

**BYLAWS
OF
ASSOCIATION FOR CLINICAL AND TRANSLATIONAL SCIENCE**

ARTICLE I – PURPOSE

The purpose for which the Association for Clinical and Translational Science (“Association”) is organized:

To advance the field of Clinical and Translational Science through scientific exchange, professional education, and public education.

Policies and Procedures in support of the “PURPOSE” and presented in a separate document, not part of these bylaws, called ASSOCIATION POLICIES.

ARTICLE II – MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP.

The Association is membership-based, recognizing five classes of membership as defined below.

a. INSTITUTIONAL MEMBERS are dues-paying academic institutions, hospital systems, teaching hospitals, and consortial research collaboratives.

a.1. **INSTITUTIONAL MEMBERS** must name one official ‘Institutional Representative.’ The Institutional Representative, or his/her designate, represents the vote of the Institutional Member during Association business.

a.2. **INSTITUTIONAL INDIVIDUAL MEMBERS** are individual professionals and trainees, broadly defined, who are faculty, staff, or trainees named to membership by an Institutional Member. Institutional Individual Memberships are complimentary, and are named by dues-paying Institutional Members. The Institutional Representative, or his/her designate, represents the vote of the Institutional Individual Member during Association business.

b. INDIVIDUAL MEMBERS are dues-paying individual clinical and translation investigators.

c. INDUSTRY MEMBERS are dues-paying companies that support activities related to clinical and translational science. Industry Members must name one official ‘Industry Representative.’ The Industry Representative, or his/her designate, represents the vote of the Industry Member during Association business.

d. AFFILIATED MEMBERS are dues-paying foundations, professional associations, and similar entities that support the mission of ACTS. Affiliated Members must name one official ‘Affiliated Representative.’ The Affiliated Representative, or his/her designate, represents the vote of the Affiliated Member during Association business.

SECTION 2. ADMISSION OF MEMBERS.

Any institution, individual, company, or organization submitting an application for membership may be approved for membership under Policy established by the Board of Directors.

SECTION 3. RESIGNATION OR REVOCATION.

A member's status shall be revoked for non-payment of dues as provided for in Section 4 of these Bylaws. Membership may be revoked by a three-fourths vote of the Board of Directors for cause. A member may appeal a finding of the Board to an appeals panel convened by the President. A member may resign at any time by giving written notice to the Executive Office.

SECTION 4. ANNUAL DUES.

The annual dues of all classes of members shall be established annually by the Board of Directors.

SECTION 5. VOTING RIGHTS.

Voting rights of membership shall be established through Association Policy.

ARTICLE III – FISCAL YEAR

The fiscal year of the Association shall end on December 31.

ARTICLE IV – MEETING OF MEMBERS

SECTION 1. TIME AND PLACE.

An annual business meeting of members shall be held at a time and location selected by the Board of Directors.

SECTION 2. NOTICE.

Notice of the time and place of the annual meeting of members shall be indicated by mailing or electronic means to each member at least eight weeks prior to such meeting.

SECTION 3. SPECIAL MEETING.

Special meetings of members may be held at any time or place with the approval of the Board of Directors or as provided by statute. Notice of special meetings shall state the time, place and purpose of the meeting and shall be mailed/or sent electronically to each member at least 15 days prior to the meeting date. Business transacted at any special meeting shall be limited to the purpose stated in the notice thereof.

SECTION 4. QUORUM.

A quorum must exist for the transaction of any business at any meeting of members. Ten percent of the votes of membership constitutes a quorum to conduct business. Participation by means of a conference telephone or similar equipment allowing all persons participating in the meeting to hear each other at the same time may constitute presence at such meeting. Only members in good standing may vote on any business related to the Association.

SECTION 5. ACTION(S) OF THE MEMBERSHIP.

The vote of a weighted majority of members, defined by Association Policy and with a quorum present, shall be an official act of membership

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. AUTHORITY.

The business and affairs of the Association, including but not limited to approval of Association Policies and creation of committee charges, shall be managed by or under the direction of the Board of Directors. Approval of the Board of Directors must be obtained before any person expends or uses any assets belonging to ACTS. No funds shall be authorized by the Board of Directors that violate state and federal antitrust or other laws.

SECTION 2. NUMBER OF DIRECTORS.

The number of directors and officers shall be not less than twelve and not more than nineteen, each of whom shall be entitled to vote on matters presented to the Board, except where otherwise specified in the Bylaws. The composition of the Board may, from time to time, be specified through Policy. The President may, from time to time, appoint non-voting ex-officio members of the Board.

SECTION 3. TERMS.

The terms of service for each Director, unless otherwise specified in the Bylaws, is three years, beginning at the time of the annual Meeting of Members. Directors may serve no more than two consecutive terms. The Board may determine the schedule for transition of terms through Policy (allowing for operational continuity). Each director must belong to an Institutional Member school and be a member in good standing.

SECTION 4. RESIGNATIONS.

A Director may resign at any time, by written notice to the association President, upon the date specified in the notice. Resignation by the President is accomplished through written notice to the President-elect.

SECTION 5. REMOVALS.

Any officer can be removed from office with or without cause. Removal from office requires a majority vote of the Board of Directors.

SECTION 6. VACANCIES.

Any vacancy of a Director position for any reason shall be filled by appointment by the President, upon majority approval of the Board of Directors. A Director selected according to this provision shall serve the unexpired portion of the term until his or her successor has been duly elected and qualified pursuant to the election procedures set forth in the Bylaws and Policies. Any Director filling an unexpired term for more than one-half of the original term shall be considered to have served one term.

SECTION 7. MEETINGS.

Annual and regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may from time to time determine. Special meetings of

the Board of Directors may be held at any time and place upon call of the President or of not less than one-third of the members of the Board of Directors.

SECTION 8. NOTICE.

Notice of the time and place of annual and regular meetings of Board of Directors, and time, place and purpose of special meetings of the Board of Directors shall be indicated by the President, or delegate, by mailing, electronic means, or telephoning the same to each Director at least ten days before such meeting except that a meeting by conference telephone may be called on 48 hours notice. Notice of any meeting need not be given, however, to any Director who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without protesting the lack of notice.

SECTION 9. QUORUM.

The presence of eight members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Directors. Participation by one or more Directors by means of a conference telephone or similar equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at such meeting.

SECTION 10. ADJOURNED MEETINGS.

A majority of the members of the Board of Directors present at a meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. Notice of the time and place of such adjourned meeting shall be given to Directors who were not present at the time of such adjournment.

SECTION 11. ACTION(S) OF THE BOARD OF DIRECTORS.

The vote of a majority of the members of the Board of Directors present at the time of the vote, if a quorum is present, shall be the act of the Board of Directors. Each Director shall have one vote.

SECTION 12. ACTION BY WRITTEN CONSENT OF DIRECTORS.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without an in-person meeting or conference call if all of the members of the Board of Directors consent in writing to the adoption of a resolution authorizing such action. Such resolution and written consents thereto shall be filed with the minutes of proceedings of the Board of Directors.

SECTION 13. COMPENSATION.

The Board of Directors shall serve without compensation for their services. The Board may, from time to time, specify reimbursement of expenses for Directors through Policy.

SECTION 14: OFFICERS.

Five Directors of the Association shall serve as Officers. The President, President-Elect, Immediate Past President, Secretary, and Treasurer. No person may hold more than one office simultaneously.

SECTION 15: POWERS AND DUTIES.

The Officers of the Association shall each have such powers and are expected to perform such duties as generally pertain to their respective offices, subject to the control and

direction of the Board of Directors. The duties of each Officer shall include, but not be limited to, the following:

a.1 **PRESIDENT** shall preside at the meetings of the members and of the Board of Directors, establish ad hoc committees and Chairpersons and Co-Chairpersons of the various committees, except the Nominating Committee, and appoint, with the approval of the Board of Directors, delegates to other organizations. The President shall approve all actions on behalf of the Association that pertain to national policy.

b.2. **PRESIDENT-ELECT** shall, in the absence or disability of the President, act in the place and stead of the President. Upon the expiration of the term of the President, the President-elect shall be installed as President.

