

**AMENDED AND RESTATED BYLAWS**

**OF**

**CLINICAL DATA INTERCHANGE STANDARDS CONSORTIUM, INC.**

February 11, 2000  
Amended October 3, 2002  
Amended July 2004  
Amended January 2006  
Amended March 2009  
Amended April 2013  
Amended September 2016  
Amended April 2017  
Amended April 2018

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**CLINICAL DATA INTERCHANGE STANDARDS CONSORTIUM, INC.**

ARTICLE 1

NAME, PURPOSES, LOCATION,  
CORPORATE SEAL AND FISCAL YEAR

1.1 Name and Purposes. The name and purposes of the Corporation shall be as set forth in the Articles of Organization of the Corporation in effect from time to time (“Articles of Organization”).

1.2 Location. The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Board of Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon the filing of a certificate or annual report with the Secretary of the Commonwealth.

1.3 Corporate Seal. The Board of Directors may adopt and alter the seal of the Corporation.

1.4 Fiscal Year. The fiscal year of the Corporation shall, unless otherwise decided by the Board of Directors, end on December 31 in each year.

ARTICLE 2

MEMBERSHIP

The Corporation shall have no members. Any membership action or vote required or permitted by law shall be taken in the same manner by action or vote of the Board of Directors of the Corporation.

ARTICLE 3

BOARD OF DIRECTORS

3.1 Number and Election.

(a) The Board of Directors shall consist of (i) that number of elected Directors fixed by the Board of Directors each year (“elected Directors”), plus (ii) the President who shall serve *ex officio*, without vote.

(b) At the annual meeting of the Board of Directors immediately preceding January 1, 2003, the Board of Directors shall fix the number of Directors referred to in Section 3.1(a)(i) above (“elected Directors”), and shall divide the total number of elected Directors into three classes (each containing approximately the same number of elected Directors). One class of elected Directors shall have a term that expires December 31, 2002; one class shall have a term that expires December 31, 2003, and one class shall have a term that expires December 31, 2004 (in all cases until their successors are duly elected and qualified, or until they sooner die, resign or are otherwise disqualified as elected Directors). Each year thereafter, the CDISC Advisory Council (“CAC”) shall elect one (1) elected Director to fill one of the elected directorships whose term expires on December 31st following the election, and the elected Directors shall elect as many elected Directors as necessary to fill the other elected directorships whose terms expire on December 31st following the election, all in accordance with policies adopted by the Board from time to time, and each elected Director so elected shall serve for a three-year term.

(c) An elected Director whose term is expiring, or any past Board member, may be re-elected to the Board through any of the aforementioned election mechanisms so long as the individual meets all of the established qualification criteria, including but not limited to those dealing with conflicts of interest. No individual may serve as an elected Director for more than two consecutive terms; provided that if a Director is elected to serve as Chair-elect during his second three-year term, that individual may continue to serve as a Director while serving as Chair-elect, Chairperson, and past-Chair.

3.2 [Powers](#). The affairs of the Corporation shall be managed by the Board of Directors, who shall have and may exercise all the powers of the Corporation.

3.3 [Board Committees](#). The Board of Directors may establish and shall elect or appoint the chair and the members of one or more committees, and may delegate to any such committee or committees any or all of its powers; provided that any committee to which the powers of the Board of Directors are delegated shall consist solely of voting Directors. Unless the Board of Directors otherwise designates, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Board of Directors. The members of any committee shall be selected in accordance with the committee charter approved by the Board of Directors, and shall remain in office at the pleasure of the Board of Directors. For clarity, unless formally authorized to do so, a Committee shall not have any authority to approve any matters that otherwise require the approval of the Board of Directors, including without limitation the matters set forth in the Bylaws of the Organization.

3.4 [Coordinating Committees](#). Without limiting the generality of the foregoing, the Board may establish one or more Coordinating Committees from time to time.

3.5 [Suspension or Removal](#). A Director may be removed or suspended with or without cause by vote of two-thirds of the voting Directors then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard. A Director who is an employee of the Corporation shall cease to be a Director upon the termination of his/her employment.

3.6 [Resignation](#). A Director may resign by delivering his or her written resignation to the president, treasurer or clerk of the Corporation to a meeting of the Board of Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless

specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

3.7 Vacancies. The Board of Directors may fill any vacancy in the Board of Directors, including a vacancy resulting from enlargement of the Board; provided that any vacancy caused by the departure of a Director who was designated by the CAC shall be filled by the CAC. Each successor shall hold office for the unexpired term or until he or she sooner dies, resigns, is removed or becomes disqualified. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

3.8 Annual Meeting. The annual meeting of the Board of Directors of the Corporation shall be held every year on the third Thursday in April at the principal office of the Corporation, or at such other hour and place within or outside of the Commonwealth of Massachusetts as fixed by the Board of Directors. At such meeting, the Board of Directors shall elect individuals to serve as officers of the Corporation and transact any general business as may properly be brought before such meeting. If the annual meeting is not held on such date, then a special meeting may be held in lieu thereof with all the force and effect of the annual meeting.

