

**AMENDED AND RESTATED BYLAWS**

**OF**

**SCLERODERMA CLINICAL TRIALS CONSORTIUM, INC.**

April 1, 2017

Revised \_\_\_\_\_, 2020

**AMENDED AND RESTATED BYLAWS  
OF  
SCLERODERMA CLINICAL TRIALS 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 Trustees 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 Trustees 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 Trustees, end on December 31 in each year.

ARTICLE 2

MEMBERSHIP

2.1 Full Members. The Corporation shall have Full Members (“Full Members” or “Members”) who shall be entities (“Member Institutions”) meeting at least two of the following three criteria:

(a) The Member Institution has a dedicated clinic for the care of persons with scleroderma, or a large number of patients with scleroderma under the direct care of the Member.

(b) The Member Institution has participated in a previous clinical interventional trial of direct relevance to scleroderma.

(c) The Member Institution (or one or more individual(s) associated with the Member Institution) have published of at least one refereed manuscript describing clinical aspects of scleroderma within the previous five years.

Each Full Member shall have one vote in all matters requiring a Members’ vote. Each Full Member shall designate an individual (the “Coordinating Investigator”) who shall vote on behalf of his/her Member Institution in all matters requiring a Members’

vote. The Coordinating Investigator may designate a proxy to vote in his/her place to the extent permitted by applicable law. Notwithstanding anything to the contrary herein, only Full Members who have paid all dues and assessments in full and are otherwise in good standing as Members (as determined from time to time by a vote of two-thirds of the Trustees) shall be permitted to vote; to apply for or receive grant funding from or through the Corporation; or to participate in other programs of the Corporation as determined by the Board, unless any such requirement is waived by the Board.

2.2 Provisional Members. The Corporation shall have Provisional Members who shall be Member Institutions meeting all three of the following criteria:

(a) The Member Institution has participated in a previous clinical interventional trial for a non-scleroderma immunologic or rheumatological disease.

(b) The Member Institution has available support personnel experienced in clinical trials and “good clinical practices.”

(c) The Member Institution has demonstrated evidence of its ability to recruit patients with scleroderma for clinical trials.

Provisional Members shall not have a vote.

Provisional Members may become eligible for Full Membership in accordance with Section 2.3 below.

2.3 Members Meetings; Notice. There shall be an annual Members meeting, during the Annual Scientific Meetings of the American College of Rheumatology. There shall also be such regular and special Members meetings as the Members may decide upon from time to time. At each annual Members meeting the Members shall elect Trustees and ~~officers~~Executive Officers and transact such other business as may be required to be conducted by the Members. Scheduled regular meetings shall not require notice as long as the schedule is distributed to each Member. Members shall be provided with written notice of special or unscheduled regular meetings at least five (5) days prior to the meeting, such notice to be provided by prepaid mail, overnight courier, facsimile, electronic mail or hand delivery to the Member’s address shown in the Corporation’s records.

2.4 Quorum and Voting. At any Members meeting a majority of the Members’ Coordinating Investigators present, in person or by proxy, shall constitute a quorum, except as otherwise required by law. Any Members meeting may be adjourned by vote of a majority of those present, whether or not a quorum is present. At any Members meeting at which a quorum is present, the vote of a majority of the Members’ Coordinating Investigators who are present, in person or by proxy, shall decide any questions before the Members, except as otherwise required by law.

2.5 Action by Writing. To the extent permitted by law, any action required to be taken at a Members meeting may be taken without a meeting if all of the Members’ Coordinating Investigators consent to the action in writing and the consents are filed with

the records of the Members meetings. Such written consents shall be treated for all purposes as votes at a meeting.

2.6 Action by Telephone. Unless otherwise provided by law, Members' Coordinating Investigators may participate in a Members meeting by means of a conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at the meeting.

## ARTICLE 3

### BOARD OF TRUSTEES

3.1 Number and Election. The individuals serving as President, Vice-President, Treasurer and Clerk (Secretary), and the individuals serving as Committee Chairs in accordance with Article 4, shall be the Trustees of the Corporation, *ex officio*, with vote- (each, a "Trustee" or together, the "Board" or the "Trustees"). The individual who served as President immediately prior to the current President shall also serve as a Trustee of the Corporation, *ex officio*, without vote. The Board may, from time to time, invite other MembersMembers' Coordinating Investigators to serve as Trustees without vote- ("non-voting Trustees").

3.2 Tenure. Each voting Trustee shall hold office *ex officio*, until he/she no longer serves in the office entitling him/her to serve as Trustee or, in the case of a non-voting Trustee, until he/she dies, resigns or is removed by vote of the Board.

3.3 Powers. The affairs of the Corporation shall be managed by the Board of Trustees, who shall have and may exercise all the powers of the Corporation except those required to be exercised by the Members under applicable law, these Bylaws or the Articles of Organization.

3.4 Vacancies. The Members-remaining members of the Board may fill any vacancy among the ~~Board of~~ Trustees by appointing an individual to serve in the position that entitles the holder to serve as Trustee *ex officio*. Each successor shall hold office for the predecessor's unexpired term or until he or she sooner dies, resigns, is removed or becomes disqualified. The Trustees shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

3.5 Annual Meeting. The annual meeting of the Board of Trustees of the Corporation shall be held every year following the annual Members meeting. At such meeting, the Board of Trustees shall 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.

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

3.7 [Special Meetings](#). Special meetings of the Board of Trustees may be held at any time and at any place within or ~~without~~[outside of](#) the Commonwealth of Massachusetts when called by the president or by any two or more Trustees.

3.8 [Call and Notice](#).

(a) [Regular Meetings](#). No call or notice shall be required for a regular meeting of Trustees, including the annual meeting, provided that reasonable notice (i) of the first regular meeting following the determination by the Trustees of the times and places for regular meetings shall be given to absent members, (ii) specifying the purpose of a regular meeting shall be given to each Trustee 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 Trustees shall be given to each Trustee. 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 Trustees, or (iv) removal or suspension of a Trustee.

(c) [Reasonable and Sufficient Notice](#). Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Trustee 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 or electronic mail 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 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 Trustee if a written waiver or notice, executed by him or her (or his or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. 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.

3.9 [Quorum](#). At any meeting of the Board of Trustees a majority of the voting Trustees then in office shall constitute a quorum; [provided that if an action before the Board requires the approval of more than a majority of the Trustees, the quorum for a meeting at which that action is to be voted shall be the number of Trustees required to approve the action](#). 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.

3.10 Action by Vote. When a quorum is present at any meeting, a majority of the voting Trustees present and voting shall decide any questions, including election of non-voting Trustees or non-Executive officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

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

3.12 Action Meeting by Telephone. Unless otherwise provided by law or by the Articles of Organization, members of the Board of Trustees 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.

3.13 Compensation. ~~Directors~~Trustees shall be entitled to receive for their services such reasonable amount, if any, as the Board of Trustees may from time to time determine, which may include reasonable expenses of attendance at meetings. ~~Directors~~Trustees shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services. 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 non-voting Trustee in accordance with Section 3.52 above, such Trustee 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 Trustees shall in its discretion provide for such compensation.

## ARTICLE 4

### BOARD OF ADVISORS

The Board of Trustees may appoint a Board of Advisors comprised of individuals deemed by the Board of Trustees to possess the qualifications, experience and interest necessary to assist the Board of Trustees in setting the strategic course for the Corporation. The Board of Advisors will provide advice and guidance to the Board of Trustees at the request of the Board of Trustees from time to time.

