

CENTRAL SOCIETY FOR CLINICAL AND TRANSLATIONAL RESEARCH

BYLAWS

As approved, November 4, 1966; amended November 7, 1975; amended November 2, 1979; amended November 5, 1983; amended November 8, 1991; amended November 5, 1993; amended September 22, 2000; amended September 7, 2001; amended February 15, 2010; amended January 7, 2013; amended April 14, 2025.

ARTICLE I

Name. The name of the Corporation shall be the Central Society for Clinical and Translational Research, Inc. (*amended January 7, 2013*)

ARTICLE II

Purposes and Objectives. The Corporation is organized and shall be operated solely for educational and scientific purposes. The objectives of the Corporation are the advancement of medical science; the cultivation of clinical and translational research by the methods of the natural and behavioral sciences; the correlation of science with the art of medical practice; the encouragement of scientific investigation; the diffusion of a scientific spirit among the members; the sponsorship of scientific meetings; and the publication of the Society, for national and international distribution, of papers on the methods and results of clinical and translational research.

ARTICLE III

Members.

Section 1. Membership. Membership in the Corporation shall be a privilege, not a right, and is dependent upon the applicant for any class of membership demonstrating compliance with the requirements for membership as defined in the Bylaws and otherwise by the Council of the Corporation.

Section 2. Classes of Membership. The Corporation shall have five (5) classes of members ("Members"): Regular, Trainee, Research Staff, Emeritus, and Institutional.

Section 3. Eligibility of Members.

- A. Regular Members. Regular membership shall be open to an individual who has accomplished a meritorious original investigation in the clinical or translational sciences and who enjoys an unimpeachable moral standing in his/her profession. Candidates should provide a letter of support, NIH Bio Sketch, and optionally up to two (2) publications demonstrating significant research as a primary investigator.
- B. Institutional Members. Any department, lab, research group, or institution (university, company etc.) that meets the objectives outlined in Article II may become an institutional member or any college / university program, department, or research institution that has a particular focus on the objectives outlined in Article II.

- C. Trainee Members. Trainee membership is open to students, residents, and fellows in clinical or translational sciences and who wish to enjoy networking and mentorship as they navigate new experiences and opportunities to achieve professional goals.
- D. Research Staff Members. Research Staff membership is open to part-time or full-time lab technicians, research coordinators, data analysts, and other staff who work to implement studies led by a faculty member at an academic institution. Individuals who have part- or full-time appointments as faculty or as an undergraduate or graduate student, resident, or fellow at a university are ineligible to join as a Research Staff Member. To join as a Research Member, applicants will need to provide the name and contact information of their Principal Investigator.
- E. Emeritus Members. Any regular member may become an emeritus member, after being an active member in good standing for at least fifteen (15) years and reaching their 65th birthday. An emeritus member will not be required to pay dues but will be required to pay for any subscription costs related to any affiliated journal of the Society. Members must pay their dues for the year in which they apply for emeritus status. There shall be no limit on the number of emeritus members.

Section 4. Obligations of members.

- A. Active Members. Active members must manifest a continuous interest in the prosecution and fostering of clinical or translational research and other purposes and objectives of the Corporation. The neglect of such obligations by an active member, without an explanation satisfactory to the Council, shall subject such member to forfeiture of membership, upon action of the Council.
- B. Emeritus Members. Emeritus members may engage in all activities of the Corporation including presentation of papers, discussion of papers on the floor, nomination of new members, and other business of the Corporation. They may not hold office, nor may they vote. They are required to pay for any affiliated Society journal subscription but shall not be obliged to pay dues directly to the Society. Their attendance and participation in meetings is urged but not compulsory.

Section 5. Application for Membership and Approval Process. Application for membership in any class of membership shall be made by the applicant submitting a written membership application to the Corporation in accordance with such procedures and on such forms as the Council may establish from time- to- time. Any determination on membership of any class shall be subject to approval by the Council in its sole discretion and any such determination by the Council shall be non-appealable.

