

CENTRAL SOCIETY FOR CLINICAL 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

ARTICLE I

Name. The name of the Corporation shall be the Central Society for Clinical Research, Inc.

ARTICLE II

Purposes and Objectives. The Corporation is organized and shall be operated solely for educational and scientific and for no other purposes. The objectives of the Corporation are the advancement of medical science; the cultivation of clinical 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 by the medical practitioner; the diffusion of a scientific spirit among the members of the Corporation; the sponsorship of scientific meetings; and the publication, without profit to the Society, for national and international distribution, of papers on the methods and results of clinical research.

ARTICLE III

Members.

Section 1. Classes of Members. There shall be three classes of members: affiliate, geographic, and emeritus.

Section 2. Territorial status of Members. Members may be elected from any state in the United States by typically are residents of the following states: Alabama, Arkansas, Colorado, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, Texas, West Virginia, New York, Pennsylvania, and Wisconsin; and from the following provinces of Canada: Alberta, Manitoba, Ontario, and Saskatchewan.

Section 3. Eligibility of Members.

(A) Active Members. Any member as set out in Section 2 of this Article III, who has accomplished a meritorious original investigation in the clinical or allied sciences of medicine and who enjoys an unimpeachable moral standing in his/her profession is eligible for active membership. Candidates should provide up to (5) publications demonstrating significant research as a primary investigator,

(B) Emeritus Members. Any active member may become an emeritus member, after being an active member in good standing for 15 years and reaching his/her 65th birthday. Any active member eligible for emeritus membership may be reclassified as an emeritus member. An emeritus member will not be required to pay dues, but will be required to pay for the subscription costs for the JOURNAL if he/she desires such subscription. Members must pay their dues for the year in which they apply for emeritus status. There shall be no limit upon the number of emeritus members.

(C) Affiliate Members. It was moved, seconded and approved by the Council March 6, 2007, to abolish this category of membership.

(D) Geographic Members. Any member as set out in Section 2, may, upon petition to the Board, request geographic member status. Such status will allow the member to maintain active status at reduced dues structure to be determined by the Board. Attendance requirements at meetings will be waived. They may not hold office on the Board of Directors of the Corporation.

Section 4. Obligations of members.

(A) Active Members. Active members must manifest a continuous interest in the prosecution and fostering of clinical research and other purposes and objectives of the Corporation. The neglect of such obligations, by an active member, without an explanation satisfactory to the Board of Directors, shall subject such member to forfeiture of membership, upon action of the Board of Directors.

(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 shall not be obliged to pay dues. Their attendance and participation in meetings is urged but not compulsory.

(C) Affiliate Members. Affiliate members must manifest continuous interest in the objectives of the Corporation. They may engage in all scientific activities of the Corporation including presentation of papers and discussion of papers on the floor. They may vote and serve on the Board of Directors of a Subspecialty Section of the Corporation. They may not hold office on the Board of Directors of the Corporation or vote on Corporation matters.

(D) Geographic Members. Geographic 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 on the Board of Directors of the Corporation.

(E) Associate Membership. It was moved, seconded and approved by Council, September 21, 1995, to abolish this category of membership.

Section 5. Nominations and Elections. Nominations to active membership shall be in writing, and transmitted to the Secretary, and may be made at any time. Nominations must be signed by two members (active, geographic, or emeritus), and must be accompanied by a written statement of the qualifications of the nominee and a list of his/her professional positions and qualifications. All names so placed in nomination shall be considered by the Board of Directors, for election to membership, at such annual meeting, the names of such of the nominees as receive approval by affirmative vote of a majority of the members of the Board if Directors present at any meeting. If a nominee is not so elected, his/her name shall be considered for election at succeeding annual meetings of the Board of Directors; if he/she fails of election at three successive annual Board of Directors' meetings, his/her nomination shall be dropped, and his/her sponsors shall be notified in writing of the action. The unsuccessful nominee may thereafter again be nominated. Any member (active, geographic, emeritus) may be a member of one of two Subspecialty Sections of the Corporation.

Section 6. Expulsion. The membership of any member may be forfeited, at any time, with or without cause, upon the recommendation of the Board of Directors (acting by vote of a majority of all of the Directors), and upon the affirmative vote of three-fourths of the entire active membership. Voting by the members may be either by ballot at an annual meeting, or by ballot taken by mail, as may be provided by resolution adopted by the Board of Directors.

