

BYLAWS
OF
THE RADIATION ONCOLOGY INSTITUTE (ROI)

As approved by the Board of Trustees on November 16, 2023

ARTICLE I

The name of the corporation shall be the Radiation Oncology Institute (ROI).

ARTICLE II

PURPOSES

Section 1. Not For Profit. The Corporation is organized under and shall operate as a 501(c)(3) charitable not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the laws of the State of Illinois or the United States Internal Revenue Services, as amended.

Section 2. Purposes. The purposes of the Corporation are to support and conduct research and educational activities in keeping with its mission.

Section 3. Rules. The following rules shall conclusively bind the Corporation and all persons acting for or in behalf of it:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

b. The Corporation shall be a type I supporting organization to the American Society for Radiation Oncology (ASTRO) as described in Section 509(a)(3) of the Internal Revenue Code.

c. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

d. The Corporation shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, national origin, gender, gender identity, sexual orientation, protected veteran status, disability, age, or other legally protected status.

ARTICLE III

REGISTERED OFFICE AND AGENT

The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the Board of Trustees may from time to time determine.

ARTICLE IV

MEMBERS

Section 1. Classes of Members. The Corporation shall have no members.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Corporation shall be elected from among the Board of Trustees. They shall be a president, a vice president, a secretary, a treasurer and such other officers as may be determined by the Board of Trustees. The Board of Trustees shall elect the president, vice president and treasurer and may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by Board of Trustees. Any two or more offices may be held by the same person. Officers need not be residents of Illinois. The ASTRO CEO shall serve as the Executive Director of the ROI and as an ex-officio non-voting trustee holding the offices of secretary and assistant treasurer.

Section 2. Election and Term of Office. The elected officers shall be elected by the Board of Trustees for a three-year term commencing on the January 1 following election, subject to ratification by the ASTRO Board of Directors. The officers shall be elected at a meeting of the Board of Trustees nearest the expiration of their term of office and shall serve until their successors have been duly elected, qualified and ratified. The vice president shall

succeed to the presidency, serving a three-year term in each office. Vacancies may be filled at any meeting of the Board of Trustees.

Section 3. Removal. Any officer may be removed by a majority vote of the Board of Trustees or the ASTRO Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term, to be ratified by the ASTRO Board of Directors.

Section 5. President. The president shall be the principal officer of the Corporation and shall in general supervise all of the affairs of the Corporation. He/she shall preside at all meetings of the Board of Trustees and shall be the Chair of the Board. He/she may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, contracts, or other instruments which the Board of Trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6. Vice President. In the absence of the president or in the event of his/her inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him/her by the president or by the Board of Trustees.

Section 7. Secretary. The secretary shall keep the minutes of the meetings of the Board of Trustees; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board of Trustees.

Section 8. Treasurer. If required by the Board of Trustees, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any sources whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; serve as Chair of the ROI Finance Committee; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board of Trustees.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Trustees, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Trustees.

ARTICLE VI

BOARD OF TRUSTEES

Section 1. General Powers. The affairs of the Corporation shall be managed by its board of directors that shall be known as the Board of Trustees.

Section 2. Composition, Tenure and Qualifications. The number of voting Trustees shall be a minimum of nine to a maximum of thirteen. Two seats shall be reserved for the ASTRO Immediate Past Chair and the ASTRO Science Council Chair. Two seats shall be reserved for the Chair of the ROI Development Committee and the Chair of the ROI Research Committee. One seat shall be reserved for the Immediate Past President, who will serve one additional term of up to three years following his/her term as President. In addition, there shall be one ex-officio, non-voting Trustee, the Chief Executive Officer of ASTRO. Successor Trustees, except for the seats reserved for ASTRO Board members, shall be elected by the current Board of Trustees for three-year terms, subject to annual ratification by the ASTRO Board of Directors. The term of service shall commence on the January 1 following ratification and end three years thereafter, and each Trustee shall serve, unless they are removed, until his/her successor has been elected and ratified. Trustees need not be residents of Illinois. Trustees shall be limited to uninterrupted Board membership of two three-year terms, provided, however, this limitation shall not apply to a Trustee who is serving as the Treasurer, Vice-President or President when that Trustee's second three-year term expires. If a Trustee is serving in one of these Officer positions, that Trustee's term shall expire when his/her service in the office is completed except if the Trustee is elected by the Board to another term as an Officer. The Treasurer shall be limited to serving a maximum of two three-year terms in that office. Trustees who have served the maximum number of consecutive terms can return to the Board following one year off the Board of Trustees.