## ARTICLE 5

### COMMITTEES

The Board of Trustees may establish standing and ad hoc committees from time to time, and may delegate to any such committee any or all of its powers except those which, by law, cannot be so delegated; provided that any committee to which the powers of the

Board of Trustees are delegated shall consist solely of Trustees. Unless the Board of Trustees otherwise designates, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Board of Trustees. The members of any committee shall be selected by, and shall remain in office at the pleasure of the Board of Trustees. The Board of Trustees At the commencement of each new President's term in office, the Executive shall evaluate the individuals then serving as Chairs of each committee, and based on the evaluation of each Chair, shall either re-appoint ~~an~~ the Chair or appoint a new individual to serve as ~~the Chair of each committee, and each~~ Chair, in either case with the vote of a majority of the members of the Executive. At any other time, a Chair may be removed by the unanimous vote of the Executive. Each Chair shall serve as a Trustee of the Corporation, *ex officio*, with vote, in accordance with Article 3. A person may serve as a committee Chair while also serving as an officer.

## ARTICLE 6

### OFFICERS AND AGENTS

6.1 Number and Qualification. The officers of the Corporation shall be a President, Vice-President, Treasurer, Secretary (Clerk) (together, the "Executive", or each an "Executive Officer") and such other officers, if any, as the Trustees may determine by two-thirds vote. The Corporation may also have such agents, if any, as the Trustees may appoint. An officer must be associated with a Member Institution, ~~and may but need not be a Trustee.~~ The Secretary (Clerk) shall be a resident of Massachusetts unless the Corporation has a Resident Agent duly appointed for the purpose of service of process. The Treasurer shall be a resident of the United States. A person may not hold more than one ~~office~~ Executive Office at the same time.

6.2 Election. The initial President, Treasurer and Secretary (Clerk) shall be appointed by the incorporator to serve until their successors are elected at the first annual Members meeting, and until their successors are elected and duly qualified. At the 2004 annual Members meeting, a President shall be elected by the Members to serve for a three-year term. At the 2005 annual Members meeting, a Vice President/President-Elect shall be elected by the Members for a two-year term, and shall assume the Presidency at the 2007 annual Members meeting. At the 2007 annual Members meeting and at every annual Members meeting occurring in an odd-numbered year thereafter, a Vice-President/President-Elect shall be elected by the Members for a two-year term, and shall assume the Presidency at the next annual Members meeting occurring in an odd-numbered year. At the 2006 annual Members meeting and at every annual Members meeting occurring in an even-numbered year thereafter, a Secretary (Clerk) and a Treasurer shall be elected by the Members for two-year terms. ~~Other officers, if any, may be elected by the Board of Trustees at any time.~~ In the event of a plurality in the election of any of the Vice President/President-Elect Executive Officers, the top two candidates shall be entered in a run-off election, and the candidate receiving a majority of the votes in the run-off shall be elected Vice President/President-Elect for the respective Executive Office.

6.3 Tenure. The President, Vice-President/President-Elect, Treasurer and Secretary (Clerk) shall each hold office as described and until his or her successor is



chosen and qualified, and each other officer shall hold office for a one-year term, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. Each other agent of the Corporation shall retain his or her authority at the pleasure of the Members ~~or~~ the Board of Trustees, or the Executive, whichever ~~elected him/her appointed that agent~~. An individual may serve as ~~the same principal officer~~ an Executive Officer for two consecutive terms, and becomes eligible to serve in the same position again after a two-year period has passed. Any ~~officer~~ Executive Officer may designate any other ~~officer~~ Executive Officer to serve in his/her stead at a meeting or as otherwise permitted by law.

6.4 President and Vice-President/President-Elect. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Trustees, shall have general charge and supervision of the affairs of the Corporation. The President shall preside at all meetings of the Board of Trustees. The President shall be responsible for the conduct and quality of the scientific activities and efficient operation of the Corporation, shall represent the Corporation in its business with the American College of Rheumatology and other agencies, and shall serve as the spokesperson for the Corporation.

The President shall convene and conduct meetings of the Corporation and shall be responsible for development and circulation of the agenda for such meetings. The President shall be responsible for facilitating the timely dissemination of information of interest to the Membership.

The Vice-President/President-Elect shall have such duties and powers as the President or Board of Trustees shall determine. The Vice-President/President-Elect 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. The Vice-President/President-Elect shall not be associated with the same Member as is the President, Secretary (Clerk) or Treasurer.

