

**Amended and Restated Bylaws
of the
Association of Clinical Research Professionals, Inc.**

**Article I
Name**

The name of the organization shall be: **Association of Clinical Research Professionals, Inc.** (hereinafter referred to as the "Association"), a nonprofit corporation formed under the laws of the State of Ohio. These are the Amended and Restated Bylaws (herein referred to as the "Bylaws") of the Association, an international organization. The Association shall also do business under the acronym **ACRP**.

**Article II
Purposes and Restrictions**

Section 1. Purposes. The purposes for which the Association is organized are to define, promote and maintain professional standards and best practices in the field of clinical research worldwide; to promote the dissemination of information, the exchange of ideas, and professional education for professionals in the field of clinical research worldwide; to advance and promote the professional interests of its members; and to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the Ohio Nonprofit Corporation Act, as the same may be amended or supplemented (hereinafter referred to as the "Act"), and the United States Internal Revenue Code of 1986, as the same may be amended or supplemented (hereinafter referred to as the "Code"), and such other laws governing Ohio nonprofit corporations exempt from Federal income tax under Section 501(c)(3) of the Code.

Section 2. Restrictions. The Association is organized exclusively for charitable, educational or scientific purposes, including, for such purposes, the making of distributions to organizations exempt from Federal income tax under Section 501(c)(3) of the Code. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any activity not permitted to be carried on: (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under section 170(c)(2) of the Code. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Furthermore, unless otherwise delegated to the Board of Trustees in the Articles of Incorporation, the following actions may require approval by (or taken pursuant to the vote of) the members of the Association under Ohio law:

- (i) Dissolution of the corporation;

- (ii) Merger or consolidation of the corporation;
- (iii) Disposition of 50% or more of the corporations assets (unless court approved);
- (iv) Election of directors and change in the number of directors; and
- (v) Amendment to the Articles of Incorporation of the corporation (which include the purpose of the corporation and the name of the corporation).

Article III Offices

The Association shall maintain in the State of Ohio a registered office and a registered agent at such office, and may have other offices within or without the State of Ohio as shall be determined by the Board of Trustees of the Association (hereinafter referred to as the "Board"; members of the Board are hereinafter referred to as "Trustees").

Article IV Membership

Section 1. General. The Association shall have members (hereinafter referred to as "members"), such members which may be classified by one (1) or more membership classifications. Membership in the Association shall be limited to natural persons only. Application for membership in the Association shall be made pursuant to procedures established by the Board. Membership eligibility qualification shall be determined by the Board, in its sole discretion.

Section 2. Active Members. Only Active Members in good standing shall be entitled to: (i) vote on matters submitted to a vote of the membership of the Association, and (ii) serve as an Officer or Trustee of the Association, with the exception of the office of Secretary which may be an employee. All references herein to membership voting or member-only eligibility for Officerships or Trusteeships shall be references applying to Active Members only. Active Membership shall be limited to professionals actively engaged in clinical research endeavors, current with their membership dues to the Association and otherwise in good standing. Examples of professionals actively engaged in clinical research shall include, but shall not be limited to, clinical monitors, clinical research associates, nurses, pharmacists, pharmacologists, physicians, regulatory professionals, clinical research coordinators, clinical research service providers, and other clinical research-related professionals. The Board may adopt interpretations and guidelines consistent with these Active Membership eligibility standards. For the sake of clarity, anything herein to the contrary notwithstanding, Active Membership is not a requirement to serve as the Secretary of the Association

Section 3. Other Membership Classifications. The Board may from time to time establish one (1) or more non-voting, non-office-holding classes of membership in the Association. The terms and conditions of such membership classifications shall be determined and defined by the Board in its sole discretion; provided, however, that no such membership classifications shall have the right to vote or hold office in the Association.

Section 4. Duration of Membership and Resignation. Any member may resign his or her membership in the Association at any time by filing a written resignation with the Chairman, or the Secretary. All rights, privileges and interests of the resigning member in the Association shall cease upon the termination of membership, provided, however, that such termination shall not extinguish such member's financial obligations, if any, as more fully described in Article XI (Finances), Section 3 (Obligation To Pay Dues and

Effect of Non-Payment) of these Bylaws.