Section 3. Regular Meetings. Each year, a minimum of two regular meetings of the Board of Trustees shall be held at such times and places as may be designated by resolution by the Board of Trustees. The Board of Trustees may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution. Meetings may be held by telephone conference call or other electronic means.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the president or any two Trustees. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Trustees shall be given at least three days previously thereto by written notice delivered personally or sent by mail, electronic means, or other means permitted by applicable law. Any trustee may waive notice of any meeting.

Section 6. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice. Trustees may be permitted to attend, participate and vote at meetings by telephone conference call or other electronic means.

Section 7. Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these bylaws. If there is a tie, the Executive Director of the ROI shall cast the deciding vote.

Section 8. Informal Action by Trustees. Any action required to be taken at a meeting of the Board of Trustees or any action which may be taken at a meeting of Trustees may be taken without a meeting if a consent in writing, including by electronic means, setting forth the action so taken, shall be sent to all of the Trustees entitled to vote with respect to the subject matter thereof.

Section 9. Removal. Any Trustee may be removed by a majority vote of the Board of Trustees or the ASTRO Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 10. Vacancies. Any vacancy occurring in the Board of Trustees or any trusteeship to be filled by reason of an increase in the number of Trustees shall be filled by the Board of Trustees. A Trustee selected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, subject to ratification by the ASTRO Board of Directors.

Section 11. Compensation. Trustees as such shall not receive any salaries for their services, but by resolution of the Board of Trustees, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any trustee from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VII

COMMITTEES

Section 1. Committees of Trustees. The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate one or more committees, each of which shall consist of at least one or more Trustees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in management of the Corporation; but the designation of such committees and the delegation thereto of authority shall

not operate to relieve the Board of Trustees, or any individual trustee, of any responsibility imposed upon them by law.

Section 2. Governance/Nominating Committee. The Governance/Nominating Committee will be a standing committee of the ROI. The President will appoint the committee, not to include him or herself, and will include a member of the Board of Trustees as the Chair, the ASTRO Immediate Past Chair and members reflecting a broad cross section of the profession of radiation oncology.

Section 3. Other Standing Committees. The Development Committee, the Finance Committee and the Research Committee will be standing committees of the ROI. The President will appoint the committees and the Board of Trustees shall ratify all appointments.

Section 4. Ad Hoc Committees and Task Forces. Ad hoc committees and task forces created to carry out a specific task and not having and exercising the authority of the Board of Trustees in the management of the Corporation may be appointed by the President of the corporation. The Board of Trustees shall ratify all appointments. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 5. Term of Office. Each member of a committee shall serve an annual term and the term of service shall commence on the January 1 following Board ratification, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof. An appointment can be made mid-term if the Board deems it necessary.

Section 6. Chair. One member of each committee shall be appointed chair.

Section 7. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Quorum. Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Trustees.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the State of Illinois, as amended, or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, provided that at least fifteen days' written notice is given of intention to alter, amend or repeal and to adopt new bylaws at such meeting; provided, that no bylaw amendment shall become effective unless approved by the ASTRO Board of Directors.

ARTICLE XIII

INDEMNIFICATION

The Corporation shall indemnify all officers and trustees of the Corporation to the full extent permitted by the State of Illinois, as amended, and shall be entitled to purchase insurance for such indemnification of officers and trustees to the full extent as determined from time to time by the Board of Trustees of the Corporation.

ARTICLE XIV

CONFLICT OF INTEREST

The Board of Trustees shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee.