ACS National Roundtable members enjoy privileges designed to magnify the impact that each organization can have on both the collective and individual efforts to reduce suffering from cancer. An ACS National Roundtable consists of Organizational Members, Corporate Members, Affiliate Members, and a limited number of Individual Members (by invitation), which together, reflect a broad involvement in priorities across the cancer continuum.

B. **Membership Application, Determination, and Eligibility**

I. **Application Process:** One application is to be completed and used for requested membership to one or more roundtables. Organizations or invited individuals wishing to apply for roundtable membership must complete a membership form, which can be found on any of the roundtable websites.

II. **Determination Process and Roundtable Autonomy:**

- i. Each ACS National Roundtable will create and maintain a Membership Committee responsible for stewarding that roundtable's membership determination process.
- ii. The Membership Committee of each ACS National Roundtable will review applications and send a slate of recommendations to the

Steering Committee. The Steering Committee will give final determination for all member applications.

- iii. Membership decisions are at the discretion of each roundtable; thus a separate notice of acceptance is required for each roundtable. Additionally, approved members may be designated in different categories (Organizational, Corporate, Affiliate, or Individual) across roundtables.

II. **Criteria:** Basic membership criteria are defined within each category below. In addition to the criteria below, other factors, such as a roundtable's current membership composition or project scope, are considered in membership decisions and may influence a roundtable's leadership in determining membership acceptance or categorization.

III. **Dues:** There are no dues associated with membership; however, registration fees and related costs may be required for roundtable events.

C. Categories of Membership:

I. **Organizational Membership:** Organizational membership is open to any organization (including government agencies) that meets the organizational membership criteria and joins in support of an ACS National Roundtable's mission and goals.

Criteria: Organizational Members must:

- a. Commit to advancing the shared agenda and goals of an ACS National Roundtable; AND
- b. Commit to actively participating in roundtable activities; AND
- c. Demonstrate a broad potential (national, regional, or state) to educate and promote on the roundtable subject matter; AND
- d. Demonstrate outstanding expertise in the subject matter area of the roundtable; OR
- e. Demonstrate critical expertise in populations that experience cancer-related disparities.

II. **Corporate Membership:** Corporate membership is open to organizations that meet the corporate membership criteria and join in support of the mission and goals of the roundtables but also make or distribute a product that aids in the screening, early detection, prevention, treatment of cancer, and/or survivorship. This category also applies to any organization that has significant commercial interest in providing services where such interests have potential to cause actual or perceived improper influence or undue bias.

Criteria: Corporate Members must:

- a. Commit to advancing the shared agenda and goals of an ACS National Roundtable; AND
- b. Commit to actively participating in roundtable activities; AND
- c. Demonstrate a broad potential (national, regional, or state) to educate and promote on the roundtable subject matter; AND
- d. If delivering a product, demonstrate that the efficacy of products is supported by scientific research.

III. **Affiliate Membership:** Affiliate membership is open to organizations that support the ACS National Roundtable's mission and goals but does not meet the criteria of any other membership category.

Criteria: Affiliate Members must:

- a. Commit to advancing the shared agenda and goals of an ACS National Roundtable; AND
- b. Demonstrate a potential to educate and promote on the roundtable subject matter.

IV. **Individual Membership:** Individual membership is an invitation-only membership category designated for those individuals, approved by an ACS National Roundtable Steering Committee, with outstanding expertise in the subject matter area of the roundtable. Recommendations for individual membership may come from any roundtable member, must be considered and approved by the Steering Committee, and an official invitation to apply for individual membership will be sent by a member of the Executive Leadership Team.

Criteria: Individual Members must:

- a. Commit to advancing the shared agenda and goals of an ACS National Roundtable; AND
- b. Commit to actively participating in roundtable activities; AND
- c. Demonstrate outstanding expertise in the subject matter area of the roundtable.

D. Representation

- I. While privileges vary across the membership categories, each Organizational and Corporate Member will designate a primary and secondary representative to serve on or receive communications from the ACS National Roundtable.
- II. Affiliate Members may designate a primary representative only.

