

**BYLAWS**  
**of**  
**INTERNATIONAL ASSOCIATION FOR THE STUDY OF LUNG CANCER**  
**As Amended and Restated Effective As Of**  
**June, 2019**

**PREAMBLE**

The International Association for the Study of Lung Cancer (“**Association**”) is a collegial, multidisciplinary, international society of thoracic oncology dedicated to promoting education and research directed to innovative patient care. Following are the Association’s purposes:

The Association is organized exclusively for charitable and educational, purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and the specific objects and purposes of the Association and the nature of the business to be carried on by it are as follows:

- (a) to promote the study of the etiology, the epidemiology, the prevention, the diagnosis, the treatment, and all other aspects of lung cancer and other thoracic malignancies;
- (b) to disseminate information about lung cancer and other thoracic malignancies to members of the Association, to the medical community at large, and to the public;
- (c) to use all available means to eliminate lung cancer and other thoracic malignancies as a health threat for the individual patient and throughout the world;
- (d) to receive, maintain, and administer a fund of real and personal property, derived from all sources whatsoever, and subject to the terms of any specific gift, grant, bequest, or devise and to the restrictions set forth in the Articles of Incorporation, to use, apply, and distribute the income from and the principal of such a fund exclusively for the preceding purposes; and
- (e) to do and to engage in all lawful activities that further or are consistent with the preceding objects and purposes of the Association.

## **ARTICLE I MEMBERS**

### Section 1.1 *Qualifications; Election; Tenure.*

(a) Member qualifications.

(i) Members must be individuals.

(ii) Members should be dedicated to the fight against lung cancer and other thoracic malignancies. Such dedication can be due to the Member's status as a clinician, researcher, surgeon or other member of the lung cancer medical or research profession, including, but not limited to MDs, PhDs, nurses, pharmacists, statisticians, respiratory therapists, patient advocates and all others interested in lung cancer and other thoracic malignancies. Additionally, Members may be patients and survivors of lung cancer and other thoracic malignancies, and their care givers.

(iii) Members may not engage in an action or position or have an interest that is contrary to the Association's principles, as determined by the Board of Directors in its sole and absolute discretion.

(b) Members are admitted by the Board of Directors upon application to Association, in its sole and absolute discretion. The Board of Directors may establish and change membership criteria, from time-to-time. Member status is nontransferable.

Section 1.2 *Privileges of Membership:* The Board of Directors may establish and change, from time to time, the sub-groups of Voting and Non-Voting Members and the dues applicable to each such sub-group. Each sub-group may have different privileges, subject to the following requirements:

(a) Non-Voting Members. Non-Voting Members shall have privileges including, but not limited to, the following:

(i) To attend annual meetings at the Association's World Conference, subject to payment of the required meeting registration fees; and

(ii) To access Association publications.

(b) Voting Members. Voting Members are defined under Section 7-121-401(40) of the Colorado Revised Statutes. Voting Members shall have the privileges of Non-Voting Members, as well as rights restricted to Voting Members including, but not limited to, the following:

(i) Each Voting Member whose membership has not been suspended is entitled to one (1) vote in the Association Board of Directors elections and other matters designated by the Board of Directors as being subject to a vote of the Voting Members.

- (ii) To be eligible for nomination for election as a member of the Board of Directors;
- (iii) To be eligible for selection to chair or become a member of a Non-Board Committee; and
- (iv) To inspect the Association's annual audit results and minutes of all proceedings of the Board of Directors.

Section 1.3 *Regular Meeting.* The Association shall hold a World Conference on Lung Cancer on a schedule and at a time and place determined by the Board of Directors after giving consideration to the international nature of the Association. A regular meeting of the Members shall be held in conjunction with such World Conference for the purpose of announcing the election of the members of the Board of Directors and for the transaction of such other business as may properly come before the meeting. Written notice of the time and place of every regular meeting shall be delivered to each Member pursuant to the procedures set forth in Section 1.8. Failure to hold a regular meeting of the Members does not affect the validity of any corporate action.

Section 1.4 *Special Meetings.* Special meetings of the members may be called at any time by the Board of Directors, by one-third (1/3) of the Members or by the President. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice of the special meeting shall be given to Members pursuant to the procedures set forth in Section 1.8. Such notice must state the purpose or purposes of the meeting.

Section 1.5 *Telephonic Meetings.* The Board of Directors may permit any Member to participate in a meeting of the Members through the use of any means of communication by which all Members participating in the meeting can hear each other during the meeting. A Member participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 1.6 *Quorum; Voting; Record Date.*

(a) A quorum at all meetings of the Members shall consist of fifty percent of the Voting Members. Persons voting electronically or by proxy will be considered to be present at the meeting for the purposes of determining whether a quorum is present. If less than a quorum is present 15 minutes after the scheduled commencement of the meeting, those Members present will be regarded as constituting a quorum. Except as provided specifically to the contrary by these Bylaws, the act of a majority of a quorum of the Members shall be the act of the Members. Any vote required or permitted to be taken by the Members may be taken either by mail or by electronic means.

(b) For purposes of determining a quorum and for purposes of casting a vote, a Voting Member may be deemed to be present and to vote if the Voting Member grants a signed (electronic signatures are adequate), written proxy to another Voting Member who is present at the meeting. The proxy must direct the recipient to vote on behalf of the Voting Member granting the proxy.

(c) A Voting Member who attends a meeting of the Voting Members is deemed to have agreed to all actions taken at the meeting, unless the Voting Member does one of the following: (i) announces his or her objection to holding the meeting or transacting business at the meeting prior to or at the beginning of the meeting; (ii) votes against or abstains from a vote regarding any specific action at the meeting when it is presented (the dissent or abstention must be included in the minutes). The right of dissent or abstention is not available to a Voting Member who votes in favor of the action taken.

(d) Record date.

(i) For the purpose of determining the Members entitled to notice of a meeting, the Board of Directors may fix a future date as such a record date and if no such record date is fixed, Members at the close of business on the business day preceding the day on which notice is given, or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of the meeting.