3.9 Regular Meetings. Regular meetings of the Board of Directors may be called by the president or by any two or more voting Directors. Regular meetings shall be held on such dates and at such time(s) and place(s) within or without the Commonwealth of Massachusetts as may be designated by the Board of Directors from time to time.

3.10 Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place within or without the Commonwealth of Massachusetts when called by the president or by any two or more voting Directors.

3.11 Call and Notice.

(a) Regular Meetings. No call or notice shall be required for a regular meeting of the Board of Directors, including the annual meeting, provided that reasonable notice (i) of the first regular meeting following the determination by the Board of Directors of the times and places for regular meetings shall be given to absent Directors, (ii) specifying the purpose of a regular meeting shall be given to each Director if either contracts or transactions of the Corporation with interested persons or amendments to these Bylaws are to be considered at the meeting and (iii) shall be given as otherwise required by law, the Articles of Organization or these Bylaws.

(b) Special Meetings. Reasonable notice of the time and place of special meetings of the Board of Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these Bylaws or unless there is to be considered at the meeting (i) contracts or transactions of the Corporation with interested persons, (ii) amendments to the Articles of Organization or these Bylaws, (iii) an increase or decrease in the number of Directors, or (iv) removal or suspension of a Director.

(c) Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Director to send notice by mail, postage prepaid, at least five days, or by overnight mail or overnight courier at least forty-eight hours, or by facsimile transmission at least twenty-four hours, before the meeting, in all cases addressed to him or her at

his or her usual or last known business or residence address, or to give notice to him or her in person or by e-mail or by telephone at least twenty-four hours before the meeting.

(d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver or notice, executed by the Director (or the Director's attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such Director. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

3.12 Quorum. At any meeting of the Board of Directors a majority of the voting Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.13 Action by Vote. When a quorum is present at any meeting, a majority of the voting Directors present and voting shall decide any questions, including election of Directors or officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws. Notwithstanding the foregoing, the approval of two-thirds of all voting Directors shall be required to elect elected Directors.

3.14 Action by Writing. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the voting Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

3.15 Action by Telephone. Unless otherwise provided by law or by the Articles of Organization, members of the Board of Directors or any committee designated thereby may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

3.16 Compensation. Directors shall be entitled to receive for their services such reasonable amount, if any, as the Board of Directors may from time to time determine, which may include reasonable expenses of attendance at meetings. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services if such service and compensation are approved by the Board. In the event of the resignation or, except where expressly provided otherwise in a duly authorized written agreement with the Corporation, the removal of a Director in accordance with Section 3.5 above, such Director shall have no right to any compensation for any period following his or her resignation or removal, or any right to damages on account of such removal, whether his or her compensation be by the month, the year, or otherwise, unless the Board of Directors shall in its discretion provide for such compensation.

## ARTICLE 4

### OFFICERS AND AGENTS

4.1 Number and Qualification. The officers of the Corporation shall be a president, treasurer, clerk and such other officers, if any, as the Board of Directors may determine. The Corporation may also have such agents, if any, as the Board of Directors may appoint. An officer may but need not be a Director. The clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the Board of Directors, any officer shall give the Corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the Board of Directors.

4.2 Election. The initial officers shall be appointed by the Incorporator for a term of two (2) years. Thereafter, the president, treasurer and clerk shall be elected by the Board of Directors for two (2) year terms at the Board meeting following every second annual meeting of the Board of Directors or special meeting in lieu thereof. Other officers, if any, may be elected by the Board of Directors at any time.

4.3 Tenure. The president, treasurer and clerk elected at annual meetings shall each hold office from the day they are elected, and until his or her successor is chosen and qualified, and each other officer shall hold office until the next annual meeting of the Board of Directors unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his or her authority at the pleasure of the Board of Directors. Notwithstanding the foregoing, any officer who is an employee of the Corporation shall cease to be an officer upon the termination of his/her employment.

4.4 Chairperson of the Board of Directors. If a Chairperson of the Board of Directors is elected, he or she shall preside at all meetings of the Board of Directors, except as the Board of Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Board of Directors. A Director elected as Chairperson shall serve one year as Chair-elect, one year as Chairperson and one year as Past-chair. Only an elected Director may be elected as Chairperson.

4.5 President and Vice President. The president shall, subject to the control of the Board of Directors, have general charge and supervision of the affairs of the Corporation. If no Chairperson of the Board of Directors is elected, the president shall preside at all meetings of the Board of Directors. If the Corporation has no Chief Executive Officer, the president shall serve in that role.

The vice president or vice presidents, if any, shall have such duties and powers as the Board of Directors shall determine. The vice president, or first vice president if there are more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his or her inability to act.

4.6 Treasurer. The treasurer shall be in charge of the Corporation's financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He or she shall have such other duties and powers as designated by the Board of Directors or the president.

He or she shall also be in charge of the Corporation's books of account and accounting records and of its accounting procedures. If the Corporation has no Chief Financial Officer and/or Chief Accounting Officer, the treasurer shall serve in those roles.