6.5 Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. He or she shall be in charge of its 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 Trustees 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. The Treasurer shall be responsible for the development of and maintenance of a financial account for administrative expenses of the Corporation and for reporting on the status of this account at meetings.

The Treasurer shall be responsible for assessing and collection of initiation fees and annual dues from the Member institutions. The Treasurer shall also be responsible for assisting the President and other Members in the development of the general operating reserve, including assets such as supporting gifts from scleroderma patient organizations; charitable bequests, and gifts from corporate benefactors.

6.6 Clerk. The Secretary (Clerk) shall record and maintain records of all proceedings of the Members and the Board of Trustees 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 Secretary (Clerk) or of its Resident Agent and shall be open at all reasonable times to the inspection of any Trustee. 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 Trustees and the address of each. If the Secretary (Clerk) is absent from any meeting of Trustees, a temporary Secretary (Clerk) chosen at the meeting shall exercise the duties of the Secretary (Clerk) at the meeting. The Secretary (Clerk) shall serve as Chair of the Nominating Committee.

6.7 Salaries. ~~Salaries~~Executive Officers may, in the discretion of the ~~officers~~Board of Trustees, receive for their services such reasonable amount, if any, ~~may be fixed as the Board of Trustees may~~ from time to time ~~by the Board of Trustees, and no officer determine, which may include the reimbursement of reasonable expenses of attendance at meetings.~~ Executive Officers shall ~~not be prevented~~precluded from receiving such salary ~~by reason of the fact that he or she is also a Trustee of serving the Corporation in any other capacity and receiving compensation for any such services.~~ 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~~Executive Officer in accordance with Section ~~56.8~~ below, such ~~officer~~Executive 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 Trustees shall in its discretion provide for such compensation.

6.8 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of Members or ~~a majority~~by vote of two-thirds of the ~~Directors~~Trustees, then in office (~~other than the officer at issue~~) 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.

6.9 Resignation. An officer may resign by delivering his or her written resignation to the President, Treasurer or Secretary (Clerk) of the Corporation, to a meeting of the Board of Trustees, 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.

6.10 Vacancies. If the office of any officer other than the President becomes vacant, the Board of Trustees may elect a successor. If the office of President becomes vacant, the Board of Trustees may either (a) elect the individual then serving as Vice President/President-Elect to serve as President, and elect a new Vice President/President-Elect, or (b) may elect a different individual to serve as President. Each such successor shall hold office for the unexpired term and, in the case of the President, Vice-President/President-Elect, 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 7

### EXECUTION OF PAPERS

Except as the Board of Trustees 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 8

### 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 Trustee or officer, employee or agent of the Corporation, or (ii) at the request of the Corporation as a Trustee, 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 Trustee, officer, employee or other agent; provided, however, that no such indemnification shall be made with regard to matters as to which such Trustee, 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 Trustees then in office, exclusive of any interested Trustee or Trustees; 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 Trustee of the Corporation is held not liable for monetary damages, whether because that Trustee is relieved of personal liability under the provisions of the Articles of Organization of the Corporation or otherwise, that Trustee 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, Trustee, 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 Trustee or officer may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than Trustees and officers may be entitled by contract or otherwise under law.

The Board of Trustees 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 9

### CONFLICTS OF INTEREST

Conflicts of interest of Trustees, officers and committee members of the Corporation shall be governed by the conflicts of interest policy, if any, adopted by the Board of Trustees from time to time. In the absence of fraud, no Trustee, 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 Trustee, officer, or committee Member be accountable for any gains or profits realized thereon.

## ARTICLE 10

### AMENDMENTS

A vote of ~~two-thirds~~ a majority of the Full Members' Coordinating Investigators present in person or by proxy at a meeting of the Members at which a quorum is present in person or by proxy. will be required for adoption of any ~~Bylaw~~ Bylaws amendment.



CERTIFICATE

The undersigned, the Secretary (Clerk) of Scleroderma Clinical Trials 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 Trustees of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as an instrument under seal as of this \_\_\_\_\_ day of \_\_\_\_\_, 200\_.

\_\_\_\_\_  
\_\_\_\_\_, Secretary (Clerk)