Section 7. List of Members. Subjoined to these bylaws is a list of all current members of the Corporation at the time of the publication of these bylaws. All persons named in such list shall be deemed members of the Corporation.

ARTICLE IV

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, become President-elect for one year. The President-elect would, on vote of the members, succeed to the Presidency. The position of Secretary-Treasurer shall be filled periodically to prepare the designee to assume the duties and responsibilities of the Secretary-Treasurer. The Secretary-Treasurer-elect shall be nominated and elected by the members of the Corporation at the Annual Meeting one year preceding his/her assumption of the duties of the office of Secretary-Treasurer. Officers other than the Secretary-Treasurer shall be ineligible for reelection to the same office.

Directors. The Board of Directors shall ordinarily consist of twelve members. The initial Board of Directors is that named in the articles of incorporation, and it 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 board of Directors 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 directors, shall be for three years. Directors may be reelected to successive terms. Of the six members of the Board of Directors elected or reelected, there shall be no more than one from any given institution. In addition to the six directors so elected or reelected to office as such, the following shall, ex-officio, be Directors of the Corporation: The President, the Vice-President; the President-elect, the Secretary-Treasurer; the Secretary-Treasurer-elect (when this position is filled); the Editor of the Corporation's Journal; and the last retiring President.

Qualifications. Officers and Directors may be elected only from the active members of the Corporation.

Subspecialty Sections of the Corporation. The Corporation will provide for subspecialty sections to which active, geographic, and emeritus members may belong. The Subspecialty Sections will include the fields described in Article III, Section 3(C) of these bylaws. There will be a minimum of four members of a Subspecialty Council: Chairman and three Councilors. No maximum is set. The term of Chairman will be two years. The term of Councilor, in general will be three years, unless he/she is elected to become Chairman, in which case it may be extended to a maximum of five years. Shorter terms may be required to assure the proper rotation off a Council until an appropriate sequence is established. Members should be elected from the active members of the Society. The scientific sessions of the Corporation will include representations from each of the Subspecialties as deemed appropriate by the Board of Directors of the Corporation. These guidelines may be modified with permission as long as active members provide a continuity.

Publication Committee. The Publication Committee shall consist of three members to be appointed by the Council; the Chairperson to be appointed by the President of the Corporation at the midpoint of the term of the Editor of THE JOURNAL OF LABORATORY AND CLINICAL MEDICINE. The term of membership on the Committee shall be 6 years. One new member of the Committee shall be appointed every other year.

Program Coordinating Committee: This Committee will be composed of the President, President-elect, Secretary-Treasurer. It will meet with the representatives of the other participating Societies to coordinate the planning of the upcoming Annual Meeting. It will report to the Board of Directors.

Finance Committee: The role of this Committee will be fund-raising, preparation of the budget in conjunction with the Secretary-Treasurer, and auditing the Corporation's books. An amendment to this Article was approved by Council, September 28, 1995 as follows: the functions of this Committee will include the investment of the Society's reserve and to raise new funds for the Society. This Committee will be chaired by a Chairman, who is not currently serving on the Society's Council. The term should be for five years. The Chairman will be elected

by a majority vote of the Committee before the last year of the previous Chairman, so that their terms will overlap by one year. Members to serve on this Committee will be the current President, President-elect, Secretary-Treasurer, and three members of the Society's Council, who will serve three years. Each year a new Committee member will be appointed by the past-President. The Chairman of this Committee will coordinate with the Secretary-Treasurer and the Administrator of the Society, who will report back to the Committee. Two conference calls a year will be held.

Membership Committee: All Subspecialty Chairpersons will be members. Each Subspecialty Chairperson will act as primary reviewer of membership applications within his/her subspecialty. Secondary reviewers will be assigned from the membership of the Board of Directors. The final decision on membership will be made at a meeting of the Board of Directors to be held approximately six weeks prior to the Annual Meeting. Subspecialty Chairpersons will be consulted by the Board regarding difficult decisions.

Nomination Committee: A Nomination Committee will be chaired by the immediate Past-President with two other members to be appointed by the Past President. Its purpose will be to nominate members in good standing to fill upcoming vacancies in officer positions and members of the Board.

ARTICLE V

Duties of Officers and Directors.