Section 6. Acceptance of Member. Each new member of any class shall be notified in writing of his or her membership. New members shall pay any required dues prior to becoming a Member.

Section 7. Dues. The Corporation may set and impose dues, fees, charges and other assessments for membership in any class of membership to the extent consistent with these Bylaws in such amounts as shall be determined by the Council from time-to-time. The Council may establish policies and procedures from time to time pertaining to membership, including without limitation applications and dues for same. The payment of dues as a condition of any class of membership may be waived or postponed in any situation at the discretion of the Council.

Section 8. Expulsion. The membership of any member may be forfeited, at any time, with or without cause, upon the recommendation of three-fourths (3/4) of the Council (acting by vote of a majority of all the Councilors)

ARTICLE IV

Section 1. Officers. Officers of the Corporation shall be a President, a President-elect, a Vice-President, and a Secretary-Treasurer (one person to fill the office of Secretary-Treasurer); and all such officers shall be elected by the members, each year, at the annual meeting of the members of the Corporation. The Vice-President shall serve for one year and would, on vote of the members at the annual meeting of the members of the Corporation, become President-elect for one year. The President-elect would, on vote of the members at the annual meeting of the members of the Corporation, succeed to the Presidency. The position of Secretary-Treasurer shall be for a two-year term. The Secretary-Treasurer shall be elected by the members of the Corporation at the Annual Meeting. Officers, other than the Secretary-Treasurer, shall be ineligible for reelection to the same office.

Section 2. Councilors. The Council shall ordinarily consist of twelve (12) members. The initial Council named in the articles of incorporation shall serve until the annual meeting of members is held in the year 1967. At such annual meeting to be held in 1967, six members of the Council shall be elected; two to serve for one year; two to serve for two years; and two to serve for three years. The terms of the office of their successors, as Councilors, shall be for three (3) years. Councilors may be reelected to successive terms. In addition to the six Councilors so elected or reelected to office as such, the following shall, ex-officio, be Councilors of the Corporation: The President, the Vice-President; the President-elect, the Secretary-Treasurer; the Secretary-Treasurer-elect (when this position is filled); and the last retiring President.

Section 3. Qualifications. Officers and Councilors may be elected only from the regular members of the Corporation.

Section 4. Committees.

- A. Program Committee. This Committee will be composed of the President, President-elect, and Secretary-Treasurer and other members as appointed by the Chair. The President of the Society usually serves as Chair; however, the President may appoint another member of the Society to serve as Chair upon approval of the majority of the Program Committee. The Committee will meet with the representatives of the other participating Societies to coordinate the planning of the upcoming Annual Meeting. It will report to the Council.
- B. Finance Committee. The role of this Committee will be fund-raising, review of the budget, recommending the audit schedule and reviewing the audit, and a review of the Society's investments at least annually. The committee will be chaired by the Secretary-Treasurer. Members will include the President, the President-Elect, one Council who is not an officer, and one person not currently serving on the Council (this person may be a member of the Society or someone outside the Society who holds some expertise in finances). This Committee meets at least two (2) times a year either virtually or at in person.
- C. Membership Committee. The Membership Committee will be comprised of three (3) regular members of the Society. The Chair and the members of the committee will be appointed by the President to each serve a three-year (3) term. The purpose of the committee is to review new membership applications, review the membership application process from time to time, and to make suggestions of new membership categories or to retire membership categories as appropriate. In addition, the Committee will work to increase engagement with student and trainee groups, make recommendations for Society awards, enhance regional and institutional outreach, and promote thematic and discipline-specific engagement.

- D. Nomination Committee. A Nomination Committee will be chaired by the Vice President, who will be assisted by the Immediate past president and one regular member to be appointed by the Vice President. Its purpose will be to nominate members in good standing to fill upcoming vacancies in officer positions and members of the Council.

