



***Society for Clinical Trials  
Proposed Bylaws – June 2009***

***Article I – Administrative Positions***

Section 1 President – The President shall preside at all meetings of the Society and of the Board and shall be a voting member of all standing committees. The President shall be responsible for general management and direction of the business of the Society. He/she shall have authority to sign and execute, in the name of the Society, all authorized deeds, leases, mortgages, bonds, contracts or other instruments. He/she may specifically authorize, in writing, another officer to sign on his/her behalf. The President and President-Elect shall each serve for a term of one (1) year or until their successors are duly elected. The President-Elect shall be elected by the Members and shall automatically succeed the President at the end of the President’s full term in office or at such other time as the office of the President becomes vacant.

Section 2 - President-Elect – In the absence of the President, the President-Elect shall perform all duties of the President and, when so acting, shall have the powers of the President. The President-Elect shall, if provided by resolution of the Directors, have authority to sign and execute, in the name of the Society, all authorized deeds, mortgages, bonds, contracts or other instruments, and shall also have such additional powers and duties as may be assigned to him/her by the Directors. The President-Elect shall also be a voting member of all standing committees.

Section 3 – Past President – The Past President shall carry out responsibilities as defined by the President.

Section 4 Secretary – The Secretary is responsible for providing support as needed for the President and for ensuring the preparation of formal minutes. The Secretary shall serve a two (2) year term and shall be eligible for reelection with no limit on the number of terms. The Secretary shall be nominated by the President and confirmed by the Board of Directors (See Article 5, Section 4).

Section 5 Treasurer – The Treasurer shall have oversight of the management of the Society’s funds and shall ensure that full and accurate accounts of receipts and disbursements are kept, and that an external audit/review of the Society’s accounts is performed at least every two years. The Treasurer shall report on the financial status of the Society to the Board of Directors,

Executive Committee, and the Society membership. The Treasurer may be required to furnish surety bond in the amount determined by the Board, the premium of which shall be paid by the Society. The Treasurer shall be elected for a two (2) year term and shall be eligible for reelection with no limit on the number of terms.

Section 6 Secretariat – The Secretariat of the Society shall be defined to be the Society’s management company. Oversight of the Secretariat will be the responsibility of the President.

Section 7 Vacancies – In the event it is necessary for the President-Elect to fill a vacancy in the Office of the President he/she shall complete the present term and then become President for the subsequent term of one (1) year. In the event of a vacancy in the office of the President-Elect, such a vacancy shall be filled by an individual determined by a majority vote of the Directors. An individual filling a vacancy in the office of President-Elect for a portion of a full term shall succeed to the office of President at the completion of the current President’s term.

## ***Article II – Committees***

Section 1 The committees for the Society shall include a Nominating Committee, and standing committees consisting of the Executive Committee, the Membership Committee, the Education Committee, the Program Committee, and the Web Oversight Committee, All Committees shall have an up to date charter, which shall be included in the Society’s Manual of Procedures, stating the purpose and operating principles, and any changes to that charter must be reviewed and approved by the Board of Directors.

Section 2 The membership and roles of the Board of Directors are as specified in Article VI of the Society for Clinical Trials Constitution.

Section 3 The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, and Past-President as specified in Article VI of the constitution.

Section 4 The President shall appoint the Chair and members of a Nominating Committee prior to the annual election of officers. The Nominating Committee shall consist of seven (7) members of whom two (2) are the President and President-Elect, two (2) shall be appointed from the Board of Directors; and three (3) shall be appointed from the membership of the Society at large.

Section 5 The Chair of each Standing Committee shall be appointed by the President and shall serve at the President’s discretion. The Standing Committee

Chair will then appoint members to the committee and will notify the Secretariat of the committee membership.

Section 6 Each Standing Committee shall meet and organize as soon as practicable after its members are appointed and the members of the Committee shall select (among themselves) a secretary who shall keep a record of the proceedings of the Committee. The Chair of each Committee shall make a report of the proceedings of his/her Committee to the President on request and at least annually.

Section 7 The President shall appoint such other ad hoc committees or sub-committees as he/she may deem necessary for the proper conduct of the business of the Society.

### ***Article III – Secretariat***

The Society will execute a management contract with a professional organizational management company; the duties of the secretariat will be defined by the contract.