4.7 [Clerk](#). The clerk shall record and maintain records of all proceedings of the Board of Directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to inspection by any Director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and Bylaws and names of all Directors and the address of each. If the clerk is absent from any meeting of the Board of Directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

4.8 [Salaries](#). Salaries of the officers, if any, may be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation. In the event of the resignation or, except where expressly provided otherwise in a duly written agreement with the Corporation, the removal of an officer in accordance with Section 4.9 below, such officer shall have no right to any compensation for any period following his or her resignation or removal, or any right to damages on account of such removal, whether his or her compensation be by the month, the year, or otherwise, unless the Board of Directors shall in its discretion provide for such compensation.

4.9 [Suspension or Removal](#). An officer may be suspended or removed with or without cause by vote of a majority of voting Directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

4.10 [Resignation](#). An officer may resign by delivering his or her written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the Board of Directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

4.11 [Vacancies](#). If the office of any officer becomes vacant, the Board of Directors may elect a successor. Each such successor shall hold office for the unexpired term and, in the case of the president, treasurer and clerk, until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, or is removed or becomes disqualified.

## ARTICLE 5

### [ADVISORY BOARDS AND COUNCILS](#)

The Board of Directors may establish one or more advisory boards and/or councils as deemed appropriate by the Board of Directors from time to time. The CDISC Advisory Council ("CAC") shall be a standing advisory council. Each advisory board and council shall establish its own process for selecting members and conducting business, which process shall be set forth in a charter approved by the Board.



## ARTICLE 6

### EXECUTION OF PAPERS

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the president or by the treasurer.

## ARTICLE 7

### INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

The Corporation shall, to the maximum extent legally permissible and consistent with its tax exempt status under the appropriate Subsection of 501(c) of the Internal Revenue Code of 1986, as amended, and with the Employee Retirement Income Security Act of 1974, as amended, indemnify (a) any person serving or who has served (i) as a Director or officer, employee or agent of the Corporation, or (ii) at the request of the Corporation as a director, officer, employee or other agent of another organization or (iii) at the request of the Corporation in any capacity with respect to any employee benefit plan, and (b) such person's heirs, executors, administrators and other legal representatives, against all liabilities and expenses which he or she has reasonably incurred by reason of, in connection with, or arising out of any actual or threatened action, suit or proceeding, whether civil or criminal, in which he or she may be or become involved by reason of his or her being or having been such a director, officer, employee or other agent; provided, however, that no such indemnification shall be made with regard to matters as to which such Director, officer, employee or other agent shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. Such expenses and liabilities may include, without limitation, judgments, court costs, attorneys' fees and the costs of reasonable settlements.

In the event that a settlement of any such action, suit or proceeding is proposed or effected through a compromise or settlement payment pursuant to a consent decree or otherwise, indemnification will be made only if: (a) such indemnification shall be ordered by a court; (b) such compromise shall be approved as in the best interest of the Corporation or, to the extent that such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan by a majority of the Directors then in office, exclusive of any interested Director or Directors; or (c) the Corporation shall have received a written opinion of independent legal counsel to the effect that the person seeking indemnity appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or of the participants or beneficiaries of such employee benefit plan, as applicable.



If in an action, suit or proceeding brought by or in the right of the Corporation, a Director of the Corporation is held not liable for monetary damages, whether because that Director is relieved of personal liability under the provisions of the Articles of Organization of the Corporation or otherwise, that Director shall be deemed to have met the standard of conduct set forth above and to be entitled to indemnification for expenses reasonably incurred in the defense of such action, suit or proceeding.

The indemnification provided for herein shall include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall not be entitled to indemnification under this Article, which undertaking may be accepted without reference to the financial ability of such person to make repayment. Any such indemnification shall be provided although the person to be indemnified is no longer an officer, director, employee or agent of the Corporation or of such other organization. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director or officer may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than Directors and officers may be entitled by contract or otherwise under law.

The Board of Directors shall have power to purchase and maintain insurance on behalf of any person to whom it may provide indemnification as set forth above, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would actually have the power to indemnify him or her against such liability under the terms hereof.

## ARTICLE 8

### CONFLICTS OF INTEREST

Conflicts of interest of Directors, officers and committee members of the Corporation shall be governed by the conflicts of interest policy, if any, adopted by the Board of Directors from time to time. In the absence of fraud, no Director, officer or committee member shall be liable to the Corporation or to any creditor thereof or to any person for any loss incurred by it under or by reason of any conflict of interest, nor shall such Director, officer, or committee Member be accountable for any gains or profits realized thereon.

## ARTICLE 9

### AMENDMENTS

These Bylaws may be altered, amended or repealed in whole or in part by vote of two-thirds of the voting Directors then in office.

CERTIFICATE

The undersigned, the Clerk of Clinical Data Interchange Standards Consortium, Inc. (the “Corporation”), hereby certifies that attached hereto is a true and accurate copy of the Bylaws of the Corporation duly adopted by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as an instrument under seal as of this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_

Clerk