(ii) For the purpose of determining the Members entitled to vote at a meeting, the Board of Directors may fix a future date as such a record date and if no such record date is fixed, Members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting.

(iii) For the purpose of determining the Members entitled to exercise any rights with respect to any other lawful action, the Board of Directors may fix a future date as the record date, and if no such record date is fixed, Members at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, or the sixtieth (60<sup>th</sup>) day prior to the date of such other action, whichever is later, are entitled to exercise such rights.

(iv) A record date may not be more than seventy (70) days before the meeting or action requiring a determination of Members occurs.

(v) A determination of Voting Members entitled to notice of or to vote at a Member meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new date for determining the right to notice or the right to vote, which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the record date for determining Members entitled to notice of the original meeting.

(vi) If a court orders a meeting adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting, it may provide that the original record date for notice or voting continues in effect or it may fix a new record date for notice or voting.

Section 1.7 *Action by written ballot.* Any action that may be taken at any regular or special meeting of the Members may be taken without a meeting of the Members if the Association delivers a written ballot to each Member entitled to vote on such matter which: (a) states each proposed action, (b) provides the Member with an opportunity to vote for or

against each proposed action, (c) indicates the number of responses needed to meet the quorum requirements, (d) states the percentage of approvals necessary to approve each matter other than election of directors, (e) states the time by which a ballot must be received by the Association in order to be counted, and (f) is accompanied by written information sufficient to permit each Member casting a ballot to reach an informed decision on the matter. Any such ballot may be received by electronically transmitted facsimile or other form of wire or wireless communication. A ballot may not be revoked once it has been submitted. Action pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All actions taken hereunder shall have the same effect as an action taken at a meeting of the Members.

Section 1.8 *Notice.* Notice shall be given to each Member at least ten (10) days prior to the meeting or forty-five (45) days prior to the meeting in the case of a special meeting, unless notice is sent by ground mail other than first class or registered mail. If notice is sent by ground mail other than by first class or registered mail, notice must be given at least thirty (30) (forty-five (45) in the case of a special meeting), but no more than sixty (60), days prior to the meeting. Notice shall be given in writing by ground mail, electronic mail, electronically transmitted facsimile, or other form of wire or wireless communication. Notice must include the date, time, place and purpose of any meeting for which notice is required, as well as a description of any matter that a Member intends to raise at the meeting, provided that a Member in good standing requests that the President or Secretary include such matter in the notice at least ten (10) days prior to the date when the Association gives notice of the meeting. If sent by ground mail, such notice shall be deemed received and to be effective on the earlier of (a) five days after such notice is deposited in the mail, properly addressed, with first class postage prepaid; or (b) the date shown on the return receipt, if sent by registered or certified mail return receipt requested, provided that the return receipt is signed by the Member to whom the notice is addressed. If notice is given by electronic mail, electronically transmitted facsimile, or other similar form of wire or wireless communication, such notice shall be deemed to be given and to be effective as of the date and time of machine confirmation of delivery. Notice may be mailed to the last address known to the Association. If a Member has designated in writing one or more reasonable addresses or facsimile numbers for delivery of notice, notice sent by ground mail, electronic mail or electronically transmitted facsimile or other form of wire or wireless communication shall not be deemed to have been given or to be effective unless sent to such addresses or facsimile numbers as the case may be.

Section 1.9 *Waiver of Notice.* A Member may waive notice of a meeting before or after the time and date of the meeting by a writing signed (electronic signatures are adequate) by the Member. Such waiver shall be delivered to the Secretary for filing with the corporate records, but such delivery and filing shall not be conditions to the effectiveness of the waiver. Further, a Member's attendance at or participation in a meeting waives any required notice to the Member of the meeting unless at the beginning of the meeting, or promptly upon the Member's later arrival, the Member objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

Section 1.10 *Dues.* The amount of dues shall be established and may be changed by the Board of Directors. The dues schedule will be posted publicly. Each Member is obligated to pay dues to the Association, as established by the Board of Directors, in order to maintain a status of “Member in good standing.” If dues are not timely paid, as determined in accordance with membership policies, as adopted and revised by the CEO from time to time: (a) the Member’s voting rights, if any, may be suspended, (b) the Member may be removed from the register of Members, (c) the Member’s other rights, including, but not limited to, the Member’s right to participate in committees or on the Board of Directors, if applicable, may be suspended or terminated, and (d) the Member’s status as a Member may be terminated. Dues will not be refunded for any reason, including the termination of Membership. Dues will continue to accrue and become payable until the termination of a Member’s status as a Member.

Section 1.11 *Termination and Reinstatement.* Member status may be terminated in the following ways:

(a) A Member may resign upon submitting written notice to the Association.

(b) If any Member shall fail to pay dues as more fully explained in Section 1.10, the Board, CEO or a designee of either may terminate that Member’s membership.

(c) The Board of Directors may, by a vote of two-thirds (2/3) of the members of the Board of Directors then serving, expel or suspend any Member (i) whose conduct shall have been determined by the Board of Directors, in its sole and absolute discretion, to be improper, unbecoming or likely to endanger the interest or reputation of the Association, or (ii) who willfully violates the Bylaws of the Association. No Member shall be expelled or suspended without first being notified of the charge or complaint against him or her, and without first being given an opportunity to be heard at a Board of Directors meeting.

(d) Membership status may otherwise be terminated as provided for under rules and regulations adopted by the Board.

The Board of Directors may reinstate a Member upon receipt of the former Member’s written request for reinstatement that includes evidence adequate to convince the Board of Directors of his or her intention to prospectively maintain his or her status as a Member in good standing.

## **ARTICLE II BOARD OF DIRECTORS**

Section 2.1 *Qualifications; Election; Tenure.*

(a) The directors, who must be Members but need not be residents of the State of Colorado, shall manage the affairs of the Association. The size of the Board of Directors shall be at least ten (10) and no more than twenty (20) directors, as well as the CEO (ex-officio, nonvoting). The Board of Directors may increase and decrease the size of the Board at any meeting for which notice of such proposed action was given. The Voting Members shall elect directors to fill any vacancies created as a result of an increase in the size of the Board of Directors pursuant to Section 2.1(b).

