



Bylaws of the Society for Clinical Data Management, Inc.

Ratified March 2019

I. Name/Location

The Society shall be known as the Society for Clinical Data Management, Incorporated (SCDM or Society). The Society for Clinical Data Management shall be incorporated in the State of New Jersey under and by virtue of the provisions of an act of the Legislature of the State of New Jersey, entitled Title 15A of the Revised Statutes, and the several supplements thereto and acts amendatory thereof.

II. Purposes

The Society is organized exclusively for educational and scientific purposes.

- A. The Corporation shall be organized and operated exclusively for purposes within the meaning of section 501(c)6 of the Internal Revenue Code or the corresponding section of any future Federal tax code.
- B. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)6 purposes.
- C. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)6 of the Internal Revenue Code or corresponding section of any future Federal income tax code.
- D. The purposes of the Society shall be the following:
 1. To advance the discipline of Clinical Data Management as a profession;
 2. To support educational opportunities to improve skills and specialized knowledge for the discipline of Clinical Data Management;
 3. To advance professionalism within the discipline of Clinical Data Management by providing an environment for exchange of information and experience;
 4. To enhance communication between professional groups involved with Clinical Data Management;
 5. To promote standards of good practice within Clinical Data Management.

III. Membership

The Membership shall consist primarily of individuals and organizations who support the objectives of the Society (collectively, the "Members").

- A. Admission to membership of the Society is open to individuals and organizations interested in the purposes of the Society. The Board of Trustees shall determine the annual membership fees applicable to Members.

- B. Membership includes persons and organizations interested in the discipline of Clinical Data Management, for example:
1. Employees of pharmaceutical, biotechnology and medical device companies;
 2. Employees of third-party organizations who provide support to the above industries including, but not limited to:
 - a. contract research organizations (CROs)
 - b. consulting firms or individual consultants
 - c. hardware or software companies or related services providers (vendors)
 - d. personnel search or placement firms (recruiters)
 3. Members of the academic community;
 4. Employees of regulatory agencies;
 5. Scientific research workers of related disciplines.
 6. Students
 7. Corporate members ("Corporate Members"), such as not-for-profit, for-profit and governmental entities interested in the discipline of Clinical Data Management. Corporate Members are eligible for membership solely for the purpose of participating in a SCDM taskforce, pursuant to a written agreement between SCDM and the Corporate Member. SCDM shall maintain this membership category as long as any active SCDM taskforce permits participation by other than individuals.
- C. All Members, except Corporate Members, shall have the right to vote. All Members may attend and speak at Annual General Meetings. Each voting Member shall have one vote.
- D. Any Member acting on behalf of the Society may do so only with prior express written permission from the Board of Trustees.
- E. The Board of Trustees shall be empowered to revoke the membership status of any Member whose conduct is judged to conflict with the purposes of the Society.
- F. Membership fees shall neither be refunded nor prorated.
- G. The annual membership fee may be waived at the Board of Trustee's discretion for advancing the purposes of the SCDM, such as reciprocal representation at other organizations (e.g., international CDM societies, regulatory agency representatives, and other CDM related organizations).

IV. Board of Trustees

- A. Qualifications
1. Any Member of the Society shall be eligible, except representatives of a Corporate Member and student members, with his or her consent, as a candidate for election to the Board of Trustees. Nominations for election to the imminent vacancies on the Board of Trustees shall be invited from the eligible Members at least four months prior to the final Board meeting of the calendar year.

