

ESOPHAGEAL ADENOCARCINOMA AND BARRETT'S ESOPHAGUS CONSORTIUM

BYLAWS

ARTICLE I: NAME AND PRINCIPAL OFFICE

Section 1. The name of the association shall be the “Esophageal Adenocarcinoma and Barrett’s Esophagus Consortium” (“EABEC” or “Consortium”). The approved abbreviation of the name, when an abbreviation is proper, shall be EABEC.

Section 2. The Research Base, and principal office, of the association shall be at Mayo Clinic Rochester.

ARTICLE II: PURPOSE

The purpose of the association shall be to facilitate discovery of novel pathways involved in the neoplastic transformation from Barrett’s esophagus to esophageal adenocarcinoma; discovery and development of biomarkers of risk, early detection, prognosis and response to treatment; discovery of novel therapeutic and chemopreventive targets for esophageal neoplasms and the premalignant disorder of Barrett’s esophagus; and discovery of improved clinical algorithms.

ARTICLE III: RESEARCH BASE

Mayo Clinic Rochester, as Research Base, will provide EABEC administrative and scientific support by providing an individual to serve as the Consortium Facilitator. The Consortium Facilitator will be responsible for administration of the Research Base, and for communications within the Consortium. Dr. Yvonne Romero will serve as the initial Consortium Facilitator. The term of office for the Consortium Facilitator role shall be five years; a member may serve as the Consortium Facilitator no more than two consecutive terms.

ARTICLE IV: MEMBERSHIP

Section 1. An entity shall be eligible for membership in the EABEC if it is a Gastroenterology SPORE facility or a Mayo entity and it engages in research concerning esophageal neoplasms and Barrett’s esophagus and has appropriate support personnel, facilities and clinical material for high quality research performance. Members shall subscribe to the objectives of the EABEC and are entitled to voting rights and other rights and privileges as defined herein and by the EABEC. Membership is effective upon the Steering Committee’s approval of the membership application and receipt by the Consortium Facilitator of written confirmation that the entity agrees to (i) subscribe to these Bylaws and the Esophageal Adenocarcinoma and Barrett’s Esophagus Research Consortium Agreement, as then in effect, and comply with EABEC policies, and (ii) share in the funding and expenses of the association.

Section 2. Application for membership in the EABEC shall be submitted to the Consortium Facilitator, who shall present it at the next scheduled meeting of the Steering Committee for the Steering Committee's evaluation. Memberships are approved by a majority vote of the Steering Committee representatives following the Steering Committee's careful review of the applicant's staffing, facilities, and other esophageal neoplasm/Barrett's esophagus research program components, along with other membership criteria determined by the Steering Committee.

Section 3. A member may withdraw from the EABEC upon 90 days' written notice. In addition, the Steering Committee may terminate an entity's membership for failure to maintain the requirements for membership; provided, however, that the affected member shall have a thirty-day period (from the date of notification of termination) to appeal the decision. In the event of such an appeal, the Steering Committee must make a final judgment, by a 2/3 majority vote, within thirty days of its receipt of the appeal.

ARTICLE V: STEERING COMMITTEE

Section 1. The Steering Committee shall be the decision-making body of the association. The Steering Committee shall establish objectives, policies and plans of action for the association. It shall review and act on membership applications, and on research project proposals and on other activities and matters of the association; it may act on the recommendations of relevant working groups and committees or on its own initiative.

Section 2. The Steering Committee shall initially be comprised of (i) six designated representatives from Mayo Clinic Rochester; (ii) two designated representatives each from Mayo Clinic Scottsdale and Mayo Clinic Jacksonville; (iii) up to two designated representatives from each other member entity; and the Consortium Facilitator. Disregarding the Consortium Facilitator, the Steering Committee shall at all times consist of equal numbers of representatives from Mayo Clinic Rochester, Mayo Clinic Scottsdale, and Mayo Clinic Jacksonville, collectively, and from other members. Mayo Clinic Rochester, Mayo Clinic Scottsdale, and Mayo Clinic Jacksonville, collectively, may add representatives to or remove representatives from the Steering Committee to maintain this ratio. When a member joins the Consortium, one of its representatives will serve for a two year term, and the other shall serve for a four year term. Thereafter, terms shall be two years. Each representative may serve no more than two consecutive terms.

Section 3. Each member of the association shall be represented on the Steering Committee and shall have one vote for each of its representatives. Voting may be conducted at meetings or by teleconference, facsimile, electronic mail or regular mail. Steering Committee representatives may vote in person or by proxy. A decision of a simple majority of the representatives on the Steering Committee shall constitute a decision of the Steering Committee, unless otherwise provided herein.

Section 4. The Steering Committee shall proceed by consensus when possible. For purposes of these bylaws, the term consensus shall mean a condition of general consent that

allows the association to proceed without a vote of its members. Where, after reasonable efforts, consensus cannot be reached, a vote shall be taken in accordance with Section 3.

Section 5. Dr. Yvonne Romero will serve as the Consortium Facilitator. The term of office for the Consortium Facilitator shall be five years; a member may serve as the Facilitator no more than two consecutive terms. Upon completion of Dr. Romero's term, subsequent Consortium Facilitators will be elected by vote of a majority of the Steering Committee representatives. Candidates for the Facilitator position will be nominated at the Steering Committee spring meeting of the election year, with elections to be held at the fall Steering Committee meeting of that year. All candidates who receive a nomination and a second will be voted on, and the individual receiving a plurality will be elected.

Section 6. The Steering Committee shall meet at regular intervals and as necessary, in person or by teleconference. The agenda for these meetings shall include reports by or on behalf of the Consortium Facilitator and the Chairperson or Co-Chairperson of any committees or working groups of the association.

Section 7. The Steering Committee's activities shall be reported to the members at least annually.

ARTICLE VI: COMMITTEES AND WORKING GROUPS

The Steering Committee may establish such committees and working groups as it deems necessary and appropriate. These committees and working groups shall meet at regular intervals in person or by telephone conference.

ARTICLE VII: EXPENSES

The Steering Committee shall review and approve plans of action and proposed budgets on an annual basis. The Steering Committee may authorize special projects separately funded by a group of members in support of the association's objectives and policies, as well as charges for services and material provided to members and nonmembers.

ARTICLE VIII: AMENDMENTS

These bylaws may be amended by vote of a simple majority of the Steering Committee. Proposed amendments must be circulated to Steering Committee representatives at least one month in advance.

ARTICLE IX: DISSOLUTION

The EABEC shall be dissolved upon any of the following: (i) termination of the Esophageal Adenocarcinoma and Barrett's Esophagus Research Consortium Agreement with respect to all members; (ii) expiration of the Esophageal Adenocarcinoma and Barrett's Esophagus Research Consortium Agreement without renewal or replacement; or (iii) unanimous vote by the Steering Committee representatives to dissolve the EABEC.