E. Privileges

I. Broader Participatory Privileges:

- a. Organizational Members and Individual Members shall have full participatory rights, including serving in leadership positions and on standing committees. Other subject matter experts and individuals from an Organizational Member may be invited to temporarily serve on ACS National Roundtable Priority Teams or smaller task groups dependent on project scope and skillsets needed. An invitation to attend the National Meeting may be extended if budget, space, and rules permit.
- b. Corporate Members will have limited participatory rights of Organizational or Individual Members and are not able to serve as an officer of a roundtable (i.e. Executive Leadership Team, Steering Committee, Standing Committee, or Priority Team Chair). It is at the discretion of the ACS Roundtable Executive Leadership Team and/or Steering Committee when participatory rights of Corporate Members may be restricted for certain activities due to conflict of interest or perceived bias. An invitation to attend the National Meeting may be extended if budget and space permits.
- c. Affiliate Members have limited participatory rights on the roundtable and are unable to serve in officer positions or attend the National Meeting.

- V. The **ACS National Roundtable Membership Benefits Chart** keeps record of current roundtable privileges for all membership categories.

F. Maintenance of Membership

I. Expectations:

- a. Members agree to operate within the ACS Roundtable Rules for Engagement.
- b. Organizational, Corporate, and Individual Members should:
 - i. Attend at least one meeting per year (virtual or in-person) or participate within a priority team or smaller task group, as available and invited.
 - ii. Complete the roundtable Member Survey annually.
 - iii. Share information about the roundtable within their organization and help promote and disseminate the work of the roundtable.
 - iv. Provide an update to the roundtable on their organization's related activities, e.g., via the membership survey or by

- participating in roundtable hosted conversations, webinars, or other events.
- v. Identify a new representative in the case of an individual rolling off to ensure no loss of membership status or communication for Organizational and Corporate Members.
- vi. Not use roundtable membership (including the use of any ACS Roundtable logo) for endorsement or promotion of a commercial product or for personal financial gain.

II. Failure to adhere to the “Maintenance of Membership” expectations outlined above will result in the demotion of membership status to Affiliate Membership or the full revocation of membership. It is the duty of ACS Roundtable staff to track, document, and review these matters and coordinate with the ACS Roundtable Executive Leadership Team.

4. GOVERNANCE & OPERATIONAL STRUCTURE

A. Executive Leadership Team:

- I. **Description:** The Executive Leadership Team consists of a triad leadership model with two external (not affiliated with ACS) Chairs and one ACS Chair.
 - a. **Chair:** A term-defined position reviewed by the Nominating Committee and voted on by the Steering Committee.
 - b. **Vice Chair:** A term-defined position reviewed by the Nominating Committee and voted on by the Steering Committee.
 - c. **ACS Chair:** A leading representative from the ACS (the roundtable’s backbone organization), as designated by the ACS. This position is not subject to term limits.

- II. **Duties and Responsibilities:**

- a. The ACS National Roundtable Executive Leadership Team guides the Steering Committee. The Executive Leadership Team serves as leading champions of the roundtable and is accountable to the roundtable membership and ACS. Together, they ensure that the strategic goals and priorities of the roundtable stimulate the national dialogue on cancer and ultimately serve those affected by cancer.
- b. Full description of current responsibilities and time commitments can be found in the **ACS Leadership Overview** document.

- III. **Composition and Terms:**

- a. At least one non-ACS Chair must be a health practitioner or clinician (e.g., MD, RN, NP, MSW, PharmD, etc.).
- b. The term of office for the external Chair and Vice Chair will be a three (3) year term, one-time renewable. It is encouraged that Chair and Vice Chair appointments be staggered to allow for continuity of leadership.

- c. The ACS National Roundtable Executive Leadership Team will work in tandem with the ACS Roundtable staff to support the roundtable.
- d. In the event of an early vacancy within the Executive Leadership Team, the remaining members shall determine the most appropriate course of action based on the needs and capacity of the roundtable. Options may include:
 - i. Appointing the Vice Chair to serve as Chair for the remainder of the term;
 - ii. Initiating a formal nominations process to fill the vacancy;
 - iii. Leaving the Vice Chair position vacant for the remainder of the term, if deemed appropriate.