(b) All directors, other than those directors appointed by the Board of Directors to fill a vacancy resulting from causes other than an increase in the size of the Board of Directors, shall be elected by the Voting Members from among the candidates who have been nominated by the Nominating Committee, subject to the review and approval of the Board of Directors, no later than ninety (90) days prior to the Association World Conference. The names of the nominated individuals shall be announced in writing to the conference and the Members.

(i) Each Voting Member in good standing is entitled to cast one vote for each director position held by an individual whose term will expire at the World Conference at which the voting will take place.

(ii) Subject to the officer election provisions in Section 3.2, if there are more individuals nominated for election to the Board of Directors than positions to be filled, the individuals receiving the greater number of votes shall be elected.

(iii) The election may be conducted by mail, or by electronic means.

(c) Each member of the Board of Directors, with the exception of the CEO, shall be elected for a four-year term beginning at the business meeting of the World Conference following his or her election and until the expiration of his or her term or, if later, upon the election and qualification of his or her successors. The CEO shall have the term set forth in Article III. Directors may not be elected for more than one term, unless they are serving as the President-Elect, President or Past-President following their terms as directors or the director was appointed to fill a vacancy mid-term. A decrease in the number of directors or in the term of office does not shorten an incumbent director's term, and such a director may be elected for a up to one four-year term after the end of the unexpired term that such director is filling.

**Section 2.2 *Regular Meetings.*** Regular meetings of the Board of Directors shall be held at least twice each year, at such place, day, and hour as the President may determine and as shall be stated in written notice given to each member of the Board of Directors pursuant to Section 2.11. Failure to hold a regular meeting of the Board of Directors does not affect the validity of any corporate action.

**Section 2.3 *Special Meetings.*** Special meetings of the Board of Directors may be called at any time by the President or by a majority of the members of the Board of Directors. Special meetings shall be held at such place, day, and hour as the President may determine. Notice of each special meeting shall be given to each member of the Board of Directors pursuant to Section 2.11.

**Section 2.4 *Telephonic Meetings.*** The Board of Directors may permit any director (or any member of any committee designated by the Board) to participate in a meeting of the Board of Directors or a committee thereof through the use of any means of communication by which all directors participating in the meeting can hear each other during the meeting. A director participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 2.5 *Quorum; Voting.*

(a) A quorum at all meetings of the Board of Directors shall consist of a majority of the directors holding office. Less than a quorum may adjourn from time to time without further notice until a quorum is secured.

(b) Except as provided specifically to the contrary by these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A member of the Board of Directors who attends a meeting of the Board of Directors is deemed to have agreed to all actions taken at the meeting, unless he or she does one of the following: (i) the director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken; (ii) the director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes; or (iii) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment, or by the Association promptly after adjournment. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

(c) For purposes of determining a quorum and for purposes of casting a vote, proxies are not permitted.

Section 2.6 *Vacancies.* The Board of Directors may fill any vacancies, excluding a vacancy resulting from an increase in the number of directors, by appointing directors. In such case, the Board of Directors may fill the vacancy even though the directors remaining in office constitute fewer than a quorum of the Board of Directors. Any vacancy in the Board of Directors resulting from an increase in the number of directors shall be filled by the Voting Members of the Association pursuant to the procedures set forth in Section 2.1(b). A director elected by the Board of Directors to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office and until such person's successor is duly elected and shall have qualified.

Section 2.7 *Committees and Working Groups.*

(a) Board Committees. The Board of Directors may establish, by a resolution adopted by a majority of the members of the Board of Directors then in office, one or more committees, working groups, advisory boards, auxiliaries or other bodies of any kind, each of which shall have and may exercise such authority in the management of the Association as shall be provided in such resolution. Membership on Board committees shall be limited to members of the Board of Directors, unless otherwise specified below. Board committees shall include, but are not limited to:

(i) Executive Committee. The Board of Directors may by resolution authorize the formation of an Executive Committee of the Board of Directors, which, if authorized, shall consist of the President, the President-Elect, the Past-President (provided that such individuals continue as members of the Board of Directors), the Secretary, the Treasurer, the CEO (ex-officio, nonvoting) and such other members of the Board of Directors, if any, as determined by the Board of Directors. The President shall

be the chairperson of the Executive Committee. The Executive Committee shall have the power to transact all regular business of the Association during the period between board meetings, subject to any limitation imposed by the Board of Directors, by the Bylaws, or by the law. When the Executive Committee takes any action, the action taken shall be reported to the board at the next meeting of the Board of Directors.

(ii) Finance Committee. There shall be a Finance Committee of the Association, which shall consist of up to five (5) directors, and may have additional non-director advisors. The Treasurer shall be the chairperson of the Finance Committee. Every member of the Board of Directors, other than the President, must serve on either the Finance, Audit or Governance Committee, so any member of the Board of Directors who is on neither the Audit nor Governance Committee shall serve on the Finance Committee. Neither the President nor Employees of the Association may be members of the Finance Committee. The Finance Committee shall review the draft annual budget and submit a final budget to the Board for approval. The Finance Committee shall review the performance of the Association's investment advisors and investment managers and report to the Board of Directors the results of the performance and recommend changes as appropriate.

(iii) Audit Committee. There shall be an Audit Committee of the Association, which shall consist of up to five (5) directors, and may have additional non-director advisors. The Secretary shall be the chairperson of the Audit Committee. Every member of the Board of Directors, other than the President, must serve on either the Finance, Audit or Governance Committee, so any member of the Board of Directors who is on neither the Finance nor Governance Committee shall serve on the Audit Committee. Neither the President, the Treasurer nor Employees of the Association may be members of the Audit Committee. The Audit Committee shall assist the Board of Directors in its oversight of the Association's internal control systems, risk mitigation, financial reporting and compliance with legal and ethical standards. The Audit Committee shall recommend an independent audit firm for the Association to the Board, and shall receive, review and report to the Board on the resulting audit and management letter and any related reports. The Audit Committee shall serve as the primary contact for the Association's independent auditors regarding issues for presentation to the Board of Directors. The Audit Committee shall, together with the Governance Committee, be responsible for compliance with legal and ethical standards and administration of the Association's Whistleblower Policy, attached as Appendix C to these Bylaws.