Section 5. Revocation of Membership. If, in the judgment of the Board, the interests of the Association would be served thereby and after an appropriate hearing, any member may be removed from membership by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the Board at which a quorum is present, excluding the vote of the member under consideration for removal if such member is a member of the Board. A material violation of the applicable ACRP Code of Ethics & Professional Conduct as set forth in these Bylaws, may constitute grounds for such removal; however, appropriate grounds for removal shall include but not be limited to violations of the applicable ACRP Code of Ethics & Professional Conduct and nonpayment of dues, as defined in Article XI (Finances), Section 3 (Obligation To Pay Dues and Effect of Non-Payment) of these Bylaws. Furthermore, nonpayment of dues, as defined in Article XI (Finances), Section 3 (Obligation To Pay Dues and Effect of Non-Payment) of these Bylaws, shall constitute automatic revocation of good standing as a member, with no Board vote or hearing required prior to such good standing revocation. The Board may delegate the authority to remove a member pursuant to this Section to a committee pursuant to and in accordance with Article VII (Committees, Forums and Chapters).

Section 6. ACRP Code of Ethics & Professional Conduct. A prospective or current member of the Association may be barred from becoming or remaining, as the case may be, a member of the Association, or may be suspended, reprimanded or otherwise disciplined, if such member is or has at any time previously been in material noncompliance with the applicable ACRP Code of Ethics & Professional Conduct. Procedures for the enforcement of the applicable ACRP Code of Ethics & Professional Conduct, including but not limited to noncompliance therewith and corresponding disciplinary measures, shall be determined and defined by the Board. The Board may delegate some or all of its authority to enforce the applicable ACRP Code of Ethics & Professional Conduct or other membership standards imposed by the Board or otherwise by the Association, including, without limitation, taking disciplinary action, such as suspension or revocation of membership, and may create or appoint one or more committees for such purposes pursuant to and in accordance with Article VII (Committees, Forums and Chapters).

Section 7. Annual and Regular Meetings. An annual meeting of the membership (the "Annual Meeting") shall be held at such time and place, either within or without the State of Ohio, designated by resolution of the Board for the purpose of transacting such Association business as may properly come before the meeting, without notice other than as required by the Act, these Bylaws and such resolution. The Board may provide by resolution the time and place, either within or without the State of Ohio, for the holding of additional regular meetings of the membership without notice other than as required by the Act, these Bylaws and such resolution.

Section 8. Special Meetings. Special meetings of the membership may be called either by the Chairman, by vote of a majority of the members of the Board, or by not less than ten percent (10%) of the Active Members. The person or persons authorized to call special meetings of the membership may fix the time and place, either within or without the State of Ohio, as the time and place for holding any special meeting of the Members called by them.

Section 9. Notice. Notice of any meeting of the membership shall be received by each member by electronic mail, postal mail, overnight courier, facsimile (telecopier), or other mode of written transmittal, not less than ten (10) days before the time set for such a meeting, and must include the time, date, place, and, in case of a special meeting, the purpose or purposes of such meeting. Any

member may waive notice of any meeting before, at or after such meeting. The attendance of any member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed a waiver by the member of notice of such meeting.

Section 10. Quorum; Adjournment. Ten percent (10%) of the Association's Active Members shall constitute a quorum for the transaction of business at any meeting of the membership, provided, that if less than ten percent (10%) of the Active Members are present at said meeting, a majority of the Active Members present may adjourn the meeting from time to time without further notice. No members other than Active Members shall be counted toward the constitution of a quorum. Proxies, as more fully described in Article IV (Membership), Section 15 (Proxies) of these Bylaws, may be counted toward the constitution of a quorum. A majority of the Active Members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time without further notice.

Section 11. Manner of Acting. The act of a majority of the Active Members present at a meeting at which a quorum is present shall be the act of members, except as otherwise provided by law or by these Bylaws.

Section 12. Teleconferencing. To the extent permitted by the Act and as authorized by the Board, any person participating in a meeting of the membership may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 13. Action by Unanimous Written Consent. As authorized by the Board, any action required to be taken at a meeting of the membership or any action which may be taken at a meeting of the membership may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Any such consent shall be placed in the Association's minute book or other appropriate books and records.

Section 14. Written Mail, Facsimile (Telecopier), or Electronic Ballot. To the extent permitted by the Act and as authorized by the Board, any action required to be taken at a meeting of the membership or any action which may be taken at a meeting of the membership may be taken without a meeting if duly approved by a written mail, facsimile (telecopier), or electronic ballot of the membership. Such written mail, facsimile (telecopier), or electronic ballots shall be subject to the same minimum approval and quorum requirements as are required for votes taken at a meeting of the membership.

Section 15. Proxies. At any meeting of the membership, a member may vote either in person or by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact (in a form approved by the Board). No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Section 16. Minutes. Full minutes of each meeting of the voting membership shall be recorded by the Secretary, containing the results of the deliberations of the Active Members and shall be placed in the Association's minute book or other appropriate books and records.

Section 17. Appeals. Any member whose membership is revoked pursuant to Section 5 (Revocation of Membership) of this Article IV (Membership) or who is found to be in violation of the applicable ACRP Code of Ethics & Professional Conduct pursuant to Section 6 (ACRP Code of Ethics & Professional

Conduct) of this Article IV (Membership) may appeal such revocation or finding by sending a letter to the Board within four (4) weeks of having been notified of such revocation or finding. Such letter shall clearly articulate such member's reasons for appealing the initial decision. The appealing member may include in such letter information regarding the basis for the appeal and specify why such member believes that the initial decision may have been in error or based on incomplete, inadequate, misleading or incorrect information. Upon receipt of the letter from the appealing member, the Board shall as soon as practicable constitute a committee (the "Appeal Committee"), consisting of not less than five (5) members and including at least two (2) members of the Board, to review the appeal. The Appeal Committee shall, within four weeks of its initial constitution, review the appeal and issue a recommendation and a report to the Board regarding the appeal. The Appeal Committee may also, if appropriate, ask the appealing member to appear in person before one or more members of the Appeal Committee and/or to provide further pertinent information or documents. Within two weeks of receipt of the Appeal Committee's recommendation and report, the Board shall make its final decision regarding the appeal and notify the pertinent member.

For the purposes of this Section 17 (Appeals), a member shall be deemed to have been notified when a notice is sent to such member using the same means as used for notices sent to such member under Section 9 (Notice) of this Article IV (Membership); however, if such means involve the use of mail, the member shall be deemed to have been notified after one (1) week of the dispatch of the notice if the member's address is within United States and three (3) weeks after the dispatch of the notice if the member's address is outside the United States.

Article V Board of Trustees

Section 1. Duties and Restrictions. The affairs of the Association shall be managed by its Board of Trustees. It shall be the Board's duty to carry out the objectives and purposes of the Association; to this end, the Board may exercise all powers of the Association. The Board shall be subject to the restrictions and obligations set forth by statute and in the Association's Articles of Incorporation and these Bylaws.

Section 2. Composition, Term of Office, and Qualifications.

a. The total number of Trustees shall be thirteen (13), including the Vice-Chairman, Chairman, and the Immediate Past Chairman. Such number of Trustees shall be subject to change from time to time by majority vote of the Members; provided, that, no reduction in the number of Trustees shall of itself shorten the term of a Trustee in office. Notwithstanding any provision in these Bylaws to the contrary, such number of Trustees shall never be less than four (4). The Board shall be comprised of the ten (10) elected Trustees (the "Elected Trustees" for purposes of this Section) and three (3) Officers who shall serve as ex-officio members of the Board of Trustees (the "Officer Trustees" for purposes of this Section). The Officer Trustees shall be the Vice-Chairman, the Chairman, and the Immediate Past Chairman. The Officer Trustees shall serve as-ex-officio, full voting members of the Board. All Elected Trustees shall be elected to the Board for a two (2)-year term. Except as otherwise provided herein, Elected Trustees may serve one (1) or more consecutive two (2)-year terms; provided, that, no Elected Trustee may serve more than two (2) consecutive two (2)-year terms. Notwithstanding the preceding, no individual shall be prevented from serving as Vice-Chairman, Chairman, or Immediate Past Chairman on the basis that such individual served or will have served as a Trustee for more than two (2) consecutive terms. Only Active Members in good standing shall be eligible to serve as, and to elect,

Trustees. All Trustees must be at least twenty-one (21) years of age, but need not be residents of the State of Ohio.

b. All Elected Trustees shall be elected by the affirmative vote of the Active Members through electronic ballot. Alternatively, elections may be held either in person or by proxy, at an Annual Meeting or Special Meeting, provided that a quorum of Active Members is present at such meeting. The Elected Trustees shall be classified and divided into two equal cohorts, designated as Cohort I and Cohort II. At each annual meeting, a number of Elected Trustees equal to the number of Elected Trustees in the cohort the term of which expires at the end of the fiscal year immediately subsequent to such meeting shall be elected to hold office for a term of two (2) years. No Officer Trustee may hold an Elected Trustee seat at the same time as such individual holds an Officer Trustee seat. As such, when an individual holding an Elected Trustee seat is selected by the Board of Trustees to serve as an Officer Trustee, the unexpired term of that individual's Elected Trustee seat shall be filled at the next scheduled election or otherwise pursuant to Article V (Board of Trustees) Section 13 (Vacancies) of these Bylaws. Each Elected Trustee shall assume office at the commencement of the fiscal year immediately following their election and shall hold office for the class term for which he or she is elected and until his or her successor shall be duly elected and qualified, or until his or her earlier resignation, removal or death.

Section 3. Annual and Regular Meetings. An annual meeting of the Board shall be held following or in conjunction with the Annual Meeting of the members at such time and place, either within or without the State of Ohio, designated by resolution of the Board, without notice other than as required by the Act, these Bylaws and such resolution. The Board may provide by resolution the time and place, either within or without the State of Ohio, for the holding of additional regular meetings of the Board without notice other than as required by the Act, these Bylaws and such resolution. Locations and sites for meetings of the Board shall be reasonably accessible to all Trustees.

Section 4. Special Meetings. Special meetings of the Board may be called by or at the request of the Chairman or any two (2) Trustees. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Ohio, as the place for holding any special meeting of the Board called by them. Additionally, teleconferences may be utilized in accordance with Article V (Board of Trustees) Section 8 (Teleconferencing) of these Bylaws.

Section 5. Notice. Notice of any meeting of the Board shall be received by each Trustee by mail, overnight courier, facsimile (telecopier), or other mode of written transmittal, not less than ten (10) days, if for a regular meeting, or two (2) days, if for a special meeting, before the time set for such a meeting, and must include the time, date, and place of such meeting. Any individual on the Board may waive notice of any meeting before, at or after such meeting.

Section 6. Quorum; Adjournment. A majority (>50%) of the voting Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the voting Trustees in office are present at said meeting, a majority of the voting Trustees present may adjourn the meeting from time to time without further notice. Notice of adjournment need not be given if the time and place to which it is adjourned are fixed and announced at a duly noticed meeting.

Section 7. Manner of Acting. The act of a majority of the voting Trustees present at a Board meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by law, the Articles of Incorporation or by these Bylaws. Each voting Trustee shall be entitled to one (1) vote on all

matters submitted to a vote of the Board.

Section 8. Teleconferencing. To the extent permitted by the Act and as authorized by the Board, any person participating in a meeting of the Board may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 9. Action by Unanimous Written Consent. As authorized by the Board, any action required to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof. Any such consent shall be placed in the Association's minute book, or other appropriate books and records.

Section 10. Minutes and Parliamentary Procedure. Minutes of each meeting of the Board shall be recorded by the Treasurer and shall include results of the deliberations of the Board. The minutes shall be submitted to the Board for approval at the subsequent meeting of the Board and shall be placed in the Association's minute book or other appropriate books and records. All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that Robert's Rules of Order is not inconsistent with these Bylaws, rules adopted by the Board, the Association's Constitution, the Association's Articles of Incorporation, or the Act. If the Secretary-Treasurer is not present at any portion of a meeting, the Chairman shall appoint another Trustee to record the minutes during that period.