IV. Selection of the Chair and Vice Chair

- a. **Eligibility:** Nominees must be currently serving on the roundtable through a member organization or as an invited individual member (excludes representatives of Corporate/Affiliate Members).
- b. **Nominations Process:** At least four (4) months prior to the conclusion of a Chair or Vice Chair's term, the Nominating Committee shall formally solicit nominations for the upcoming term. Nominees must be self-nominated or nominated by a colleague from a current roundtable member organization.
- c. **Evaluation:** The Nominating Committee shall review all nominations based on application responses, service performance, leadership effectiveness, engagement with roundtable priorities, and ability to represent the mission and values of the roundtable.
- d. **Approval:** The Nominating Committee will review nominations and put forth selections to be approved by the Steering Committee. A majority vote by the Steering Committee shall constitute election to the role. Roundtable membership should be informed in a timely manner, and announcements may occur at an ACS Roundtable National Meeting or via email communications to the entire membership.

V. Renewal of Terms for Chair and Vice Chair

- a. **Eligibility:** The Chair and Vice Chair may serve one additional, consecutive three-year term, contingent upon a review of prior service and leadership contributions, submission of a Declaration of Continued Service Form, and formal affirmation from the Nominating Committee. Eligibility does not constitute automatic reappointment, and all renewal decisions will be made in alignment with strategic needs and leadership standards of the roundtable.
- b. **Renewal Initiation Process:** At least five (5) months prior to the end of the Chair or Vice Chair's term:

- i. ACS Roundtable staff will consult with the ACS Chair to evaluate if the roundtable leader is in good standing and eligible for renewal. A leader's prior service will be considered according to established leadership criteria, including meeting facilitation, strategic contributions, engagement with Steering Committee members, and adherence to coalition values and Rules for Engagement.
- ii. If eligible, the individual will be invited to submit a Declaration of Continued Service Form to the Nominations Committee to confirm their intent to serve a second term.
- iii. If ineligible, the individual will be notified accordingly by the ACS Chair and/or ACS Roundtable staff.

c. **Nominations Process:** Four (4) months prior to the start of a new term:

- i. A notification and orientation email will be sent to the Nominating Committee which outlines: the number of vacant Executive Leadership Team roles, renewal considerations along with the submitted Declarations of Continued Service Forms, and any key dates and timelines for the nominations process.
- ii. The Nominating Committee will review the Declaration of Continued Service Forms and affirm or deny any renewal decisions for the upcoming slate.
- iii. The Nominating Committee will then formally initiate the standard nominations process accordingly for any open Chair or Vice Chair positions.

d. **Approval:** The full slate of proposed leadership (including those renewed via Declaration of Continued Service Forms and newly nominated candidates) will be presented to the Steering Committee for approval by a majority vote. Final selections will be announced to the membership at a National Meeting or via email communications.

VI. Maintenance of Chair and Vice Chair Position:

a. **Expectations:**

- i. An up-to-date ACS Roundtable Disclosures Form must be in place.
- ii. Chair and Vice Chair adhere to the ACS Roundtable Rules of Engagement.
- iii. Chair and Vice Chair should strive to attend all, but at a minimum of 75% of Steering Committee meetings per year, to maintain their leadership position, and must attend and preside over the National Meeting of the ACS National Roundtable membership. Note: In situations where absences are necessary, ACS staff should be notified in advance of the meetings.

- iv. Chair and Vice Chair must perform adequately the responsibilities of the position, including:
 - 1. Contributing to the strategic direction of the roundtable, including agenda-setting, priority alignment, and supporting roundtable-wide initiatives.
 - 2. Providing timely and transparent communication with Steering Committee members and ACS staff, including responding to communications and requests.
 - 3. Representing the roundtable in external settings and upholding values and standards of professionalism.
- v. Chair and Vice Chair are not allowed to send a proxy representative in their place.
- vi. The use of logo(s) should not be used for endorsement or promotion of a commercial product or for personal financial gain.

b. Failure to adhere to the “Maintenance of Chair and Vice Chair Position” expectations outlined above can result in removal from the Executive Leadership Team. It is the duty of ACS National Roundtable staff to track, document, review, and coordinate with the ACS Chair to resolve these matters.