(iv) Nominating Committee. There shall be a Nominating Committee of the Association, and the committee shall consist of the Past-President, Treasurer and such other individuals who shall be appointed from time to time by the President with the approval of the Board of Directors. The chairperson shall be the Past-President. The Committee shall, after giving due consideration to the needs for continuity in the Association's governance, the international nature of the association's Membership, and diversity in gender and medical specialty, be responsible for the nomination of candidates for election as officers and directors of the Association.

(v) Governance Committee. There shall be a Governance Committee, which shall consist of at least five (5) members of the Board of Directors appointed from time to time by the President with the approval of the Board of Directors. The chairperson shall be the President-Elect. Every member of the Board of Directors, other than the President, must serve on either the Finance, Audit or Governance Committee, so any member of the Board of Directors who is on neither the Audit nor Finance Committee shall serve on the Governance Committee. The President may not serve on the Governance Committee. The governance committee shall periodically review the governing documents and propose such changes as may seem necessary after giving due consideration to the needs for continuity in the Association's governance, the international nature of the Association's Membership, and diversity in gender and medical specialty. The Governance Committee shall also be responsible for the administration of the Association's Conflict of Interest Policy, attached as Appendix A to these Bylaws, and, together with the Audit Committee, compliance with legal and ethical standards and administration of the Association's Whistleblower Policy, attached as Appendix B to these Bylaws.

(b) Non-Board Committees. The President may establish all other committees, which shall be designated as Non-Board Committees. Such Non-Board Committees shall have and may exercise such authority in the management of the Association as shall be provided by the CEO and, as applicable, the Board of Directors. Such Non-Board Committees have neither budgetary authority nor authority with respect to the Association's governance. Each such Non-Board Committee shall serve as an advisor to the Association, unless Association management authority is delegated to such Non-Board Committee. Membership on Non-Board Committees shall not be limited to members of the Board of Directors.

(c) Recordkeeping Obligations. Each committee of the Board of Directors shall keep regular minutes of its actions and shall report its actions at the next meeting of the Board of Directors following such actions.

(d) Restrictions on Committees. No committee shall have the power or authority to: authorize distributions; elect, appoint or remove any director; amend, restate, alter, or repeal the Articles of Incorporation; amend, alter, or repeal these or any other Bylaws of the Association; approve a plan of merger; approve a sale, lease, exchange, or other disposition of all or substantially all of the property of the Association, other than in the usual and regular course of business; or take any other action prohibited by law.

Section 2.8 *Resignation.* A director may resign at any time by giving written notice of resignation to the President and CEO. The resignation is effective when the notice is received by the Association unless the notice specifies a later effective date.

Section 2.9 *Removal.* Any member of the Board of Directors may be removed, with or without cause, by two-thirds (2/3) of the members of the Board of Directors then in office.

Section 2.10 *Action Without a Meeting.* Any action required by law to be taken at a meeting of the Board of Directors, or any committee thereof, or any other action which may be taken at a meeting of directors, or any committee thereof, may be taken without a meeting if

notice is transmitted in writing to each member of the Board of Directors, or each member of any committee of the Board of Directors, and each such member of the Board of Directors, or member of any committee of the Board of Directors, by the time stated in the notice, (a) does not demand that action not be taken without a meeting, other than a demand that is revoked, and (b) either: (i) votes for such action, (b) votes against such action, (c) abstains from voting or (d) fails to respond or vote. Action is taken only if the affirmative votes for such action equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the members of the Board of Directors then in office were present and voted. The action shall be effective only if there are writings which describe the action that are signed (electronic signatures are adequate) by members of the Board of Directors, and such writings are received by the Association and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Association with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to effect the action is received by the Association unless the writings set forth a different date. Any director who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Association before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

Section 2.11 *Notice*. Notice of the date, time, place and purpose of any special meeting or any other meeting for which notice is required shall be given to each director at least two days prior to the meeting. Notice may be given orally in person or by telephone or may be given in writing by ground mail, electronic mail, electronically transmitted facsimile, or other form of wire or wireless communication. If sent by ground mail, such notice shall be deemed received and to be effective on the earlier of (a) five days after such notice is deposited in the United States mail, properly addressed, with first class postage prepaid; or (b) the date shown on the return receipt, if sent by registered or certified mail return receipt requested, provided that the return receipt is signed by the director to whom the notice is addressed. If notice is given orally in person or by telephone it is effective when communicated. If notice is given by electronic mail, electronically transmitted facsimile, or other similar form of wire or wireless communication, such notice shall be deemed to be given and to be effective as of the date and time of machine confirmation of delivery. Notice may be mailed to the last address known to the Association. If a director has designated in writing one or more reasonable addresses or facsimile numbers for delivery of notice, notice sent by ground mail, electronic mail or electronically transmitted facsimile or other form of wire or wireless communication shall not be deemed to have been given or to be effective unless sent to such addresses or facsimile numbers as the case may be.

Section 2.12 *Waiver of Notice*. A director may waive notice of a meeting before or after the time and date of the meeting by a writing signed (electronic signatures are adequate) by the director. Such waiver shall be delivered to the Secretary for filing with the Association records, but such delivery and filing shall not be conditions to the effectiveness of the waiver. Further, a director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless at the beginning of the meeting, or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

Section 2.13 *Standard of Conduct for Directors.* Each director shall perform his or her duties as a director, including without limitation his or her duties as a member of any committee of the Board, in good faith, in a manner the director reasonably believes to be in the best interests of the Association, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of his or her duties a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director shall not be liable to the Association or its members for any action the director takes or omits to take as a director if, in connection with such action or omission, the director performs such duties in compliance with this Section. A director, regardless of title, shall not be deemed to be a trustee with respect to the Association or with respect to any property held or administered by the Association including, without limitation, property that may be subject to restrictions by the donor or transferor of such property.