Section 11. Resignation. Any Trustee may resign at any time by providing written notice to the Chairman, Secretary or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 12. Removal. If, in the judgment of the Board, the interests of the Association would be served thereby, any Trustee may be removed from office by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the Board at which a quorum is present, excluding the vote of the Trustee under consideration for removal.

Section 13. Vacancies. Any vacancy occurring on the Board of Trustees due to death, resignation, removal, disqualification, or otherwise, or any Trusteeship to be filled by reason of an increase in the number of Trustees, shall be left vacant or filled, by a vote of a majority of the remaining Trustees, for the unexpired portion of the term and until such Trustee's successor is elected and has qualified, or until his or her earlier resignation, removal or death.

Section 14. Authority of Board. All powers and authority to act on behalf of the Association, manage the affairs of the Association or exercise the powers of the Association shall be vested in the Board of Trustees of the Association, unless otherwise reserved for the members of the Association by law (including the Act), in these Bylaws or in the Association's Articles of Incorporation. Powers and authority currently reserved for the members by law include, but are not limited to, election of the Trustees, dissolution of the Association, amendments to the Association's Articles of Incorporation and a merger or consolidation of the Association.

Article VI Officers

Section 1. Definition, Term of Office, and Qualifications. The Officers of the Association (a.k.a. the “Executive Committee”) shall consist of the Chairman, Vice-Chairman, Immediate Past Chairman, Secretary, Treasurer and such other offices as may be defined and created by the Board from time to time in its sole discretion. No two offices may be held by the same individual. The Chairman, Vice-Chairman and Immediate Past Chairman and the Treasurer shall be full, voting members of the Board. All Officers shall serve for a one (1)-year term. Subject to any term restrictions provided in Article V (Board of Trustees), Section 2 (Compensation, Term of Office, and Qualifications), the terms of all offices, including, without limitation, Chairman, Vice-Chairman, Immediate Past Chairman, Secretary and Treasurer, are renewable by the affirmative vote of a majority of the Trustees present at a Board meeting at which a quorum is present for one (1) or more terms. Only Active Members in good standing shall be eligible to serve as Officers however as stated herein above, Active Membership is not required to serve as the Secretary of the Association. All Officers must be at least twenty-one (21) years of age, but need not be residents of the State of Ohio.

Section 2. Election. The Vice-Chairman shall be elected on an annual basis by the Trustees currently in office by the affirmative vote of a majority of the Trustees present at a Board meeting at which a quorum is present. The Vice-Chairman shall be elected at the meeting of the Board nearest the expiration of the current Vice-Chair’s term of office (except as provided for in Article VI (Officers), Section 5 (Vacancies) of these Bylaws). Upon completion of the term, the Vice-Chairman shall succeed automatically to the office of Chairman. Upon completion of his or her term as Chairman, the Chairman shall succeed automatically to the office of Immediate Past Chairman and shall hold such office until his/her immediate successor is duly qualified. Each of the Secretary and the Treasurer, who shall be elected by the Board, shall serve one year’s term (except as provided for in Article VI (Officers), Section 5 (Vacancies) of these Bylaws).

Section 3. Resignation. Any Officer may resign at any time by providing written notice to the Chairman, Secretary or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Removal. If, in the judgment of the Board, the interests of the Association would be served thereby, any Officer may be removed from office by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the Board at which a quorum is present, excluding the vote of the Officer under consideration for removal.

Section 5. Vacancies. Any vacancy in the Chairmanship due to death, resignation, removal, disqualification, or otherwise shall be filled by the Vice-Chairman for the unexpired portion of the term. In the event the Vice-Chairman is unable or unwilling to fill the unexpired portion of the Chairman's term, then the Immediate Past Chairman shall fill the unexpired portion of the Chairman's term. In such event, the office of Immediate Past Chairman shall remain vacant for the unexpired portion of the Immediate Past Chairman's term immediately following his or her succession to the office of Chairman. If the Immediate Past Chairman is unable or unwilling to fill the unexpired portion of the Chairman's term, the Board shall elect a new Chairman. Any other vacancy in any other office due to death, resignation, removal, disqualification, or otherwise, shall be filled by the Board for the unexpired portion of the term. Vacancies may be filled or new offices may be created and filled at any meeting of the Board. Such action shall be effected by the affirmative vote of a majority of the Trustees present at a

meeting at which a quorum is present.