B. Steering Committee:

- I. **Description:** The work of an ACS National Roundtable is guided with direction, input, and general leadership from its Steering Committee. An ACS National Roundtable Steering Committee consists of no fewer than seven (7) and no more than twelve (12) members plus the Executive Leadership Team for a maximum of (15) members. Any one organization may not have more than one representative serving on the Steering Committee.
- II. **Duties and Responsibilities:** Steering Committee responsibilities include the oversight of the roundtable infrastructure, general oversight of roundtable operations, guidance and leadership related to projects and events, and approval of new members of the roundtable. The Steering Committee is supported by ACS Roundtable staff to fulfill its directives. See **Leadership Overview Document** for additional roles and responsibilities.

III. Terms:

- a. The term of service is for two years, and an immediate second term is allowed via the renewal process described below.
- b. A former Steering Committee Member would be eligible for reconsideration after one full year off the committee.

- c. Terms are encouraged to be staggered so that no more than 4 committee members roll off each year.
- d. In the event of an early vacancy in a Steering Committee role, it is at the discretion of the Executive Leadership Team to determine the most appropriate course of action. This may include appointing an interim leader, initiating a nominations process, or leaving the position vacant for the remainder of the term, based on the needs and capacity of the roundtable.

IV. **Selection of the Steering Committee:**

- a. **Eligibility:** Nominees are encouraged to be currently serving on the roundtable through an organizational membership or as an invited individual member (excludes representatives of Corporate Members and Affiliate Members).
- b. **Nominations Process:** At least four (4) months before the end of a member's term, the Nominating Committee shall request nominations for the open seat. Nominees must be self-nominated or nominated by a colleague, preferably from a current roundtable member organization.
- c. **Evaluation:** The Nominating Committee will review all nominations using criteria including application responses, meeting participation, leadership contributions, adherence to ACS Roundtable Rules of Engagement, and alignment with strategic needs of the roundtable.
- d. **Approval:** The full slate of proposed Steering Committee members (including reappointments, if applicable) will be presented to the Steering Committee for approval by a majority vote. Final selections will be announced to membership at a National Meeting or through email communications.

b. **Renewal of Terms for Steering Committee Members**

- a. **Eligibility:** Steering Committee members may serve one additional, consecutive two-year term, contingent upon a review of prior service, the submission of a Declaration of Continued Service Form, and affirmation from the Nominating Committee. Eligibility does not constitute automatic reappointment, and all renewal decisions will be made in alignment with strategic needs and leadership standards of the roundtable.
- b. **Renewal Initiation Process:** At least five (5) months prior to the end of a member's term:
 - i. ACS Roundtable staff will consult with the Chair to evaluate if the member is in good standing and eligible for renewal. A member's prior Steering Committee service will be considered according to

established maintenance criteria (e.g., meeting participation, leadership contributions, adherence to Rules of Engagement, and alignment with strategic priorities).

- ii. If eligible, the member will be invited by the Chair and/or ACS Roundtable staff to submit a Declaration of Continued Service Form to the Nominating Committee to confirm their intent to serve a second term.
- iii. If the member is determined ineligible, the member will be notified by the Chair and/or the ACS Roundtable staff.

c. **Nominations Process:** Four (4) months prior to the start of a new term:

- i. A notification and orientation email will be sent to the Nominating Committee outlining: the number of vacant Steering Committee roles, renewal considerations along with the submitted Declarations of Continued Service Forms, and any key dates and timelines for the nominations process.
- ii. The Nominating Committee will review the Declaration of Continued Service Forms and affirm or deny any renewal decisions for the upcoming slate.
- iii. The Nominating Committee will then formally initiate the standard nominations process accordingly for any open Steering Committee positions.

d. **Approval:** The full slate of proposed Steering Committee Members (including those renewing via Declaration of Continued Service and newly nominated candidates) will be presented to the Steering Committee for approval by a majority vote. Final selections will be announced to the membership at a National Meeting or via email communications.

c. **Maintenance of Steering Committee Membership:**

a. **Expectations:**

- i. An up-to-date ACS Roundtable Disclosures form must be in place.
- ii. Steering Committee Members agree and adhere to the ACS Roundtable Rules of Engagement.
- iii. Steering Committee Members should strive to attend all, but at minimum 50% of Steering Committee meetings per year, to maintain their leadership position. Steering Committee Members are expected to attend the National Meeting of membership. Note: In situations where absences are necessary, notification to the Chair and ACS Roundtable staff are expected at least one week in advance.