Section 1. Duties of Officers. The duties of the President, 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 Directors. Quorum. A majority of the Directors shall constitute a quorum; and other than as provided in these bylaws, the action of a majority of the Directors present at any meeting (at which meeting a quorum is present) shall be sufficient for the conduct of any business at the meeting. The Board of Directors shall, among other matters, supervise the affairs of the Corporation, effect the publication of its Journal and select the Editor thereof (fixing the term of his office as such), make arrangements 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.

Section 3. Duties of Officers and Directors of the Subspecialty Sections. Each Section chairman will appoint a nominating committee each year, and all listed members (active, geographic, emeritus) of that Subspecialty Section will participate in election of the Subspecialty Directors at a business meeting each year. The Subspecialty Sections will have a major role in the selection of the subspecialty scientific programs under the direction of the Officers of the Corporation.

Section 4. Duties of the Publication Committee. The Publication Committee shall provide liaison between the Corporation's Board of Directors and the Publisher of THE JOURNAL, regarding matters of policy and negotiation regarding contractual arrangements. The Committee will be responsible for the search for the Editor of THE JOURNAL every 5 years. The Committee shall provide guidelines for the non-scientific policies of the Editor and advice to the Editor as needed.

ARTICLE VI

Meetings of Members. Quorum. The Corporation shall hold an annual meeting in each year, commencing in 1967, the time and place to be fixed by the Board of Directors; such meetings to be held in a centrally located city, unless the Board of Directors shall for good cause appearing to it, otherwise provide. Special meetings of the members may be called whenever authorized by the Board of Directors, to be held where prescribed by such Board of Directors. Not less than three active members shall constitute a quorum at any meeting. Written notice of any such meeting shall be given to all members (active, geographic, and emeritus), by mail directed to them at their addresses as set forth in the roll of members to be kept by the Secretary of the Corporation. The notices of any meeting shall be mailed 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 active members, to nominate officers and directors 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. This will include nominations for Officers and Directors of the Subspecialty Sections. Nominations may be made from the floor, at any annual meeting, by an active member in good standing. A member shall not be deemed in good standing if any dues payable by him are unpaid. In the case of a contest, the election shall be by ballot; otherwise by voice vote. Only active members, in good standing, shall be eligible to vote. In the Subspecialty Section meetings, active, geographic, emeritus members of the Corporation shall be eligible to vote.

ARTICLE VII

Annual dues. The annual dues of all members of the Corporation shall be such as the Board of Directors 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 Board of Directors, 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 Board of Directors or so submitted to the Secretary, not less than 75 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.

SUBSPECIALTY SECTIONS

All members, active, geographic, and emeritus are encouraged to demonstrate affiliation with at least one subspecialty section. Budgeting of time and funds for subspecialty scientific programs may be determined in part by the total number of individuals showing an interest in a particular subspecialty. New subspecialty sections will be established when a significant number of members show interest in a given area. Specifying a subspecialty preference does not obligate a member to participate in the activities of a subspecialty section, but may improve representation of that field of interest at meetings and functions sponsored by the Central Society for Clinical Research. Subspecialty preferences may be communicated to the office of the Secretary-Treasurer.

On the roster, each subspecialty section is designated by a two-letter code, as listed below. A maximum of three subspecialty section preferences per member is indicated to the left of a member's name on the roster.

Code

Subspecialty Section

<i>AL</i>	<i>Allergy</i>
<i>CV</i>	<i>Cardiology/Cardiovascular</i>
<i>CN</i>	<i>Clinical Nutrition</i>
<i>DE</i>	<i>Dermatology</i>
<i>EN</i>	<i>Endocrinology</i>
<i>GA</i>	<i>Gastroenterology</i>
<i>GE</i>	<i>Geriatrics</i>
<i>HC</i>	<i>Health Care Research/Clinical Epidemiology</i>
<i>HM</i>	<i>Hematology</i>
<i>ID</i>	<i>Infectious Disease</i>
<i>IM</i>	<i>Immunology</i>
<i>ME</i>	<i>Metabolism</i>
<i>NP</i>	<i>Nephrology</i>
<i>ON</i>	<i>Oncology</i>
<i>PU</i>	<i>Pulmonary/Critical Care</i>
<i>RH</i>	<i>Rheumatology</i>