Section 6. Chairman. The Chairman shall serve as the senior officer of the Association and shall in general supervise and have charge of all of the affairs of the Association. The Executive Director shall report to the Chairman. The Chairman shall preside at all meetings of the Board and the membership and shall be the Chairman of the Board. The Chairman may sign any contracts, deeds, mortgages, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of the Association. The Chairman in general shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board from time to time.

Section 7. Vice-Chairman. The Vice-Chairman shall assist the Chairman in the performance of his or her duties; serve in an advisory capacity; assume the position of Chair pro-tem in the Chairman's absence, incapacitation, or resignation; and, in general perform all the duties incident to the office of Vice-Chairman and such other duties as from time to time may be assigned to him or her by the Chairman or the Board.

Section 8. Immediate Past Chairman. The Immediate Past Chairman shall assist the Chairman in the performance of his or her duties by providing continuity, advice and other assistance to the Chairman; and, in general perform all the duties incident to the office of Immediate Past Chairman and such other duties as from time to time may be assigned to him or her by the Chairman or the Board.

Section 9. Treasurer. The Chair of the Finance Committee shall serve as Treasurer of the Association. The Treasurer shall have charge of and be responsible for oversight of the finances of the association and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairman or the Board. The Treasurer shall be responsible for preparing and distributing an annual operating budget of the Association to the Board, to be approved by the Board each year prior to the commencement of the Association's fiscal year. The Treasurer shall be responsible for preparing and distributing annual financial reports of the Association to the Board. If authorized by the Board, the Treasurer may obtain a surety bond on behalf of the Association.

Section 10. Secretary. The Secretary is appointed by the Board on an Annual Basis. The Secretary shall be responsible for the recordation and keeping of the minutes of the meetings of the Board and the membership; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records, including but not limited to all correspondence of the Association; be the custodian of the seal of the Association and ensure that such seal is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairman or the Board. The Secretary may be a Trustee or an employee of the Association.

Section 11. Delegation of Duties. One (1) or more duties of any Officer of the Association may be expressly delegated by the Board to one (1) or more other Officers or to one (1) or more employees or agents of the Association, provided, however, that if such delegation is not to another Officer, then the Officer shall supervise the actions of such employee(s) or agent(s). Actions taken by Officers, employees or agents of the Association shall in all instances be subject to Article XIV (Declaration of Policy) of these

Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Association and in matters of policy.

Article VII Committees, Forums, and Chapters

Section 1. Committees of the Board. The Board may define and create one (1) or more committees ("Board 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 Association. The Board shall appoint the chairman and the members of each such committee. The Chair may act under the authority of the Board and perform a more expedited appointment of a committee chairman or members, such appointment(s) to be ratified at the next Board meeting. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Association would be served by such removal.

Section 2. Other Committees, Forums, and Chapters.

a. The Board may define and create such other committees, forums, and chapters of the Association not having and exercising the authority of the Board in the management of the Association, to perform tasks specified by the Board. Except as otherwise provided by the Board, members of each such body need not be Trustees, Officers, members, or employees of the Association. The Board may appoint the chairman and the members of each such body. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Association would be served by such removal.

b. In the event that the Board defines and authorizes chapters of the Association at any time or from time to time, such chapters shall be, and shall be maintained as, separate legal entities from the Association (whether or not formally incorporated or similarly organized), and shall at all times remain subject to these Bylaws, the Association's Articles of Incorporation, the Act, and any and all rules adopted by the Board or as mutually agreed upon by the Association and any such entity.

Section 3. Scope. All references herein to "committee(s)," "forum(s)," or "chapter(s)" of the Association shall refer to international committees, forums, and chapters of the Association that are authorized by and constituted pursuant to these Bylaws and as are further defined by the Board in its sole discretion. In no instance shall such terms refer to a committee, forum, or chapter that is not specifically authorized by and constituted pursuant to these Bylaws.