### ***Article IV - Meetings***

Section 1 The annual Business Meeting of the Society shall be held at the annual meeting of the Society or at such place and time as set by the Board of Directors. At least 30 days prior notice of the meeting shall be provided to the last known address of each Member. Each Business Meeting will have a formal agenda and minutes will be issued at or prior to the next scheduled meeting.

Section 2 The Board of Directors shall meet at least annually at such place and time as set by the President. At least 30 days prior notice of the meeting shall be provided to the last known address of each Director.

Section 3 Special Membership or Board of Directors' meetings may be called by the President or a majority of the Directors on 30 days prior notice provided to the last known address of each Member or Director, as may be the case.

Section 4 A Board of Directors' meeting, by telephone conference, may be called by the President or a majority of the Directors. Official business of the Society may be transacted at such a meeting provided there is participation by the President or President-Elect, and a quorum of the Board.

Section 5 At any Business Meeting of the Society a quorum necessary to conduct the business thereof shall be the lesser of 50 Members or 5% of the Society's Membership.

Section 6 At any Directors meeting of the Society a quorum necessary to conduct the business thereof shall be one-half of the voting members of the Board of Directors.

### ***Article V – Election of Officers***

Section 1 The Nominating Committee (Article II, Section 4) shall, within ten (10) days after the closing of nominations for candidates for election, deliver to the Secretariat in writing, a list of nominees for each position to be vacant on the Board of Directors and shall include two (2) nominees for the position of President-Elect. All nominees shall be Members of the Society. All members will then be invited to vote on the candidates, with a deadline set for casting of votes.

Section 2 Additional nominations for President-Elect may be made by petition signed by at least ten (10) members (in good standing) of the Society. Such petitions shall be delivered to the Secretariat of the Society, earlier than 10 days prior to the announced closing date for nominations. These additional nominations shall be included on the ballot referred to in Article V, Section 3. Additional nominations for Secretary and Treasurer of the Society may be made by petition signed by at least three (3) Directors.

Section 3 The election of the President-Elect shall be by mail or electronic ballot distributed to Society Members in good standing at least thirty (30) days prior to the closing date for votes to be cast. Nominees receiving the highest number of votes shall be declared elected. In the event of a tie, requiring a run-off, there shall be a further ballot limited to those tied.

Section 4 The election of the Secretary and Treasurer shall take place by voice vote at the Annual Board of Directors Meeting, except in the event that more persons are nominated than those to be elected, then the election shall be by written ballot cast in person, by those Directors at the meeting. Nominees receiving the highest number of votes shall be declared elected. In the event of a tie, requiring a run-off, there shall be a further ballot limited to those tied.

### ***Article VI – Election of Directors***

Section 1 The Nominating Committee (Article II, Section 4) shall, within ten (10) days after the closing of nominations for candidates for election, deliver to the Secretariat, nominations for Directors of the Society. The list of nominees shall contain twice the number of candidates to be elected.

Section 2 Additional nominations for Directors of the Society may be made by petition, signed by at least ten (10) Members (in good standing) of the Society. Such petitions shall be delivered to the Secretariat of the Society,

earlier than 10 days prior to the announced closing date for nominations. These additional nominations shall be included on the ballot referred to in Article V, Section 3.

Section 3 The election of Directors shall be by mail or electronic ballot distributed to Society Members in good standing at least thirty (30) days prior to the closing date for votes to be cast. Nominees receiving the highest number of votes shall be declared elected. In the event of a tie, the winner shall be selected by lottery during the Annual Membership Meeting.

### ***Article VII – Dues***

Section 1 The Directors shall establish the amount of annual dues payable by all Members. Such dues shall be payable, in advance, for each fiscal year of the Society.

Section 2 The Society shall sponsor an official journal to be provided to each member, the subscription cost to be incorporated in the dues.

Section 3 A Member of the Society shall be in good standing upon payment of annual dues. Any Member whose dues are in arrears by more than six months after billing shall be dropped from the Society's membership rolls. The Directors shall have discretionary power to modify this rule in such cases as they deem proper.

Section 4 Contributions to the Society may be solicited from interested parties appropriately acknowledged.

Section 5 No one may solicit funds in the name of the Society unless they shall have applied for and received permission, in writing, from the Board of Directors.

### ***Article VIII – Amendments***

The Bylaws may be amended by a written recommendation of two-thirds of the Board of Directors present at any annual or special Board of Directors meeting at which a quorum is present. At least 30 days notice shall be given, and a copy of the proposed amendment sent to all Directors.