c.3. **SECRETARY** shall be the custodian of records; shall keep or cause to be kept at the Association Executive Office a record of all Association proceedings and the mailing address of each Association member, and shall see that notices are duly given in accordance with the applicable law, the Articles of Incorporation, and these Bylaws.

d.4. **TREASURER** shall be the principal financial officer of the Association and shall be responsible for the Association's funds. The Treasurer shall disburse only such funds as are authorized by general or specific resolution of the Board of Directors and shall at each annual meeting of the members present a statement of financial position of the Association. The Treasurer shall be responsible for the collection of the annual dues from the members of the Association by the Executive Office.

e.5. **PAST PRESIDENT** shall serve in an advisory capacity as a voting member of the Board of Directors.

f.6. **OTHER OFFICERS** may be appointed by the Board in support of the MISSION as permitted by the Association Policy. These officers shall serve at the pleasure of the Board.

SECTION 16. TERMS.

The President-Elect, President, and Immediate Past President each serve one term of one year in each of these offices. The Secretary serves one term of one year renewable for three consecutive years. The Treasurer serves one term of three years. The Treasurer may be re-elected to a second consecutive three-year term.

SECTION 17. VACANCIES.

a.1. **PRESIDENT.** A vacancy in the office of the President shall be filled by the President-elect. If the President-elect does not fill such vacancy, then the office of the President shall be filled from among the Members of the Board of Directors by the vote of a majority of the Members of the Board of Directors then in office, whether or not a quorum.

If the unexpired portion of the term of a successor President is less than six months, the successor shall continue in office until the second annual meeting of the members following his or her taking such office. If the unexpired portion of the term of a successor President is six months or more, the President for the next term shall be elected by the members at the same time as other officers are elected.

b.2. **PAST PRESIDENT.** A vacancy in the office of Past-President may or may not be filled by appointment by the President, and approval by the Board of Directors.

c.3. **OTHER.** All other vacancies occurring in an elective office, except the office of President-elect, shall be filled by a vote of the majority of the Members of the Board of Directors then in office, whether or not a quorum.

ARTICLE VI – ELECTIONS

SECTION 1. ELECTION BY MEMBERSHIP.

a.1. **ELECTION OF DIRECTORS.** Non-officer Directors shall be elected by membership, from a board approved ballot put forth by the nominating committee, as defined and in accordance with Association Policy. Elections are held annually, and are the responsibility of the Nominating Committee.

SECTION 2. ELECTION AND APPOINTMENT BY THE BOARD.

a.1. ELECTION OF PRESIDENT-ELECT.

The President-Elect shall be recommended by the Nominating Committee and elected to the position by a majority vote of the Board of Directors in accordance with Association Policy. To be deemed qualified by the Nominating Committee, the President-Elect shall have served on the Board of Directors within the past six years and must be a current member, in good standing, of the Association.

b.2. ASSUMPTION OF OFFICE.

b.2.1. At the conclusion of the term of President-elect, he/she assumes the position of President. The President Elect and must be a current member, in good standing, of the Association.

b.2.2. At the conclusion of the term of President, he/she is assumes the position of Past-President, by the Board of Directors. The President must be a current member, in good standing, of the Association.

c.3. ELECTION OF THE TREASUER AND SECRETARY.

The Treasurer and Secretary shall be recommended by the nominating committee and elected to the positions by a majority vote of the Board of Directors in accordance with Association Policy.

d.4. APPOINTMENT OF EARLY CAREER ASSOCIATE DIRECTORS

Two (2) early career non-voting directors will be presented for a vote by the Nominating Committee, and in accordance with Association Policy.

SECTION 4. PREPARATION OF BALLOT.

Elections will be held every year by ballot. The Nominating Committee shall prepare a ballot listing the candidate for each position, together with a provision for write-in votes for each position. Electronic means may be utilized for distribution and receipt of ballots.

a.1. **ELECTION OF ASSOCIATION DIRECTORS:** Ballots shall be distributed to Membership before the Annual Meeting in accordance with such policies as may be adopted by the Board of Directors.

b.2. **ELECTION OF ASSOCIATION OFFICERS:** For all officer positions elected by the Board of Directors, the use of ballots is not required.