Section 4. Governance. All committees, forums and chapters shall be structured and governed as determined by the Board in its sole discretion, subject to the terms and provisions of these Bylaws, the Association's Articles of Incorporation, and the Act.

Section 5. Limitation on Delegated Authority. Actions taken by all committees, forums, and chapters of the Association shall in all instances be subject to Article XIV (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Association and in matters of policy.

Article VIII Employees

The Board shall hire and the Association shall employ, on a full or part-time basis, an Executive Director of the Association, on the terms and conditions to be defined by the Board. The Executive Director shall be subject to the evaluation of the Board according to the terms of the Board. The Executive Director shall be provided with the primary responsibility for hiring, terminating, supervising, and evaluating all other employees of the Association. Such other employees may be hired by the Executive Director on a full or part-time basis, on a temporary or permanent basis, and on an employment or contract basis, as determined by the Executive Director. With the exception of the Secretary, no Trustee or Officer shall concurrently serve the Association in an employment capacity. The Executive Director shall be in charge of and responsible for supervising and managing the day to day affairs of the Association and implementing the policies and the objectives of the Association approved by the Board. Furthermore, the Board may also hire and the Association may employ, on a full or a part-time basis, the Secretary of the Association, on terms and conditions to be defined by the Board. The duties and responsibilities of the Secretary are defined in Article VI (Officers), Section 10 (Secretary) hereof.

Article IX Compensation

Trustees and Officers (other than the Secretary) shall not receive any salary for their services as Trustees and Officers. By resolution of the Board, reimbursement to Trustees and Officers of expenses of attendance, if any, may be permitted for one (1) or more regular or special meetings of the Board.

Article X Inurement

The Association is not organized for pecuniary profit or for the benefit of any individual or for-profit entity and shall not have authority to issue capital stock. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Trustees, Officers, employees, members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Article XI Finances

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year or such other period established by the Board.

Section 2. Contracts. The Board may authorize any Officer or Officers, or agent or agents, of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section 3. Obligation to Pay Dues and Effect of Non-Payment. Membership herein carries a definite obligation to pay annual membership dues as established by the Board. Membership in the Association

may be, at the discretion of the Board, renewable annually without notice. Dues are not refundable for any reason whatsoever. Failure to pay all dues within sixty (60) days of the date any such payment is due shall cause the delinquent member to jeopardize his or her good standing status. If such delinquency is not cured within thirty (30) days after notice of such delinquency: (i) the delinquent member shall lose his or her good standing status as a member; (ii) if applicable, the delinquent member shall lose his or her voting privileges as a member; and (iii) if applicable, the delinquent member shall lose his or her voting privileges as a Trustee, Officer and/or member of a committee, forum or chapter of the Association until such member pays the delinquent dues in full and has his or her good standing status reinstated.

Article XII Books and Records

The Association shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board and all committees having any of the authority of the Board.

Article XIII Notice; Waiver of Notice

Section 1. Unless another form of notice is required by the Articles of Incorporation, the regulations or these Bylaws, or by applicable law, any notice shall be in writing and shall be delivered personally or sent by telegram, telecopy or electronic mail transmission or by United States mail, express mail or courier service, with postage or fees prepaid. If notice is given by personal delivery or transmitted by telegram, telecopy or electronic mail, the notice shall be deemed to have been given when successfully transmitted. If notice is sent by United States mail, express mail, or courier service, the notice shall be deemed to have been given when deposited in the mail or with the courier service.

Section 2. Whenever any notice whatsoever is required to be given under the provisions of the Act, the Association's Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends such meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called.

Article XIV Declaration of Policy

Responsibility and authority for any declaration of Association policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board. Members of committees, forums, or chapters of the Association are not authorized directly or indirectly to commit the Association in any way or in any manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the Board. The Board, except as herein otherwise provided, shall have control of the affairs of the Association, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Association.

Article XV
Limitation of Liability and Indemnification

Section 1. Limitation of Liability. The personal liability of the Trustees, Officers and employees of the Association and the members of all Board Committees is hereby eliminated to the fullest extent permitted by the Act and the Code, to the extent such personal liability arises (i) by reason of the fact that the person being held personally liable is or was a Trustee, Officer, employee, or a member of a Board Committee of the Association, and (ii) arise from acts done or omissions made within the scope of the duty to the Association, in good faith by such person and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association.