B. Number/Term of Office

1. The affairs of the Society shall be governed by a nine (9) to twelve (12) member Board of Trustees (Board), all of whom must be members of the Society. The elected Board shall be comprised, minimally, of a Chair, a Vice Chair and a Secretary, collectively called Officers, and six (6) other Trustees. Up to three (3) additional Trustees, including a Treasurer may be appointed by the Board.
2. The term for each elected Trustee shall be three (3) years. An elected Trustee may elect to stand for election to additional terms upon completion of his or her first term.
3. There shall be two (2) additional Trustee positions available for appointment by the Board from eligible Members of the Society in support of specific assignments. These Trustee appointments shall enjoy the privileges of the elected Trustees, except they shall be ineligible to serve as Officers.
 - a. An appointed Trustee will serve one term of three (3) years. An appointed Trustee may run for an elected term upon completion of their appointment.
4. The Treasurer shall be appointed by the Board from eligible Members of the Society as a Trustee for a term of three (3) years and shall enjoy all of the privileges of an elected Trustee, except shall be ineligible to serve as an Officer.
5. Should an elected board member resign from the Board or be relieved of duty by the Board, the Board is empowered to decide how to best fill the vacancy.

C. Duties of the Board of Trustees

1. The general responsibilities of the Board of Trustees include the management of property, affairs and business of the Society. These responsibilities extend to the government of the Society, establishment of its policies, organization of its administration, determination of its operation, authorization of its expenditures, board meeting attendance and overall management of its affairs. The Board of Trustees is also responsible for maintaining a three-year strategic plan which is reviewed annually at the Annual General Meeting. The strategic plan provides the basis for which Committees are formed. The Board of Trustees may delegate its powers as it deems appropriate.
2. The Treasurer shall keep a record of all income and expenditures and shall present an Annual Financial Report and Statement of Accounts at the Annual General Meeting and at any other time upon reasonable request.
 - a. The Treasurer, in conjunction with the Finance Committee, is responsible for the preparation of annual budgetary proposals for review by the Board, and is responsible for review of the Financial Report at each Board meeting.
 - b. The Treasurer, in conjunction with the Finance Committee, is responsible for review and approval of the Society annual audit.

D. Board of Trustee Nominations and Election

1. An annual election shall be held among the voting Members of the Society for selection of the Board of Trustees. Terms of Trustees shall be staggered in such a manner that one-third (1/3) of the elected Trustees shall be replaced each year.
2. Multiple individuals may neither be elected nor appointed to the Board from any single corporation as of the time of the election or appointment.

3. Nominations for election to the imminent vacancies on the Board shall be invited from eligible Members of the Society at least four (4) months prior to the final Board meeting of the calendar year.
4. The Nominating Committee will submit a slate of candidates, to include those submitted from the membership as well as those this Committee recommends to the Board at least sixty (60) days before the final Board meeting of the calendar year.
5. Election to the Board of Trustees shall be by electronic or written ballot, coordinated by the Vice Chair. Proxy votes are not acceptable.
6. The results of the ballot shall be declared to the Board of Trustees as soon as possible and may be subject to verification, as appropriate. General announcement of the new Trustees shall take place following the election.
7. The newly elected Trustees shall begin their term at the start of the next calendar year and, additionally, are expected to attend the final Board meeting of the election year as a non-voting member.
8. No compensation shall be paid for services rendered by any member of the Board of Trustees. By resolution of the Board, reasonable expenses may be reimbursed.

V. Officers

A. Composition/Election of Officers and Terms

1. The elected Officers of the Board shall be comprised of a Chair, a Vice Chair and a Secretary.
2. To be eligible as an Officer, a candidate must have been a Trustee for at least six (6) months. To be eligible as a Vice Chair, a candidate must have been a Trustee for at least one (1) year. The Past Chair shall be responsible for preparing an annual succession plan with a slate of officer candidates from the eligible Trustees. In the absence of the Past Chair, the Chair shall assume this responsibility.
3. Election of the Officers shall be in closed session of the Board of Trustees at the final board meeting of the calendar year.
4. The term for each Officer shall be one year. If nominated and elected to Chair or Vice Chair position his/her term will be extended to complete his/her term of office.
5. If the immediate Past Chair serves as Chair during his/her final year on the Board, said person shall hold an ex-officio Trustee position without voting privileges for an additional year.
6. Officers of the Society may be relieved of their responsibilities and/or a Trustee may be removed, with cause from the Board, each by a three-fourths (3/4) vote of the remaining voting members of the Board of Trustees.
7. The Vice Chair will assume the duties of Chair. If the Vice Chair declines the term of Chair a new Vice Chair and Chair shall be nominated and elected from eligible Trustee candidates.

B. Duties of the Officers

1. The Chair shall serve as senior officer of the Society and shall supervise the affairs of the Society. The Chair shall preside at all meetings of the Board of Trustees and at the business sessions of the Annual Conference. The Chair will be responsible for ensuring the delivery of the annual report.

2. All financial contracts for approved events shall be negotiated and/or reviewed by the Treasurer and Chair of the Board of Trustees.
3. The Vice Chair shall assume the duties of the Chair in the absence of the Chair. The Vice Chair shall act as Parliamentarian for all official proceedings.
4. The Secretary shall keep records of all Board Meetings and General Meetings of the Society.
 - a. The Secretary will also review minutes and facilitate distribution to all Board members prior to the next scheduled meeting. All such minutes shall be made available on request to any Member of the Society.
5. The immediate Past Chair will assist the chair in the performance of their duties by providing continuity, advice and other assistance to the Chair; and in general, perform duties incident to the office of Immediate Past Chair and such other duties from time to time as assigned by the current Chair.

VI. Meetings

A. Board Meetings

1. The Board of Trustees shall meet four (4) times per calendar year. At least one (1) meeting per year shall be face-to-face. Other meetings may be organized whenever appropriate or necessary. In addition, the Board shall arrange Annual General Meetings and elections as are required in these Bylaws.
2. The Secretary or delegate, on behalf of the Chair, shall give notice in the form of an agenda for each of the scheduled meetings.
3. A quorum for meetings of the Board shall be two-thirds (2/3) of the number of current voting Trustees. The Chair or, in absence of the Chair, the Vice Chair shall preside at all meetings of the Board. In the absence of both the Chair and Vice Chair, the ex-officio Past Chair shall preside. In the event of the absence of the Chair, Vice Chair and Past Chair, a quorum shall be deemed not to be present.
4. All Trustees entitled to vote shall pass resolutions by majority with the exception of voting to remove a Trustee from the Board and to accept amendments to these Bylaws. Removal of a Trustee and acceptance of amendments to these Bylaws requires approval by three-fourths (3/4) of the Trustees. The presiding Officer does not typically vote; he/she shall be enabled (but not obliged) to vote only in two cases: to break a tie or to cause a tie.

B. General Meetings

1. The Board of Trustees shall appoint a chair for the Annual General Meeting of the Membership. The Annual General Meeting Chair shall announce an Annual General Meeting, giving reasonable prior notice to the membership of the date of the Annual General Meeting.
2. The Chair of the Board of Trustees shall preside during the business session of the Society's Annual General Meeting.
3. Proposals from the membership to be considered for discussion at the Annual General Meeting shall be submitted in writing to the Annual General Meeting Committee at least six (6) months in advance of the Meeting for approval by the Meeting Committee and Board.

C. Other Events

1. The Board of Trustees may sponsor other events such as workshops, forums and conferences.
2. The Board of Trustees shall determine the subject matter, place and number of meetings and other events sponsored by the Society.

VII. Dues and Finance

- A. The annual membership fee shall be due on January 1 of each year in order to maintain active membership status. Any Members in arrears of dues payment by more than 314 days shall be deemed to have resigned from the Society. Dues are payable to the Society upon application for membership and annually thereafter.
- B. Any candidate applying for new membership or renewing their membership during the registration period of the Annual Conference of each year shall be granted membership privileges for the remainder of the current year.
- C. The disbursement of funds shall be the prerogative of the Board of Trustees.
- D. The fiscal year of the Society shall be the calendar year.

VIII. Committees

- A. Standing or Ad-Hoc Committees shall be determined by the Board of Trustees for the time period deemed appropriate. These Committees will be formed to aid in the support of the business needs of SCDM.
 1. Board Committees: The Board may create one (1) or more committees, each of which shall consist of only Trustees and shall have no less than three (3) members to perform tasks specified by the Board. Such committees of the Board, to the extent provided by the Board, shall have and exercise the authority of the Board in the management of the Society. The Board shall appoint the chair and the members of such committees. Any member may be removed by the Board whenever in the Board's judgment the best interests of the Society would be served by such removal.
 - a. Executive Committee: The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer and Immediate Past Chair. The Executive Committee recommends actions for approval of the full board and sometimes acts for the board, within carefully defined boundaries, between meetings.
 - b. Nominating Committee: The Nominating Committee identifies and nominates potential board members and committee chairs.
 - c. Finance Committee: The chair of the Finance Committee is the Treasurer. The Finance Committee recommends financial policies, reviews the annual budget and recommends it to the full board for approval, and monitors financial reports prepared by the staff. In addition, the Finance Committee provides oversight of the organization's annual financial audit.
- B. Each Committee will have a Committee Chair that will identify Committee members, ensure the development of a Committee charter and oversee the activities of the Committee members. The Committee Chair will be recommended by the Nominating Committee and approved by the Board of Trustees.

1. Committee Chairs are invited to participate, remotely or in person, in the scheduled meetings of the Board of Trustees within the agenda scheduled for committee participation.
- C. Each Committee shall have a Board member assigned as a Board Liaison. The Board Liaison will function as a communications link between the Board and the Committee Chair.
- D. Subcommittees and taskforces shall be determined by the Committee chair for a time period deemed appropriate. These subcommittee and taskforce groups will be formed to aid in the support of business needs of the Committee as deemed by the Board of Trustees.
- E. The recommendations and budget of each Committee shall be subject to the approval of the Board of Trustees.
- F. Anyone serving on a committee of the Society must be a current Member.

IX. Seal

The seal of the Society shall satisfy the requirements of the State of New Jersey; providing the year and state of incorporation.

X. Chapters

The Board of Trustees may authorize chapters of the Society and define the scope and conditions of chapter membership.

XI. Rules of Procedure

The Rules of parliamentary procedure at meetings of the Members of the society shall be according to Robert's Rules of Order, current edition.

XII. Amendments

- A. Proposed amendments to these Bylaws shall be approved by three-fourths (3/4) of the Board of Trustees at the next meeting after proposal, and distributed to the voting membership within thirty (30) days for ratification by return communication. Membership ratification is deemed to be a simple majority of the voting Members who responded.
- B. In the event where amendments are proposed within one calendar quarter of an Annual Conference, a simple majority vote of the active voting Members present at the Annual Conference shall be required for ratification.

XIII. Dissolution

- A. The Society shall be dissolved only if the proposal receives the consensus vote of the entire Board of Trustees at one of its meetings. Such a vote shall be confirmed by written ballot at a subsequent meeting of the Board of Trustees arranged solely for this purpose within six weeks of the original meeting at which the original dissolution vote took place.



Society for Clinical Data Management
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- B. After payment of all the Society's debts, no part of the remaining assets may be distributed to any Trustee, Member or Officer of the corporation, but shall be distributed in accordance with law, provided, however, that the distribution must be to another organization exempt under the provisions of Section 501(c)3 of the United States Internal Revenue Code or to the United States, a State or local government, for a public purpose.
- C. No Member shall have any claim on the Society or the Board of Trustees in the event of this dissolution.

XIV. Conflicts of Interest

The Board of Trustees may not authorize a transaction or contract between the Society and an entity in which a Trustee has substantial interest with that Trustee present. Additionally, a Trustee is obligated to disclose to the Board of Trustees any transaction or contract between SCDM and any entity in which he or she has substantial interest. The Board of Trustees must authorize such a transaction or contract by written consent.

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Amended December 22, 1994; Ratified December 30, 1994
Amended March 27, 1996; Ratified June 7, 1996
Amended October 12, 1997
Amended September 29, 1998
Amended August 31, 2000, Ratified November 17, 2000
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Amended October 16, 2010; Ratified October 2010
Amended January 24, 2013; Ratified March 2013
Amended December 14, 2018; Ratified March 2019*