- iv. Steering Committee Members must perform adequately the responsibilities of the position, including, but not limited to:
 - 1. Contributing to strategic input and feedback for decision-making and planning.
 - 2. Providing timely and transparent responses to communications from ACS Roundtable staff or the Executive Leadership Team within a reasonable timeframe.
 - 3. Sharing relevant opportunities, resources, or insights from their organizations that may benefit roundtable priorities.
- v. Steering Committee Members are not allowed to send a proxy representative in their place.
- vi. Membership in the Steering Committee, including the use of logo(s), should not be used for endorsement or promotion of a commercial product or for personal financial gain.

- b. Failure to adhere to the “Maintenance of Steering Committee Membership” expectations outlined above can result in removal from the Steering Committee. It is the duty of ACS Roundtable staff to track, document, review, and resolve these matters and coordinate with the Chair and ACS Chair.

C. Standing Committees

The standing committees of an ACS National Roundtable will be the Nominating Committee and the Membership Committee.

I. Nominating Committee:

- a. **Description:** The Nominating Committee’s purpose is to prepare a slate of candidates for both Steering Committee membership as well as the roundtable’s Executive Leadership Team as needed.
- b. **Duties:** The Nominating Committee, on an annual basis, will review received leadership nominations. The committee then proposes a formal slate for approval by the Steering Committee. The roundtable membership will be informed at least 30 days prior to the beginning of the new term. The Nominating Committee may be reconvened intermittently to fill vacant positions within the Executive Leadership Team or Steering Committee. Other steps of the process are further outlined within the **ACS National Roundtable Nominations Committee Guide**.

- c. **Composition and Terms:** The Nominating Committee shall include no fewer than 3 and no more than 5 members, including its Committee Chair. The Nominating Committee Chair and members shall serve one-year terms for no more than 5 consecutive years. The committee works in tandem with ACS Roundtable staff.
- d. **Selection of Nominating Committee:** The serving members should reflect the diversity of the roundtable membership and shall be appointed by the Executive Leadership Team. The Chair of the committee shall be appointed by the ACS National Roundtable Chair and will have served in a past leadership position of the roundtable. It is strongly recommended that members also have past leadership experience in the roundtable (Steering Committee, Priority Team Chair, Executive Leadership Team, Standing Committee roles, etc.).

II. **Membership Committee:**

- a. **Description:** The Membership Committee's purpose is to meet quarterly to review applications for membership to the roundtable and prepare recommendations for the Steering Committee.
- b. **Duties:** The Membership Committee meets to evaluate the merits of incoming membership applications and recommends membership approval/denial, membership category, and lifts up any other pertinent information or questions for the Steering Committee to consider in final decisions. The committee does propose formal recommendations for approval and/or consideration by the Steering Committee. ACS roundtable staff will be responsible for notifying applicants no later than 15 days after determinations. Other steps of the process are further outlined within the **ACS National Roundtable Membership Committee Guide**.
- c. **Composition and Terms:** The Membership Committee shall include no fewer than 3 and no more than 5 members, including its Committee Chair. The Membership Committee Chair and members should serve one-year terms no more than 5 consecutive years. The committee works in tandem with ACS Roundtable staff.
- d. **Selection of Membership Committee:** The serving members should reflect the diversity of the roundtable membership and shall be appointed by the Executive Leadership Team. The Chair of the committee shall be appointed by the ACS Roundtable Chair.

D. Priority Teams:

- I. **Duties:** To achieve the goals of the roundtable, the Steering Committee will utilize and assign Priority Teams to ideate, organize, and advance the initiatives of the roundtables.
- II. **Composition & Terms:** Priority Teams will be led by a Chair, Co-Chairs, or a Chair & Vice Chair. These leadership positions of the roundtable are appointed by the Executive Leadership Team with input from the Steering Committee. A Priority Team leader shall serve a one-year term and no more than 5 consecutive years. A Priority Team shall continue at the discretion of the ACS National Roundtable Steering Committee.
- III. **Participation:** Roundtable member representatives may request to serve (or offer other individuals from their organization to serve temporarily as a subject matter expert, when appropriate) on one or more Priority Teams.