Section 2. Indemnification. The Association shall, to the fullest extent permitted by the Act and the Code, save, indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit, by reason of the fact that he or she is or was a Trustee, Officer or employee of the Association or a member of a Board Committee, and arising out of or based on acts done or omissions made within the scope of the duty to the Association, in good faith by such person and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association, against all of the expenses and liabilities (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit. The indemnification provided for herein shall be deemed not exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a Trustee, Officer or employee of the Association or a member of a Board Committee, and shall inure to the benefit of the heirs, executors, administrators, beneficiaries, and other successors in interest or obligation of such a person. The Association shall be authorized but not required to purchase insurance for the purpose of such indemnification.

Article XVI
Duration and Dissolution

Section 1. Duration. The duration of the Association shall be perpetual, except that it may be dissolved in the manner provided by the Act and these Bylaws.

Section 2. Dissolution. Before the Association may be dissolved, the Board must first adopt, by not less than two-thirds (2/3) of those casting their votes at a properly noticed meeting of the Board at which a quorum is present, a resolution recommending the dissolution of the Association in accordance with the Act. Upon such approval, a motion for dissolution shall be submitted to a vote of the membership. The motion shall be deemed passed by the membership only if approved by the affirmative vote of a majority of the voting members of the Association in good standing casting their votes at a properly noticed meeting of the membership at which a quorum is present or through electronic ballot.

Section 3. Distribution of Assets. Upon the dissolution of the Association, and after paying or making provision for the payment of all the liabilities of the Association, the Board shall distribute all the assets of the Association for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or such assets shall be distributed to the Federal government, or to a state or local government, for a public purpose, in such manner as the Board shall determine.

**Article XVII
Amendments**

Section 1: The Association reserves the right, from time to time, to amend, alter or repeal any of these Bylaws as may be authorized by the laws of the State of Ohio at the time in force, and provisions may be added or inserted in the manner and at the time prescribed by said laws. All rights at any time conferred upon the Trustees, Officers or employees of the Association by these Bylaws are granted subject to the provisions of this Article XVII (Amendments). These Bylaws may only be amended, altered or repealed, in whole or in part, and one (1) or more new Bylaws adopted in addition to, or in lieu thereof, from time to time by the affirmative vote of a majority of the Trustees at a properly noticed meeting of the Board of Trustees at which a quorum is present. Notwithstanding the foregoing, such Board of Trustees action may be effected pursuant to Article V (Board of Trustees), Sections 8 (Teleconferencing) or 9 (Action By Unanimous Written Consent) of these Bylaws or as otherwise permitted by the Act.

Section 2: Any action taken or authorized by the Board of Trustees, which would be inconsistent with the bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Trustees required to amend the bylaws so that the bylaws would be consistent with such action, shall be given the same effect as though the bylaws temporarily had been amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Section 3: The Association Board of Trustees shall review these bylaws and make any amendments deemed necessary at least every year ending in an odd number.

**Article XVIII
Other Governance Documents**

These Bylaws, including all amendments hereto, shall at all times be in conformance with and subservient to the Articles of Incorporation. Any conflict or ambiguity with respect to these Bylaws and the Articles of Incorporation shall be resolved in favor of and with reference to the Articles of Incorporation.

**Article XIX
Governing Law**

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of Ohio.

**Article XX
Headings**

The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify or place any construction upon any of the provisions of these Bylaws.

**Article XXI
Severability**

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full force and effect.

I HEREBY CERTIFY that the foregoing is a full, true and correct copy of the Amended and Restated Bylaws of the Association of Clinical Research Professionals, Inc., an Ohio nonprofit corporation, as in effect on the date hereof.

WITNESS my hand and the seal of the corporation.

Dated: January 16, 2010

A handwritten signature in black ink that reads "James D. Thomasell". The signature is written in a cursive style with a large, stylized initial "J".

James D. Thomasell, Secretary
(SEAL)