The designated persons on whom a director is entitled to rely are: (a) one or more officers or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant, or other person as to matters which the director reasonably believes to be within such person's professional or expert competence; or (c) a committee of the Board of Directors on which the director does not serve if the director reasonably believes the committee merits confidence.

Directors will attend all meetings of the Board of Directors. All apologies for non-attendance should be discussed with the President and an attendance record will be maintained. Any director whose attendance is considered to be unsatisfactory within a twelve-month period will be required to demonstrate to the Board of Directors his or her continued suitability to serve as a member of the Board of Directors.

Section 2.14 *Conflicts of Interest.* In the event of a conflict of interest or a potential conflict of interest, the Board of Directors shall comply with Conflict of Interest Policy attached as Appendix A to these Bylaws.

Section 2.15 *Compensation.* Members of the Board of Directors may receive reasonable compensation for serving in such office. The Association shall reimburse any member of the Board of Directors for reasonable expenses incurred in connection with service on the Board.

### **ARTICLE III OFFICERS**

Section 3.1 *General.* The officers of the Association shall be a President-Elect, President, Past-President, Secretary, Treasurer, CEO and CFO. Any individual may not hold more than one office. All officers, other than the CFO, shall be members of the Board of Directors. A candidate for President-Elect must have served as a member of the Board of Directors and not be eligible for reelection to the Board of Directors at the time of the election due to the completion of his or her four-year term after his or her election by the Voting

Members. A candidate for Secretary or Treasurer must be a Member who, at the time of his or her appointment by the Board of Directors, will have served as a member of the Board of Directors for two years after election by the Voting Members as a member of the Board of Directors. An individual who previously served as the President-Elect, President and/or Past President shall not be eligible for appointment as the Secretary or Treasurer. An individual shall not be eligible to serve in an officer position, other than the CEO and CFO officer positions, after he or she has served one term in that officer position. An individual who has served as Secretary shall not be eligible to serve as Treasurer, and an individual who has served as Treasurer shall not be eligible to serve as Secretary.

Section 3.2 *Election.* Not later than 90 days prior to the Association World Conference, the Nominating Committee shall nominate candidates for election to the offices of the President (if there is no President-Elect), and the President-Elect if the term of the individual currently serving in such officer position will expire at the time of the business meeting that will be held during such Association World Conference. The candidates receiving the greatest number of votes for each such office shall be elected to such office. The election may be conducted by mail, or by electronic means. The CEO and CFO shall be employees of the Association. The Secretary and Treasurer shall be appointed by the President, subject to ratification by the Board of Directors. The CEO is hired by and reports to the Board of Directors. The CFO is hired by and reports to the CEO.

Section 3.3 *Terms.* The President, President-Elect and Past-President shall each serve a two-year term in each such office. The President-Elect shall automatically succeed to the office of President at the conclusion of the President's term. In the event a President-Elect must serve the remaining term of a President due to incapacity of such President, the President-Elect may serve as President during the remainder of his or her two-year term in addition to during the two-year term that would have commenced after the termination of his or her two-year term as President-Elect. The outgoing President shall be known as the Past-President and shall serve a two-year term. The Secretary and any Treasurer appointed by the Board of Directors after the effective date of these Bylaws shall each serve a single two-year term which shall run concurrently with the final two years of his or her term as a member of the Board of Directors following his or her election by the Voting Members. The adoption of these Bylaws does not shorten an incumbent Treasurer's term. The CEO and CFO shall serve until their employment as such with the Association is terminated.

Section 3.4 *Powers and Duties.* The officers of the Association shall exercise and perform the respective powers, duties, and functions as are stated below and as may be assigned to them by the Board of Directors.

(a) The President shall be the Chairman and a member of the Board of Directors of the Association and shall preside at all meetings of the Board. He or she shall also perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors from time to time.

(b) The President-Elect and Past-President shall assist the President and shall perform such duties as may be assigned to him or her by the President. In the absence of the President, the Past-President or, if none, or in the absence of the Past-President, the President-

Elect, shall have the powers and perform the duties of the President. The President-Elect and Past-President shall also perform all duties incident to the office of President-Elect and Past-President, respectively, as may be assigned by the Board of Directors from time to time.

(c) The Chief Executive Officer (“**CEO**”) shall attend to the execution of the routine activities of the Association between meetings of the Board of Directors. The CEO will propose, prepare and present to the President and the Board of Directors specific programs and activities that will further the Association’s purposes; direct and supervise the implementation of the programs and activities approved by the President or the Board of Directors; and perform all other duties and responsibilities as from time to time may be assigned to the CEO by the President or the Board of Directors. The CEO shall be selected and hired by the Board of Directors as an Association employee.

(d) The Chief Financial Officer (“**CFO**”) shall be the principal financial officer of the Association, shall have the care and custody of all funds, evidences of indebtedness and other personal property of the Association and shall deposit the same in accordance with the instructions of the Board of Directors. The CFO shall receive and give receipts and acquittances for money paid in on account of the Association, and shall pay out of the Association’s funds on hand all bills, payrolls and other just debts of the Association of whatever nature upon maturity. The CFO shall perform all other duties incident to such office and, upon request of the Board of Directors, shall make such reports to it as may be required at any time. The CFO shall also be the principal accounting officer of the Association. The CFO shall prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account as required by the Colorado Revised Nonprofit Corporation Act (“**Act**”), prepare and file all local, state and federal tax returns, prescribe and maintain an adequate system of internal controls and prepare and furnish to the Board of Directors and the President and CEO statements of account showing the financial position of the Association and the results of its operations. The CFO shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or the CEO. The CFO shall be selected and hired by the CEO as an Association employee.