ARTICLE VII – COMMITTEES

There shall be two standing committees of the Board, and three standing committees of Membership, as described below.

SECTION 1. EXECUTIVE COMMITTEE (EC).

The Executive Committee of the Board shall consist of the President (chair), President-Elect, Secretary, and Treasurer, and shall exercise all powers and authority of the Board of Directors during the periods between meetings of the Board. The President may ask the Past-President to serve on the EC.

SECTION 2. FINANCE/AUDIT COMMITTEE (FAC).

The Finance and Audit Committee of the Board shall consist of the Treasurer (chair) and two (2) Directors-at-Large elected by majority vote of the Board.

Directors-at-large serve for a one year term and may be reappointed. The committee shall develop an annual budget, monitor the adopted budget, recommend fiscal policies, and is responsible for developing financial Policies of the Association. The FAC shall ensure independent financial audits are conducted from time to time, through Policy.

SECTION 3. NOMINATING COMMITTEE (NOMCOM).

The Nominating Committee of the Membership shall consist of the Immediate Past President (chair), who serves a one-year term, and four (4) Association members who serve rotating terms of two years. Each year the Immediate Past President will recommend two members of the committee for board approval in accordance with Association Policy. Members of the Nominating Committee shall not be nominated for office.

SECTION 4. MEMBERSHIP COMMITTEE (MC).

The Membership committee shall be comprised of a chair, appointed by the President, from the Board of Directors, two (2) non-officer Directors of the Board, elected by majority of the Board of Directors, and between one (1) and four (4) Institutional Individual Members or Individual Members, appointed by the chair.

The chair shall serve for two years, and the non-officer Directors of the Board shall also serve for two years. The individual members shall serve for one year, and are under no restrictions for repeating terms of service.

SECTION 5. CONFLICT OF INTEREST COMMITTEE

The Conflict of Interest Committee assists the Board of Directors with the annual review of ACTS's conflict of interest policy and implementation of the conflict of interest policy. The Committee also serves as a panel to review conflicts of interest and make final determinations. The Secretary serves as Chair of the Conflict of Interest Committee.

SECTION 6. OTHER COMMITTEES.

The Association shall maintain other committees, either administrative or in support of the MISSION, as called for in the Association Policies or as may be determined by the Board of Directors. The Association President shall appoint committee chairpersons, following a majority vote of the Board of Directors.

The chair shall serve for two years. Members of committees shall be appointed by the President on recommendation by the Chair for 1-year terms. Vacancies in the membership of any committee shall be filled by the President on recommendation by the Committee Chair. Members of standing committees must be from ACTS member institutions or an individual member except when the purpose requires additional outside expertise.

Any established committee must adhere to and abide by Association Policies.

SECTION 7. RULES.

Each Committee shall operate in conformity to the Association Policy and Procedures.

SECTION 8. REMOVALS.

Any Chairperson or committee member may be removed by the President, subject to the concurrence of a majority of Members of the Board of Directors then in office. The President shall fill any vacancies in the Committee Chair position.

SECTION 9. NOTICE.

Notice of the time, place and purpose of every meeting of each Committee shall be given by the Chairperson in accordance with the Association Policies and Procedures.

SECTION 10. COMPENSATION.

Committee Chairs and Committee Members shall serve without compensation for their services. The Board may, from time to time, specify reimbursement of expenses for committee members through Policy.

SECTION 11. TASK FORCES.

Task forces may be established as needed from time to time by the President. Such task forces shall limit their activities to the purposes for which they were created and shall be dissolved upon the completion of their appointed tasks.

ARTICLE VIII- INDEMNIFICATION

The Association shall indemnify all officers and directors of the Association to the full extent permitted by law, and shall be entitled to purchase insurance for such

indemnification to the full extent as determined from time to time by the Board of Directors.

ARTICLE IX – AMENDMENTS

The Certificate of Incorporation or the Bylaws may be amended by a majority of the Board of Directors, except that any amendment of Articles II and IV (Membership and Meetings of Membership) shall require a majority vote of membership, as defined and in compliance with Association Policy.

ARTICLE X – DISSOLUTION

Upon the dissolution of the Association, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Service Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine.