AMENDED AND RESTATED GROUP BYLAWS OF

NRG ONCOLOGY FOUNDATION, INC.

Approved by Group Chairs: **January 12, 2019**
Approved by Voting Members: **February 9, 2019**

NRG ONCOLOGY

Advancing Research. Improving Lives.™

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AMENDED AND RESTATED GROUP BYLAWS

OF

NRG ONCOLOGY FOUNDATION, INC.

DEFINITIONS

Act means the Pennsylvania Non Profit Corporation Act of 1988, as amended.

Award means the NCTN Program Award RFA-CA-12-010 (U10).

Award Date means March 1, 2014.

Board or Board of Directors means the Board of Directors of the Corporation.

Corporate Bylaws means the Corporate Bylaws, as amended, that constitute the rules adopted by the Corporation for the regulation and management of its affairs.

Corporate Members means the GOG, NSABP and RTOG, and such other entities as the Corporate Members may agree to admit as a Corporate Member, if any.

Corporation means NRG Oncology Foundation, Inc., a Pennsylvania nonprofit corporation (also referred to as NRG Oncology).

Contact Principal Investigator means the physician designated by the Corporate Members to be the Principal Investigator communicating with the National Cancer Institute with respect to awards granted to the Corporation.

Executive Officers mean the Chairperson of the Board, the Contact Principal Investigator, and the Presiding Chair of NRG Oncology.

Group Bylaws means this document, which sets forth the scientific structure of NRG Oncology.

Group Chair means one of the three representatives of the three Legacy Groups as ratified by the Voting Members in accordance with Section 2.3 and 2.4 herein.

GOG means The GOG Foundation, Inc. (f/k/a the Gynecologic Oncology Group), a District of Columbia nonprofit corporation.

Legacy Groups means the Corporate members GOG, NSABP, and RTOG.

Member Institution means an institution that meets the requirements established by the Membership Committee and approved by the Group Chairs and enters into an agreement with the Corporation to participate in clinical trials conducted by the Corporation. Member Institutions include Main Members, Affiliate Members or NCORP Components, and International Members. Member Institutions are not "Members" of the Corporation as that term is defined in the Pennsylvania Nonprofit Corporation Act.

Members Agreement means the agreement entered into by the Corporate Members setting forth the rights and obligations of the Corporate Members, including, but not limited to, the capitalization of the Corporation, and the mechanism for voting on the powers reserved to the Corporate Members.

National Cancer Institute or ***NCI*** is a component of the United States National Institutes of Health.

National Clinical Trials Network or NCTN is a National Cancer Institute Clinical Trials Network that develops and conducts state-of-the-art cancer treatment and advanced imaging clinical trials through large, multi-institutional trials that evaluate new cancer therapies and related clinical approaches for adult and pediatric patients.

NCORP means the institutions that are created by and funded through the National Cancer Institute's Community Oncology Research Program; NCORPs are eligible for consideration as Member Institutions for purposes of these Bylaws.

NIH means the National Institutes of Health.

Presiding Chair, means the individual Principal Investigator designated by the Group Chairs to convene NRG Oncology meetings and have such other duties as determined by the Group Chairs.

NSABP means the NSABP Foundation, Inc., a Pennsylvania nonprofit corporation.

Principal Investigator refers to a physician at a Member Institution who assumes full responsibility for the treatment and evaluation of all patients on one or more NRG Oncology clinical trials as well as the integrity of the research data on the clinical trial at that institution. The term also refers to the individual designated as Principal Investigator by each of the Legacy Groups and who also acts as one of the three NRG Oncology Group Chairs.

RTOG means the RTOG Foundation, Inc., a Pennsylvania nonprofit corporation.

Voting Members means those Member Institutions that meet the qualifications set forth in Section 3.1.2.

ARTICLE I: STRUCTURE AND PURPOSE

1.1 Structure. NRG Oncology Foundation, Inc. is a Pennsylvania nonprofit corporation founded in 2012 to consolidate three adult Legacy Groups, each formerly a NCI clinical cooperative group. NRG Oncology is governed by its Board of Directors and its Corporate Members as set forth in these Bylaws, the Corporate Bylaws and the Members Agreement. These Group Bylaws set forth the scientific structure for identifying appropriate clinical studies to be conducted by NRG Oncology; prioritizing proposed clinical studies; developing protocols for clinical studies; overseeing and managing the research conducted by the NRG Oncology clinical cooperative group as a member of the NCTN; credentialing Member Institutions who wish to participate in clinical studies conducted through NRG Oncology; and complying with NCI grants and guidelines for the conduct of NCI-sponsored clinical studies. These Group Bylaws and all activities conducted according to these bylaws are subject to the approval of the Board of Directors and/or the Corporate Members, as applicable. In the event of a conflict control between the Corporate Bylaws and the Group Bylaws, the Corporate Bylaws shall control.

1.2 Purpose. The goals of NRG Oncology are to leverage the strengths of the Legacy Groups and their Member Institutions to improve and expand the clinical research capabilities of the organization; focus research on the most promising scientific discoveries; work closely with other members of the NCTN to accomplish the priorities of the NCI; and improve the care of cancer patients through peer-reviewed research that incorporates a multi-disciplinary approach. NRG Oncology shall conduct Phase I, II, and definitive, practice-changing Phase III clinical trials with emphasis on biomarker-driven developmental therapeutics and prognostic and predictive molecular markers to personalize cancer therapy based on state-of-the-art translational research.

ARTICLE II: GROUP CHAIRS

2.1 Group Chairs. There shall be three (3) Group Chairs of NRG Oncology. The Board of Directors of each Legacy Group shall arrange for the nomination of a Group Chair candidate for approval by the Voting Members in accordance with Section 2.3 and 2.4 herein. Group Chairs shall serve for a term of six (6) years. The Group Chairs' initial term commenced on the Award Date. The Group Chairs shall have the primary responsibility for the development of an overall research strategy for the development of NRG Oncology clinical trials as well as all key components related to the conduct of approved clinical trials. The Group Chairs shall serve on various committees as set forth herein; shall receive and act upon the recommendations of the Concept Prioritization Advisory Committee; shall make final decisions regarding the prioritization of protocols and selection of clinical studies; and shall report to the Board of Directors regarding actions and recommendations pertaining to the scientific operations and structure. Group Chairs shall have no term limit.

2.2 Roles of Group Chairs. Each Group Chair shall serve as an Executive Officer, as determined by the unanimous consent of the Group Chairs. No Group Chair shall hold multiple Executive Officer positions. Until such time that the Board of Directors by majority vote or the Group Chairs unanimously agree that either the GOG appointed Group Chair or the RTOG

appointed Group Chair shall serve as the Contact Principal Investigator, (i) the NSABP appointed Group Chair shall be the Contact Principal Investigator who shall have the primary responsibility for communicating with representatives of the NCI on all matters relating to the Award and the operation of NRG Oncology; (ii) either the GOG appointed Group Chair or the RTOG appointed Group Chair shall serve as Chair of the Board of Directors of NRG Oncology; and (iii) either the GOG appointed Group Chair or the RTOG appointed Group Chair shall serve as the NRG Oncology Presiding Chair.

2.3 Election of Future NRG Group Chairs. Before the end of the first five-year period of the Award and every six years thereafter, the NRG Oncology Voting Members will elect the Group Chairs. There shall be a Nominating Committee consisting of Main Members appointed by the Group Chairs. Each of the Group Chairs shall appoint three members to the Nominating Committee. The Nominating Committee shall nominate one candidate for each of the three Legacy Group Chair positions. The Voting Members shall vote for three Group Chair positions, one from each Legacy Group, at an annual meeting at a date determined by the Group Chairs.

2.3.1 Election for the Group Chair positions shall occur every six years.

2.3.2 If the end of a Group Chair's term occurs within one year of the submission deadline of the NCTN Group Operations grant, the Voting Members may elect to extend his or her term by one year.

2.4 Resignation, Removal, Death or Disability of a Group Chair. In the event of the resignation, removal, death or disability of a Group Chair, the Legacy Group whose Group Chair has resigned, been removed, or died shall appoint another physician to serve as the Group Chair representing that Legacy Group for the remainder of the unexpired term of the resigning, removed, deceased or disabled Group Chair.

ARTICLE III: MEMBER INSTITUTIONS

3.1 Member Institutions. Criteria for participation in NRG Oncology clinical trials and for the determination of the category of membership appropriate for the Member Institution or organization shall be developed by the Membership Committee, subject to the approval of the Board of Directors and the Group Chairs. There shall be a continuing evaluation of the qualifications of each Member Institution to determine whether the institution or organization meets the criteria for participation in NRG Oncology clinical trials.

3.1.1 Member Institution Categories.

(a) *Main Members*. Main Members shall be those Member Institutions or organizations that are the official designated lead institutions of the research

network through a contractual arrangement with NRG Oncology. A research network is a group of sites comprised of a Main Member, its Affiliate Member or NCORP Components. A Main Member must accrue at least fifteen (15) patients per year in NCTN intervention trials through NRG Oncology or as determined by the Membership Committee. The accrual of patients by Affiliate Members or NCORP Components shall count toward the required accrual to become a Voting Member. Main Members may designate up to three Principal Investigators as specified in Section 3.3.

(b) *Affiliate Members or NCORP Component*. An Affiliate Member or NCORP Component is a site that is cooperating with a Main Member and, through that cooperation, participates in NRG Oncology clinical trials. A patient may be seen, consented, treated, and/or data collected and completed at an Affiliate Member's or NCORP Component's site for an NRG Oncology trial. An Affiliate Member or NCORP Component may be a legal affiliate or subsidiary of the Main Member, or it may be a separate legal entity. It also may participate in federal trials. An Affiliate Member or NCORP Component may only be an affiliate of one Main Member. Acceptance or continuation of the Affiliate Member or NCORP Component is at the discretion of the Main Member. Geographic proximity is not required. Affiliate Members or NCORP Components must accrue at least three (3) patients per year in treatment intervention studies to participate in NRG Oncology clinical studies. Affiliate Members or NCORP Components may not be Voting Members.

(c) *International Members*. An International Member includes those institutions outside North America that apply to become a Member Institution and is accepted by NRG Oncology. An International Member may become a Main Member and a Voting Member if it meets the qualifications set forth herein or as otherwise determined by the Board of Directors. An International Member may have Affiliate Members who participate in clinical trials, but the Affiliate Member must accrue at least seven (7) patients per year.

3.1.2 Voting Members. The standards to become a Voting Member shall be drafted by the NRG Membership Committee and presented to the NRG Board for approval. The standards will be updated no more frequently than every (3) years, and include a minimum accrual threshold and/or number of Voting Member seats to ensure a representative number of active Main Members in good standing are engaged as voting members. The accrual threshold to be a Voting Member shall be implemented to allow a site to meet the minimum accrual through its preceding year or as an average over (3) years. The Voting Member roster shall be updated annually. Each Main Member that qualifies as a Voting Member will have one vote, notwithstanding the number of Principal Investigators or Affiliate Members or NCORP Components.

3.2 Membership Rights and Responsibilities. Each Member Institution shall participate in NRG Oncology activities and perform duties and responsibilities through or under the direction of the Member Institution's Principal Investigator(s). A Main Member's designated Principal Investigator shall have the right to cast votes for the respective research network in all matters of NRG Oncology to which the Main Member is entitled to vote. Member Institutions shall have the following rights and responsibilities:

3.2.1 Upon request of the Group Chairs, through the Member Institution's clinical specialists, to participate in the activities of NRG Oncology, including but not limited to:

(a) Design of clinical trials;

(b) Service on scientific committees;

(c) Participation in on-site audit of clinical trials; and

(d) Development of applications for grants, contracts and donations to be awarded to NRG Oncology or groups of Member Institutions.

Upon demonstrating qualifications and capabilities required by sponsors of NRG Oncology clinical trials, to participate in such clinical trials on a non-discriminatory basis; and

3.2.2 To perform clinical trials in which the Member Institution participates in compliance with applicable governmental laws and regulations, standards established by NRG Oncology, and standards required by the respective clinical trial protocol, with mechanisms in place for assuring protocol requirements are met and appropriate monitoring is performed.

3.2.3 Voting Members shall elect the Group Chairs in accordance with Section 2.3 of these Bylaws.

3.3 Member Institution's Principal Investigator(s). The overall responsibility for carrying out protocol and/or clinical duties shall be that of the Principal Investigators of the Member Institutions. Member Institutions may have up to three Principal Investigators. The Principal Investigators must represent different medical specialties and are subject to review by the Membership Committee and approval by the Group Chairs. Member Institutions Principal Investigators shall assume full responsibility for the treatment and evaluation of patients on NRG Oncology protocols in which they participate, as well as for the integrity of the research data. A Principal Investigator participating in an NCI-funded protocol and/or clinical trial must at all times meet the requirements for investigators set forth in the then current NCI Investigators Handbook or other applicable law. Principal Investigators of Member Institutions shall be responsible for ensuring that all of their employees, agents and representatives execute in a timely manner such statements of investigators pertaining, *inter alia*, to confidentiality, conflict of interest, scientific integrity, or other investigator issues as are reasonably requested by NRG Oncology.

3.4 Member Institution Withdrawal. Any Member Institution may withdraw at any time by giving written notice to NRG Oncology. The withdrawal of a Member Institution shall be effective upon receipt by NRG Oncology or at such subsequent time as may be specified in the notice of withdrawal. However, such withdrawal shall not affect any active contracts between NRG Oncology and the Member Institution, which contracts shall terminate only in accordance with the provisions for termination set forth in the respective contracts.

An Affiliate Member or NCORP Component withdrawal as a participant in an NRG Oncology clinical trial is between the Main Member and the Affiliate Member or NCORP Component. The Main Member shall notify NRG Oncology upon the withdrawal of any Affiliate Member or NCORP Component. Contractual obligations related to the Affiliate Member or NCORP Component shall continue in accordance with the contractual obligations between the Main Member and NRG Oncology.

3.5 Member Institution Termination. The Board may terminate a Member Institution's membership in the event of the following:

3.5.1 Member Institution fails to meet the evaluation criteria established by the Membership Committee;

3.5.2 Member Institution is debarred from receipt of government funding;

3.5.3 Member Institution repeatedly disregards the NRG Oncology Publication Policy or Data Ownership Policy in a significant or material respect;

3.5.4 Member Institution fails to meet published standards for continuing membership established by the Membership Committee and approved by the Board of Directors and Group Chairs; or

3.5.5 In accordance with NRG Oncology's current or future membership standards and procedures adopted by the Board of Directors.

ARTICLE IV: GENERAL DIRECTORS

4.1 Election of General Directors. There shall be three (3) General Directors who shall serve on the Corporation's Board of Directors. There shall be one (1) General Director representing each Legacy Group. Commencing in January 2018, the Voting Members will elect the General Directors. The General Directors shall serve a three (3) year term. Each General Director is limited to two consecutive three (3) year terms.

4.2 Nominating Committee and Voting. Each Group Chair shall appoint three (3) persons to the nominating committee. The Nominating Committee shall nominate between one (1) and three (3) candidates from each Legacy Group for each General Director position. At the annual meeting, the candidates for each Legacy Group shall be presented to the Voting Members for their vote. For each Legacy Group's vacant seat, one (1) Director shall be elected or removed by a majority vote of the Voting Members present in person or by proxy at a duly called meeting of the Voting Members.

4.3 Resignation, Removal, or Death of General Director. In the event of the resignation, removal or death of a General Director elected by the Voting Members, then the Group Chair related to the Legacy Group that director represented shall appoint a director to serve the remainder of the term. Any General Director elected by a Legacy Group may be removed with or

without cause by such Legacy Group. General Directors may be removed with or without cause by a majority vote of the Voting Members.

ARTICLE V: RESEARCH CENTER AND COMMITTEES

5.1 Research Center. The main functions of the Research Center is to coordinate the scientific agenda of NRG Oncology in accordance with the priority research themes of the Corporation. The Research Center is under the direction of the Deputy Group Chair for Research and shall report directly to the Group Chairs regarding the evaluation of proposals for research concepts, provide oversight of approved research protocols, recommend amendments to protocols, and consider for probation or closure, if necessary, protocols that are failing to meet patient accrual goals. The committee also will consider, approve, and prioritize requests for secondary analysis requests from closed studies and requests for data sharing, in accordance with NCI policies and procedures on data sharing.

5.1.1 Research Strategy Committee (RSC). The RSC provides a rigorous and objective evaluation of the scientific merit and feasibility of NRG research concepts. It is composed of the NRG Oncology Group Chairs as *ex officio members* without vote, the remaining two Deputy Group Chairs, the Group Statistician and Deputy Group Statisticians, Chairs and Vice Chairs from each of the cancer disease site committees, Chairs of the other scientific committees appointed by the Group Chairs, patient advocates, and members of the Protocol Operations Management Committee. The Chair of the RSC shall report to the NRG Oncology Deputy Group Chair for Research.

5.1.2 Protocol Operations Management Committee. The Protocol Operations Management Committee is responsible for monitoring the progress of trials that are open for accrual or in follow-up for data collection. It assesses trial accrual and other performance metrics and recommends actions for accrual enhancement as needed. The Chair of the Protocol Operations Management Committee shall be report to the NRG Oncology Deputy Group Chair for Research.

5.1.3 RSC Executive Committee. The RSC Executive Committee assigns priorities for concepts approved by the RSC. It may grant preliminary approval of concepts that must move forward prior to formal evaluation by the RSC. The RSC Executive Committee consists of Group Chairs, Deputy Group Chairs, the Group Statistician, the RSC Chair, and the RSC Vice Chair.

5.3 Data Monitoring Committee (DMC). The DMC shall review the efficacy and the morbidity data for randomized Phase II and every phase III NRG clinical trial to ensure that any decision made about continuation of these trials is both scientifically sound and ethically responsible. The DMC shall make recommendations to the Group Chairs for decision. The DMC shall be governed by the NCI Data Monitoring Policy.

5.3.1 Composition. There shall be at least six (6) DMC members whose collective expertise is in the treatment modalities, statistics and ethics. The committee members

shall be appointed by the Group Chairs with approval of the NCTN program director. The NRG Oncology Presiding Chair, one of the Group statisticians, and two (2) NCI representatives shall be *ex officio* members, without vote.

5.4 Membership Committee. The Membership Committee shall be responsible for establishing the criteria for initial and ongoing membership in NRG Oncology for submission to and final approval by the Group Chairs. The committee shall be responsible for developing application forms; reviewing and evaluating applications and re-applications; monitoring patient accrual; evaluating compliance with required data submissions; evaluating the quality assurance audits; visiting member sites as necessary for evaluation; making recommendations to the Group Chairs regarding a Member Institution's initial or continued participation in NRG Oncology, and such other responsibilities referenced herein or delegated by the Group Chairs. The Membership Committee also shall make recommendations to the Group Chairs regarding the acceptance of an application or termination of a member based upon its reviews. This committee also oversees the NCI-mandated on-site audit program, supervises the documentation of the accuracy of the data submitted to NRG, and verifies investigator compliance with regulatory and group requirements for clinical trials. The Membership Committee will consider and adjudicate appeals and/or disputes related to membership and will issue recommendations to the Group Chairs for final decisions.

5.4.1 Composition. The Membership Committee shall be comprised of no more than 15 Member Institution representatives and shall include a balance of medical disciplines representing appointees by the Group Chairs. The committee will be chaired by the Deputy Group Chair for Membership and Research Integrity.

5.5 Publications Committee. The purpose of the Publications Committee is to promote and facilitate the publication of studies to ensure NRG Oncology results are published in a timely manner, assure authorship lines are appropriate, review the science of abstracts and papers, assure timely reporting by assigning or reassigning responsibility, monitoring compliance with the Publication Policy, and propose recommendations to update the Publications Policy as necessary. The Publications Committee will consider and adjudicate appeals and/or disputes related to publications and will issue recommendations to the Group Chairs for final decision.

5.5.1 Composition. The Publications Committee shall be comprised of no more than 15 members and will include a balance of medical disciplines representing appointees from the Group Chairs. The committee will be chaired by the Deputy Group Chair for Publications and Communications.

5.6 Communications Committee. The purpose of the Communications Committee is to oversee the development of an effective communications strategy for NRG Oncology investigators, the oncology community, and the general public. The committee is also responsible for developing and making recommendations for updating group policy concerning the website and other electronic media.

5.6.1 Composition. The Communications Committee will consist of Operations Center and SDMC personnel as well as investigators appointed by the Group Chairs. The Committee is chaired by the Deputy Group Chair for Publications and Communications.

5.7 Cancer Disease Site Committees. The purpose of the Cancer Disease Site Committees is to develop, conduct, monitor, and report results of clinical trials and translational science projects aimed at improving outcomes (survival and quality of life) for cancer patients. These committees will review and prioritize protocol concepts, and present them to the RSC and

5.7.1 Composition. Each Cancer Disease Site Committee shall include investigators experienced in the type of cancer being addressed by the specific committee, and who have a deep knowledge of the natural history, current treatment strategies, relevant medical literature, and unmet needs of cancer patients. Each Cancer Disease Site Committee shall have one or more vice chairs representing the medical disciplines appropriate to the research conducted in the individual tumor type: surgery, gynecologic oncology, radiation oncology, and medical oncology. In addition to committee chairs, vice chairs, and investigators, each Cancer Disease Site Committee shall have at least one biostatistician from the Group SDMC, and one or more patient advocates. The investigator roster for each cancer disease site committee shall include representation from the scientific core committees outlined below. The number of members of a committee is not limited. Committee members shall be appointed by the Group Chairs after receiving recommendations for committee membership from the chairs and vice- chairs of the Cancer Disease Site Committees.

5.8 Non-Disease-Site Specific Scientific (NDSSS) Committees. These committees focus on studies which are not specific to a particular cancer disease site but rather concern practice areas of interest such as tumor biology, quality of life, early phase trials, and trials addressing cancer prevention and control. Their studies provide specific answers which direct the efforts of the site-specific committees (phase I or II trials) or address questions having to do with broader issues such as tumor biology, quality of life, etc.

5.8.1 Composition. The composition of the NDSSS committees primarily consists of investigators relevant to the mission/modality of the committee, but will also incorporate one or more biostatisticians, protocol support personnel and patient advocates.

5.9 Scientific Core Committees. The purpose of the Scientific Core Committees is to support the Cancer Disease Site Committees, assist in protocol development, provide special expertise relevant broadly to the scientific agenda of NRG Oncology irrespective of tumor type, and provide quality control of clinical trials and translational science projects.

5.9.1 Composition. The composition of the Scientific Core Committees primarily consists of investigators relevant to the mission/modality of the committee, but will also incorporate one or more biostatisticians, protocol support personnel and patient advocates.

5.10 Appointments. All committee chairs may be appointed for up to two (2) six (6) year terms. Committee members shall be appointed by the Group Chairs in consultation with the committee chairs and in accordance with these Group Bylaws. Committee members may be appointed for up to three (3) three (3) year terms. Membership in all of the scientific committees is meant to be multi-disciplinary. Any investigator in good standing is eligible to be appointed to any of the scientific committees. The Group Chairs may create or dissolve committees as needed to meet the research needs of the group.

5.11 Meetings. In-person committee meetings shall be held at the semiannual meetings of NRG Oncology and between meetings by teleconference at intervals appropriate to the research agenda of each committee as determined by the respective chair or vice chairs of the committee. The Group Chairs shall determine from time to time which committees are required to keep formal minutes.

ARTICLE VI: SCIENTIFIC INTEGRITY

6.1 Research Misconduct. Fraudulent data submission or other research misconduct will not be tolerated. Any Principal Investigator, Member Institution, or organization suspected of fraud may be subject to immediate suspension of all NRG Oncology activities, including patient entry to studies.

6.2 Reporting. The proper NCI authorities will be notified as soon as an allegation of misconduct is received and NRG Oncology will follow its Scientific Misconduct Policy developed in accordance with National Institutes of Health regulations and guidance. NRG Oncology will ensure that all allegations are investigated and appropriate sanctions, if any, are imposed. Anyone with information regarding research misconduct with respect to any participant in an NRG Oncology study shall report that information by email, mail or by telephone to any research integrity officer, the Executive Director or a Senior Director at one of the NRG Oncology Operations Center offices, or to any Group Chair.

ARTICLE VII: MEETINGS

7.1 Semiannual Meetings. Unless the Board of Directors provides differently by resolution, a meeting of the Member Institutions, for the presentation of ongoing and proposed research and the transaction of any business which may be brought before the Member Institutions, shall be held semiannually.

7.2 Place of Meetings. Meetings of the Member Institutions shall be held at such place as may be fixed by the Group Chairs.

7.3 Special Meetings of Member Institutions. Special meetings of the Member Institutions may be called by the Group Chairs, the Board of Directors, or Voting Members entitled to cast at least thirty percent (30%) of the votes. Upon written request of persons entitled to call a special meeting by teleconference, or in person if funds are available, the Group Chair or his or

her designee shall: (i) fix the date and time of the meeting, which shall be held not more than sixty (60) days after receipt of the request; and (ii) give notice thereof to Voting Members.

7.4 Notice of Meeting to Voting Members. Written notice of every meeting of Member Institutions shall be given by, or at the direction of, the Presiding Chair to each Voting Member of record entitled to vote at the meeting not less than five (5) (unless a longer period is required by the Act) nor more than sixty (60) days prior to the date of the meeting. In the case of special meetings of the Voting Members, the notice shall specify the general nature of the business to be transacted.

7.5 Quorum. The presence of the designated Principal Investigators, in person or by proxy, of the Voting Members entitled to cast at least a majority of the votes which Voting Members are entitled to cast on the matters to be acted upon at the meeting shall constitute a quorum.

7.6 Participation in Meetings. One or more Voting Member designated Principal Investigators may participate in a meeting of the Member Institutions by means of conference telephone or similar communications equipment with which all persons participating in the meeting can hear and speak with each other. Only one designated Principal Investigator of a Voting Member may vote.

7.7 Robert's Rules of Order. The then current edition of Robert's Rules of Order shall govern all proceedings in the transaction of business of the Corporation in all cases to which such rules are applicable and in which they are not inconsistent with these Group Bylaws and any special rules of order which the Board may adopt.

7.8 Consent of Voting Members in Lieu of Meeting. Any action which may be taken at a meeting of the Voting Members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by a majority of all the Voting Members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary.

7.9 Electronic Voting. Elections may occur by mail ballots or secure electronic ballots. Voting may be done by electronic means, in whole or in part, under terms approved by the Board as long as the procedure ensures the right of all eligible Voting Members to vote. Electronic voting includes, without limitation, voting conducted by any electronic means, including but not limited to, voting via e-mail, on-line voting, and in-person electronic voting.

ARTICLE VIII: AMENDMENTS

These Group Bylaws may be altered, amended, or repealed by the unanimous vote of the Group Chairs and a majority vote of the Board of Directors.