(e) The Treasurer shall perform such duties incident to such office and as from time to time may be assigned to the Treasurer by the Board of Directors; provided however, the Treasurer shall not have any day-to-day oversight responsibilities for funds of the Association. The Treasurer shall submit an annual financial report to the Association at the annual meeting of the directors and such other reports as the Board of Directors may from time to time require. The Treasurer shall act as the principal contact between the Board of Directors and the CFO.

(f) The Secretary shall keep accurate minutes of the proceedings of the members and of the Board of Directors and of any committees of the Board of Directors; shall ensure that all notices are duly given in accordance with the provisions of these Bylaws; shall be custodian of the records; and shall perform such additional duties as are incident to such office and as may be assigned to such person by the Board of Directors or the President.

Section 3.5 *Resignation and Removal.* An officer may resign at any time by giving written notice of resignation to the President and CEO. The resignation is effective when the

notice is received by the Association unless the notice specifies a later effective date. Any officer appointed by the Board of Directors may be removed at any time by the Board of Directors, or any officer authorized by the Board of Directors to remove such officer, with or without cause. Any officer or agent elected or appointed by the Voting Members may be removed by the Voting Members whenever in their judgments such removal will serve the best interests of the Association.

Section 3.6 *Vacancies.* A vacancy in any office because of the death, resignation, removal, disqualification, or otherwise, of an officer, regardless of his or her election or appointment by the Board of Directors, may be filled by the Board of Directors for the unexpired portion of the term. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the officer's term. If an officer resigns and the resignation is made effective at a later date, the Board of Directors may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date if the Board of Directors provided that the successor shall not take office until the effective date. In the alternative, the Board of Directors may remove the officer at any time before the effective date and fill the resulting vacancy.

Section 3.7 *Compensation.* Officers may receive reasonable compensation for serving in such office. The Association shall reimburse any officer for all reasonable expenses incurred by such individual in connection with services rendered to or for the Association.

Section 3.8 *Standards of Conduct.* Officers shall observe the standards of conduct that apply to the Board of Directors.

#### **ARTICLE IV INDEMNIFICATION**

The Association shall indemnify to the maximum extent permitted by law any person who is or was a director or officer of the Association against any claim, liability or expense arising against or incurred by such person made party to a proceeding because he or she is or was a director or officer of the Association or because he or she is or was serving another entity as a director or officer, partner, trustee, employee, fiduciary or agent at the Association's request. The Association shall further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification.

#### **ARTICLE V CONTRACTS, LOAN, AND DEPOSITS**

Section 5.1 *Contracts.* The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 5.2 *Loans.* No loans shall be contracted for on behalf of the Association and no evidence of indebtedness shall be issued in the name of the Association unless authorized by a resolution of the Board of Directors. Such authority may be general if confined to a specific

dollar limit determined from time to time by resolution of the Board of Directors and shall otherwise be confined to specific instances. No loan shall be made to any officer, director or Member of the Association.

Section 5.3 *Property.* The property of the Association, unless otherwise directed by donors, shall be held and applied in promoting the general purposes of the Association declared in its Articles of Incorporation. No real estate belonging to the Association shall be conveyed or encumbered except by authority of a majority vote of the Board of Directors of the Association. Any such conveyance or encumbrance of real estate shall be executed in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 5.4 *Checks, Drafts, and Notes.* All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors

Section 5.5 *Deposits.* All funds of the Association not otherwise employed shall be deposited to the credit of the Association as soon as practicable in such banks, trust companies, or other custodians as the Board of Directors may select.

Section 5.6 *Investment Managers.* The Board of Directors shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage, invest, and maintain the custody of the assets of the Association.

Section 5.7 *Fiscal Year.* The fiscal year of the Association shall end on December 31 of each year.

## **ARTICLE VI AMENDMENTS**

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by a vote of the Voting Members, provided that notice of the proposed amendment, alteration, or repeal shall have been delivered to each Voting Member of the Association with the notice of the meeting at which the proposed amendment, alteration, or repeal will be presented to the Voting Members for action.

## **ARTICLE VII MISCELLANEOUS**

Section 7.1 *Corporate Documents.* The Association shall comply with Records Retention Policy attached as Appendix B to these Bylaws.

Section 7.2 *Whistleblower Policy.* The Association shall comply with the Whistleblower Policy attached as Appendix C to these Bylaws.

Section 7.3 *Definitions.* Except as otherwise specifically provided in these Bylaws, all terms used in these Bylaws shall have the same definition as in the Act.

CERTIFICATE

I, David A. Mesko, do hereby certify that the above Bylaws were approved and adopted by the Voting Members, effective as of June 27, 2019.

International Association for the Study of Lung Cancer



By: \_\_\_\_\_ Date: June 28, 2019

David A. Mesko  
CEO, IASLC

## APPENDIX A

### CONFLICT OF INTEREST POLICY

#### ARTICLE I PURPOSE

The International Association for the Study of Lung Cancer (“**Association**”) Board of Directors acknowledges that conflicts of interest may occasionally arise and that neither the elimination from the Board of Directors or officer or committee positions of all persons who might potentially have any such conflict nor the avoidance of all transactions involving a conflict of interest would necessarily serve the best interests of the Association. Nonetheless, each Association Board of Directors member, officer and committee member is encouraged to avoid undisclosed conflicts of interest and to refrain from influencing the Association’s action on a matter in which such director, officer or committee member is financially interested or otherwise conflicted. It is therefore the policy of the Association to avoid the participation of any director, officer or committee member in the Association’s consideration of a matter which poses a conflict of interest for that director, officer or committee member.

The purpose of this conflict of interest policy is to protect the interests of the Association when the Association is contemplating entering into a transaction or arrangement or otherwise discussing a matter that might benefit the private interest of a director, officer or committee member of the Association, result in a possible excess benefit transaction or otherwise pose a conflict of interest with respect to an Association director, officer or committee member. This policy is intended to supplement but not replace any provisions of the Association Bylaws or any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### ARTICLE II DEFINITIONS

Section 2.1 *Interested Person.* Interested Person means any director, officer or member of a committee with powers delegated by the Board of Directors who has a direct or indirect Potential Conflict of Interest.

