



Society for Clinical Trials Bylaws
Revised October 29, 2024

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 his/her successor is 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 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, the 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 nominated by the President and confirmed by the Board of Directors (See Article 5, Section 4). The Treasurer shall serve for a two (2) year term and shall be eligible for reconfirmation 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 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. In the event it is necessary to fill a vacancy in the office of the Secretary or Treasurer, the President shall nominate a replacement, who must be confirmed by the Board of Directors (See Article 5, Section 4).

Article II – Committees

Section 1 The committees for the Society shall include an Executive Committee, as specified by the Constitution, a Nominating Committee, and standing committees consisting of the Communications Committee, the David Sackett Trial of the Year Committee, the Development Committee, the Education Committee, the Equity, Diversity and Inclusion Committee, the Fellows Committee, the Membership Committee, the Outreach Committee, the Program Committee, and the Student Scholarship Committee. All standing Committees shall have an up to date charter, included in the Society’s Manual of Procedures, stating their purpose and operating principles. Any changes to a standing committee charter must be reviewed and approved by a quorum of 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. Members of the Nominating Committee may not stand for election.

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 appoint members to the committee and 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 subcommittees 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 prior to or at the next scheduled meeting.

Section 2 The Board of Directors shall meet at least quarterly at times 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 meeting of the Board of Directors 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 meetings, 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 two (2) nominees for the position of President-Elect. All nominees shall be Members of the Society. A person can only be elected as President at most once. This does not include a President-Elect who must assume the position of President due to the current President not completing their one-year term. 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 confirmation of the Secretary and of the Treasurer shall take place by voice vote at the Annual Board of Directors Meeting, except in the event

that more persons are nominated for Secretary/Treasurer than those to be elected, then the election shall be by written ballot cast in person, by those Directors at the meeting. The Nominee 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 Nominating Committee will nominate twice the number of candidates to be elected for at large Board positions. The President, with concurrence from the Board of Directors and in consultation with the Chair of the Equity, Diversity and Inclusion Committee, may create additional board positions to assure the Board represents the diverse interests and backgrounds of Society members. The Nominating Committee will nominate two candidates for each of these additional Board positions for the election. The majority of Board positions will be at large positions. A person cannot serve more than two elected terms and they cannot be consecutive. This does not include a person appointed for a partial term as a Director to fill a vacancy due to a Director not completing a four year term. There is no limit to the number of times a person can be nominated.

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 case 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-day notice shall be given, and a copy of the proposed amendment sent to all Directors.