

Amended and Restated Constitution 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. This is the Amended and Restated Constitution (the "Constitution") of the Association, an international organization.

Article II 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.

Article III Membership

The Association shall have members. Membership in the Association shall be limited to natural persons only. 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. Only professionals actively engaged in clinical research endeavors shall be eligible for Active Membership. Examples of Active Members 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. Other non-voting, non-office-holding classes of membership in the Association may be established by the Board of Trustees of the Association in its sole discretion. The terms and conditions of membership shall be further defined in the Bylaws.

Article IV Board of Trustees and Officers

The affairs of the Association shall be managed by its Board of Trustees (herein referred to as the "Board"; members of the Board are herein referred to as "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, Bylaws and this Constitution. The number of Trustees shall be determined in accordance with the Bylaws. The Board shall be comprised of the Trustees elected by the Active Members as set forth in the Bylaws, the Immediate Past Chairman and the Secretary-Treasurer. The Immediate Past Chairman shall serve as a full, voting member of the Board. The Secretary-Treasurer shall serve as an ex-officio, non-voting member of the Board and shall be employed concurrently as the Chief Executive Officer of the Association. The Officers shall consist of the Chairman, Vice-Chairman, Immediate Past Chairman, Secretary-Treasurer and any such other offices as may be created by the

Board from time to time in its sole discretion. Only Active Members shall be eligible to serve as Trustees and Officers of the Association. Notwithstanding the foregoing, the office of Secretary-Treasurer may be held by any person whether or not an Active Member. The procedures, requirements and other rules governing the election, appointment, duties, and rights of Officers and Trustees of the Association shall be set forth in the Bylaws.

Article V

Organized as a Nonprofit, Nonstock Corporation Consistent with Internal Revenue Code Section 501(c)(3)

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. 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. 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 and in the Articles of Incorporation and Bylaws.

Notwithstanding any other provision of this Constitution, 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.

Article VI

Limitation of Personal Liability

The personal liability of the Trustees, Officers and employees of the Association and the members of all Board Committees (as defined in the Association's Bylaws) is hereby eliminated to the fullest extent permitted by the Act and the Code.

Article VII

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 (as defined in the Association's Bylaws), 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 and as to action in another 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 VIII

Duration and Dissolution

The duration of the Association shall be perpetual, except that it may be dissolved in the manner provided

by the Act, this Constitution and the Bylaws.

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.

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 IX **Amendments**

The Association reserves the right, from time to time, to amend, alter or repeal any of the provisions of this Constitution 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 this Constitution are granted subject to the provisions of this Article IX.

This Constitution may only be amended, altered or repealed, in whole or in part, and new provisions adopted in addition to, or in lieu thereof, from time to time 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.

Article X **Other Governance Documents**

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

The Bylaws of the Association, including all amendments thereto, shall at all times be in conformance with and subservient to this Constitution. Any conflict or ambiguity with respect to this Constitution and the Bylaws shall be resolved in favor of and with reference to this Constitution.

Article XI **Enabling Clause**

To facilitate the transition from a single class of Trustees (whose terms expire simultaneously) to a staggered Board consisting of two classes, the Trustees who are in office as of the effective date of the Amended and Restated Bylaws (as amended on _____, ____) shall remain in office until expiration of the initial term of their respective class as designated by the Board of Trustees, at which time, pursuant to the Bylaws, successor Trustees shall be elected in the manner and for the terms provided in the Bylaws. If necessary, vacancies on the Board shall be filled by the Board in accordance with the Bylaws.

I HEREBY CERTIFY that the foregoing is a full, true and correct copy of the Amended and Restated Constitution 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: February 1, 2002

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end.

Secretary-Treasurer

(SEAL)