Section 2.2 *Potential Conflicts of Interest.*

(a) *Financial Interest.* Financial Interest means any of the following interests or arrangements, either direct or indirect (through business, investment, or family):

(i) An ownership or investment interest in any entity with which the Association has a transaction or arrangement;

(ii) A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a

transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(b) *Other Potential Conflict of Interest.* Any action by or position or interest that could be considered contrary to the principles of the Association. Examples of such Other Potential Conflicts of Interest would include, but not be limited to, the acceptance of money (i) in connection with mesothelioma consulting or testimony, or (ii) from a tobacco company or a company that manufactures or sells electronic nicotine delivery systems (“ENDS”) and/or the components or parts of ENDS, as defined by the Food and Drug Administration.

While a Financial Interest that involves the potential for significant direct or indirect benefit to a director is be deemed to be a Conflict of Interest, a Potential Conflict of Interest is not necessarily a conflict of interest. An Interested Person who has a Potential Conflict of Interest will have a conflict of interest only if the Association’s Chief Executive Officer (“CEO”), a committee designated by the Board of Directors or the Board of Directors decides under Section 3.2 of this policy that a conflict of interest exists.

### **ARTICLE III PROCEDURES**

Section 3.1 *Duty to Disclose.* In connection with any Potential Conflict of Interest, an Interested Person must disclose the existence of the Potential Conflict of Interest and be given the opportunity to disclose all related material facts. Such disclosures shall be made at the time when the Potential Conflict of Interest first exists or, if later, the date when the Interested Person first becomes aware that the Potential Conflict of Interest exists. If disclosure occurs outside of a meeting of the Board of Directors, it shall be made to the Association’s CEO, who shall report such disclosure to the President. If disclosure occurs during a Board of Directors meeting, it shall be made to the Board of Directors.

Section 3.2 *Determining Whether a Conflict of Interest Exists.* If disclosure occurs outside of a meeting of the Board of Directors, after disclosure of the Potential Conflict of Interest and all material facts and after any discussion with the Interested Person, the Association’s CEO shall determine whether a conflict of interest exists or, if the Association’s CEO is unsure as to whether a conflict of interest exists, the committee designated by the Board of Directors, shall determine whether a conflict of interest exists. If disclosure occurs during a meeting of the Board of Directors, after disclosure of the Potential Conflict of Interest and all material facts and after any discussion with the Interested Person, the Interested Person shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board of Directors shall decide if a conflict of interest exists.

Section 3.3 *Procedures for Addressing the Conflict of Interest.* After it has been decided that there is a conflict of interest, the Board of Directors shall comply with the following procedures.

(a) The Interested Person may make a presentation at the Board of Directors meeting regarding the conflict of interest, but after the presentation, the Interested Person shall leave the meeting.

(b) After the Interested Person leaves the meeting, the remaining members of the Board of Directors will discuss and vote on the transaction, matter or arrangement involving the conflict of interest, as appropriate.

(c) The individual presiding at the Board of Directors meeting shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(d) After exercising due diligence, the Board of Directors, at a meeting at which the disinterested directors constitute a quorum shall:

(i) To the extent that a conflict of interest involves a Financial Interest, the Board of Directors shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances that would not produce a conflict of interest, the Board of Directors shall determine, by a majority vote of the disinterested directors, whether the transaction or arrangement is in the Association's best interest, for the Association's benefit, and whether it is fair and reasonable. In conformity with the above determination the Board of Directors shall make its decision regarding the transaction or arrangement.

(ii) To the extent that a conflict of interest is a result of an action by or position or interest of an Interested Person that is considered contrary to the principles of the Association, the Board of Directors shall determine, by a majority vote of the disinterested directors, whether the Association should limit or otherwise prohibit such Interested Person's participation in Board of Directors discussions and/or voting. In conducting such discussion and vote, the Board of Directors must consider whether such conflict of interest is inherently contradictory to the purpose of the Association, such as the acceptance of funding from the tobacco and related industries by an Interested Person.

#### Section 3.4 *Violations of the Conflicts of Interest Policy.*

(a) If the Board of Directors has reasonable cause to believe that an Interested Person has failed to disclose a Potential Conflict of Interest, it shall inform such Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

(b) If the Board of Directors determines the Interested Person has failed to disclose a Potential Conflict of Interest, after hearing the Interested Person's response and performing a further investigation as warranted by the circumstances, it shall take appropriate disciplinary and corrective action.

**ARTICLE IV  
RECORDS OF PROCEEDINGS**

The minutes of the Board of Directors meeting at which a Potential Conflict of Interest was disclosed shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a Potential Conflict of Interest, the nature of the Potential Conflict of Interest, any action taken to determine whether a conflict of interest was present and the Board of Directors' decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to such transaction or arrangement, the content of the discussion, any proposed alternatives to the proposed transaction or arrangement and records of any votes taken in connection with the proceedings.

Conflicts of Interest shall be disclosed to the Board of Directors by the President no less than annually and will be publicized to Association members.

**ARTICLE V  
STATEMENTS OF UNDERSTANDING**

Each director, officer and committee member shall sign a statement upon the adoption of this conflict of interest policy or, if later, his or her appointment to such position. The statement shall affirm that he or she:

- (a) Has received a copy of this conflicts of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and

(d) Understands that the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**ARTICLE VI  
PERIODIC REVIEWS**

To ensure that the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include a review of whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or an excess benefit transaction.

**ARTICLE VII**  
**USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews, as provided for in Article VI, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

## APPENDIX B

### RECORDS RETENTION POLICY

This policy states International Association for the Study of Lung Cancer's ("Association's") position on how important documents (hardcopy, online, or other type of media) should be retained, protected, and eligible for destruction. The policy also ensures that documents are promptly provided to authorities in the course of legal investigations or lawsuits.

#### *Document Retention Schedule*

The following types of documents will be retained for the following periods of time. At least one copy of each document will be retained according to the following schedule.