E. Task Groups:

- I. **Description:** Task Groups (a.k.a. Advisory Groups) are small, action-oriented teams composed of members and subject matter experts who are convened to complete specific, time-bound work that advances the ACS National Roundtable strategic priorities.
- II. **Duties:** These groups are designed to provide focused expertise, recommendations, and deliverables. While Priority Teams lead and advance strategic priorities, Task Groups, when needed, are responsible for executing specific components of that work—such as developing tools, drafting recommendations, conducting research, or advising on implementation.

5. Policies and Procedures

The ACS National Roundtable Executive Leadership Team has the responsibility to ensure that roundtable deliberations and decisions take into account balanced perspectives. Thus, roundtable leaders and occasional broader roundtable participants must disclose potential relationships and activities that pose a conflict of interest, whether actual or perceived.

- A. **Disclosures:** In order to limit bias and safeguard the trustworthiness of the work of the roundtables, Conflict of Interest Disclosures will be required on an annual basis from all members who are in a leadership role, including ACS Roundtable Executive Leadership Committee, priority team Chairs, members of the Steering, Nominating and, Membership Committees, and other members as may reasonably be required under the circumstances. Additionally, members in a leadership role must submit an updated Conflict of Interest Disclosure whenever an actual or potential conflict of interest arises throughout the year. Any member who is in a leadership position deemed to have a personal financial interest in a transaction or other situation must abstain from participating in any decision-making regarding such transaction or other

situation. The review of conflicts and resolution of conflicts will be supported by ACS Counsel and is further outlined in the **disclosure policy**.

B. Rules for Engagement: The Rules for Engagement of the ACS Roundtables clarify the expectations for participation by all members of the ACS Roundtables, including organizational, corporate, affiliate, and invited individual members, and all individuals acting as representatives of an Organizational, Affiliate, or Corporate Member. Members are expected to respect and comply with these rules and all other applicable ACS policies, observe high standards of conduct, and participate in establishing and maintaining such high standards. Notice of the current rules for Engagement will be sent to the membership annually. The **Rules for Engagement Policy** further outlines expectations.

6. CONVENINGS & MEETINGS

A. National Meeting

- I. **Description:** The National Meeting serves as the foremost convening of the roundtable membership. At the National Meeting, the membership is mobilized to advance roundtable priorities, share knowledge and expertise, and learn about recent roundtable activities, as well as be informed on key governance and operational updates.
- II. **Timing:** The convening of the roundtable membership will occur every 12 to 24 months, either in-person or virtually.

B. Meeting of the Steering Committee

- I. **Description:** The Steering Committee will meet regularly to discuss ongoing business of the ACS National Roundtable.
- II. **Timing:** The Steering Committee will meet no fewer than four times per year.
- III. **Expectations:**
 - a. The quorum of the Steering Committee shall be no less than fifty percent (50%) of its membership.
 - b. Emergency meetings of the Steering Committee may be called at the discretion of the ACS Roundtable Chair and/or Executive Leadership Team.

7. AMENDING BYLAWS

- A. The ACS will maintain a Bylaws Committee consisting of one representative from each operational ACS National Roundtable (selected by the Executive Leadership Team) as well as one staff member from ACS. An ACS staff member will ensure that each ACS National Roundtable has an active member serving on the Bylaws Committee.
- B. The purpose of the Bylaws Committee will be to make and/or review any proposed amendments to the ACS National Roundtable Bylaws and present them back to the ACS National Roundtable Steering Committees.

- C. Recommendations for changes to the Bylaws can be formally made by any ACS Roundtable Steering Committee, and ACS staff will bring those recommendations to the Bylaws Committee in a timely manner.
- D. Amendments should be presented in writing to each ACS National Roundtable Steering Committee, and they are to be given 30 days in advance to review the amendments.
- E. Bylaws amendments will require majority approval from the Bylaws Committee.