ARTICLE V

Duties of Officers and Councilors.

Section 1. Duties of Officers. The duties of the President, President-Elect, Vice-President, and Secretary-Treasurer shall be those usually performed by such officers. The Secretary shall arrange for the publication of abstracts of papers presented at annual meetings. The Secretary shall likewise maintain a roll of all of the active, geographic, and emeritus members of the Corporation, which roll shall contain the business or residence addresses of such members, or the addresses as furnished to the Secretary by such members. A copy of such roll shall be kept at the registered office of the Corporation and be available at reasonable times to members desiring to examine the same.

Section 2. Duties of Councilors. A majority of the Councilors shall constitute a quorum; and other than as provided in these bylaws, the action of a majority of the Councilors present at any meeting (at which meeting a quorum is present) shall be sufficient for the conduct of any business at the meeting. The Council shall, among other matters, supervise the affairs of the Corporation, plan for the annual meeting, report on the work of the members, and consider and report to the members on nominations for membership in the Corporation.

ARTICLE VI

Meetings of Members. The Corporation shall hold an annual meeting in each year, commencing in 1967, the time and place to be fixed by the Council; such meetings to be held in a centrally located city, unless the Council shall for good cause appearing to it, otherwise provide. Special meetings of the members may be called whenever authorized by the Council, to be held where prescribed by such Council. Not less than three active members shall constitute a quorum at any meeting. Notice of any such meeting shall be distributed to all members. The notices of any meeting shall be distributed to the members not less than thirty or more than forty days prior to the date fixed for the holding of the meeting; and such notices shall set forth the time and place of the holding of the meeting. The President may, at least ninety days prior to any annual meeting, designate a nominating committee consisting of not less than three regular members, to nominate officers and councilors for election at such annual meeting; and the names of the members of the nominating committee so appointed, and the names of the persons nominated by the committee (or nominated by a majority, thereof), and the respective offices to which such nominations are made, shall be set forth in the notice of such annual meeting. Nominations may be made from the floor, at any annual meeting, by a regular member in good standing. A regular member shall not be deemed in good standing if any dues payable by them are unpaid. In the case of a contest, the election shall be by ballot, otherwise by voice vote. Only regular members, in good standing, shall be eligible to vote.

ARTICLE VII

Annual dues. The annual dues of all members of the Corporation shall be such as the Council may from time-to-time fix. Nonpayment of dues for two consecutive years shall effect the forfeiture of membership without any action of the Corporation.

ARTICLE VIII

Amendment of the Bylaws. Amendments to the bylaws may be proposed by the Council for submission to the members at an annual meeting. Amendments to the bylaws may be submitted in writing to the Secretary, by not less than five active members. Any such amendments, if so proposed by the Council or so submitted to the Secretary, not less than 60 days prior to the holding of an annual meeting, shall be submitted to the members at such annual meeting; and the notice which the Secretary shall give of such annual meeting shall set forth the proposed amendment. Amendments

to the bylaws (including the repeal of any part of the present bylaws) shall require for adoption the affirmative vote of three-fourths of the active members present at the meeting.

Article IX

Compensation. No councilor, officer, committee member or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided that this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation; provided, however, the Corporation may reimburse expenses of such persons in attending meetings and conducting other activities on behalf of the Corporation.

Article X

Liquidation. Upon dissolution of the Corporation for any reason, the Council shall, after paying or making provisions for the payment of the Corporation's liabilities, if any, distribute the Corporation's net assets, to such corporation(s), association(s), fund(s), and/or foundation(s) engaged in activities substantially similar to those of the Corporation as are designated by the Council and in such proportions as are determined thereby, subject to any order of court as provided by law, for charitable, educational or scientific purposes within the meaning of section 501(c)(3) of the Code. Notwithstanding any of the foregoing provisions of this Article, the distribution of any assets of the Corporation in liquidation shall be made in accordance with the Illinois General Corporation Law.