#### **Corporate Records**

Article of Incorporation	Permanent
IRS Form 1023, file for tax-exempt and/or charitable status	Permanent
Letter of Determination (from the IRS) granting tax-exempt and/or charitable status	Permanent
Letter of Affirmation (from the IRS) affirming tax-exempt and/or charitable status	Permanent
Bylaws, including original and all amended bylaws	Permanent
Board of Directors policies	Permanent
Resolutions	Permanent
Board of Directors meeting minutes	Permanent
Legal correspondence	Permanent
Sales tax exemption documents	Permanent
Tax or employee identification number designation	Permanent
Annual corporate filings with the CO. Secretary of State	Permanent

#### **Financial Records**

Fiscal Policies and Procedures	Permanent
Audits	Permanent
Annual Financial statements	Permanent
General Ledger and general journal	Permanent
Check registers/books	7 years
Business expenses documents	7 years
Bank deposit slips	7 years
Cancelled checks, other than for tax payments	7 years
Cancelled checks for tax payments	Permanent
Invoices	7 years
Investment records (deposits, earnings, withdrawals)	7 years
Property/asset inventories	7 years
Depreciation schedules	Permanent
Petty cash receipts/documents	3 years
Credit card receipts	3 years

**Tax Records**

Annual tax filing for the organization (IRS Form 990)	Permanent
Payroll registers	7 years
Filings of fees paid to professionals	7 years
Payroll tax withholdings	7 years
Earnings records	7 years
Payroll tax returns	7 years
W-2 statements	7 years

**Personnel Records**

Employee applications, resumes and offer letters and contracts or agreements	7 years after the later of termination or receipt
Confirmation of employment letters	7 years
Employee Benefit Plans and Trust Agreements	Permanent
Promotions, demotions, letter of reprimand, termination	7 years after termination
Job descriptions, performance goals	7 years after termination
Workers' Compensation records	5 years
I-9 Forms	5 years after termination
Time reports	3 years after termination

**Insurance Records**

Insurance policies and contracts	Permanent
Insurance claims applications	Permanent
Insurance disbursements / denials	Permanent

**Contracts**

Construction contracts	Permanent
Loan / mortgage contracts	Permanent
Leases / deeds	Permanent
Vendor contracts	7 years (after expiration or termination)
Warranties	7 years (after expiration or termination)
Other Contracts	7 years (after expiration or termination)

**Donations / Funder Records**

Grant dispersal contract	Permanent
Donor lists	7 years
Grant applications	7 years
Donor acknowledgements	7 years

**Management Plans and Procedures**

Strategic Plans	7 years
Staffing, programs, marketing, finance, fundraising and evaluation plans	7 years
Vendor contacts	7 years
Disaster Recovery Plan	7 years

**Email and Other Computer-Based Correspondence**

Employee correspondence, e.g., emails	7 years
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***Document Protection***

Documents (hardcopy, online or other media) will be stored in a protected environment for the period required under the Document Retention Schedule. Computer backup media will be included.

***Donor Privacy Protection***

Documents (hardcopy, online or other media) and data/databases that include personal donor information will be stored in a protected environment, and only those who need and are entitled to access to such private data pursuant to any applicable donor privacy policy will be given access.

***Document Destruction***

Hardcopy of documents will be destroyed by mechanical shredding via Blue Star Recycling (or other recycler/business hard drive shredder) after such documents have been retained for the period required under the Document Retention Schedule. Copies of computer backups will be destroyed by proven means to permanently destroy such media after they have been retained for the period required under the Document Retention Schedule.

***Provision of Documentation for Investigations or Litigation***

Documents requested and subpoenaed by legally authorized personnel will be provided as required by under the related subpoena. Any documentation requested in connection with an investigation or litigation that is not the subject of a subpoena shall be provided if the CEO authorizes the provision of such documentation. No documents will be concealed, altered or destroyed with the intent to obstruct the investigation or litigation.

## APPENDIX C

### WHISTLEBLOWER POLICY

This policy states the position of International Association for the Study of Lung Cancer (“**Association**”) on Whistleblowers. The Association is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules, and regulations, including those concerning accounting and auditing, and prohibits fraudulent practices by any of the members of its Board of Directors, officers, employees, and volunteers. This policy outlines a procedure for Board of Directors members, officers and employees to report actions that they believe to violate a law or regulation and actions that they believe constitute fraudulent accounting or other practices. This policy applies to any matter which is related to the Association’s business and does not relate to private acts of an individual not connected to the business of the Association.

If a Board of Directors member, officer, employee or volunteer has a reasonable belief that the Association or any Association representative has engaged in any action that violates an applicable law or regulation, including those actions concerning accounting and auditing, or has engaged in any action that constitutes a fraudulent practice, such individual is expected to immediately report such information in writing to the Chief Executive Officer (“**CEO**”). If the reporting individual does not feel comfortable reporting the information to the CEO, he or she is expected to report the information in writing to the President of the Board of Directors.

All reports will be followed up promptly, and an investigation will be conducted. In conducting its investigations, the Association will strive to keep the identity of the reporting individual as confidential as possible, while conducting the investigation.

The Association will not retaliate against a reporting individual (including retaliation with respect to the terms and conditions of an employee’s employment) because he or she: (a) reports to a supervisor, to the CEO, the Board of Directors, or to a federal, state, or local agency what the employee believes in good faith to be a violation of the law; or (b) participates in good faith in any resulting investigation or proceeding; or (c) exercises his or her rights under any state or federal law(s) or regulation(s) to pursue a claim or take legal action to protect the employee’s rights.

The Association may take disciplinary action (up to and including termination) against a reporting individual who, in the Board of Director’s assessment, has engaged in retaliatory conduct in violation of this policy.

Any reporting individual must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

In addition, the Association will not, with the intent to retaliate, take any action harmful to any reporting individual who has provided to law enforcement personnel or a court truthful

information relating to the commission or possible commission by the Association or any of its representatives of a violation of any applicable law or regulation.

The Association's Board of Directors, the CEO and Association supervisors will be trained of this policy and the Association's prohibition against retaliation in accordance with this policy.