

BY- LAWS
OF
GLOBAL CLINICAL SUPPLIES GROUP
INCORPORATED
AN INDIANA PUBLIC BENEFIT CORPORATION

Amended and Restated on 4 August, 2015

ARTICLE I
PURPOSE, MISSION, COMMITMENTS

Section 1. Purpose

Global Clinical Supplies Group, incorporated (hereinafter ‘GCSG,’ the “Corporation,” or the “Organization’) is organized exclusively for educational purposes for the benefit of the general public and in particular those persons engaged in the business of pharmaceutical testing, packaging and distribution. The conduct of the corporation’s activities shall be guided at all times by the principles set forth in this Article I.

Section 2. Mission

Global Clinical Supplies Group (GCSG) provides a forum for open discussion to share knowledge and industry best practices for clinical supply and related professionals.

We fulfill this mission, within a culture of friendly collaboration, by:

- Convening at least one (1) global conference annually
- Hosting an interactive website
- Providing an opportunity and means of networking
- Offering professional and personal development programs

Section 3. Vision

GCSG will be an innovative global organization respected for its expertise in clinical supplies,

who's members contribute to and inspire each other and, in so doing, influence the pharmaceutical and biotech industries.

Section 4. Core Values, Purpose, and Philosophic Commitments

- Continuous learning
- Professionalism
- Ethical Conduct and Transparency
- Integrity and Candor
- Courage and Risk-Taking
- Altruism in Service to Our Profession

Section 5. Non-Discrimination Policy

GCSG is committed to the principle of equal opportunity in its educational services and does not discriminate against individuals on the basis of race, color, sex, disability, ancestry, or national or ethnic origin in the administration of its educational policies.

ARTICLE II

OFFICES

Section 1. Principal Office

The principal office of the corporation for the transaction of its business is 12018 Brookshire Parkway, Carmel, Indiana, 46033.

Section 2. Change of Address

The county of the corporation's principal office can be changed only by amendment of these by laws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named state by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these by-laws.

Section 3. Other Offices

The corporation may also have offices at such other places, within or without the State of Indiana, where it is qualified to do business, as its business may require, and as the Board of Directors may, from time to time, designate.

ARTICLE III

BOARD OF DIRECTORS (The Board)

Section 1. Composition and Appointment

The Organization shall have five (5) Directors and they shall collectively be known as the Board of Directors. Each member of the Board shall be referred to as a Director. The number of Directors may be changed by amendment of this bylaw.

1. Members of the Board must subscribe to the Organization's mission, vision and values.
2. Directors are nominated and elected by peers on the current, sitting Board and Executive committee.
3. Directors shall serve terms of five (5) years, at which time they may be re-elected.
4. The Chairman of the Board is selected from the current, sitting Directors by a simple majority vote by all Directors. The Chairman will normally serve a three (3) year term.
5. After two (2) terms, a Director must leave the Board for one (1) year prior to seeking re-election to the Board.
6. The terms of the Directors shall be staggered such that no more than two (2) seats on the Board shall become vacant in any given year by virtue of regular expiration of terms.

Section 2. Role of the Board

The primary responsibility of the Board is to act in an advisory capacity to ensure the Organization is successful. Additional responsibilities of the Board include:

1. Supporting the Mission, Vision and Values of the Organization.
2. Ensuring that the officers and committees receive the moral and professional support needed to further the Organization's goals.
3. Ensuring effective strategic development for the Organization.
4. As steward of the Organization, the Board must actively participate with the committees in an overall planning process and assist in goal achievement.
5. Working with the committees to ensure adequate resources for the organization to fulfill its mission and vision.
6. Effectively managing resources by ensuring that proper financial controls are in place in order to remain accountable to the Organization's constituency and to safeguard its tax-exempt status.
7. Ensuring legal and ethical integrity and maintaining accountability.

8. Recruiting and orienting new Board members, and assessing Board and Executive committee performance.

Section 3. Compensation

The Directors shall serve without compensation except that they shall be allowed and may be paid their actual and necessary expenses incurred in attending meetings. The Directors may not be compensated for rendering services to the Corporation in any capacity unless such compensation is reasonable and is approved in advance in accordance with this Corporation's conflict of interest policy as set forth in Article VIII of these by-laws.

Section 4. Meetings

Regular meetings of the Board shall be conducted approximately monthly at the direction of the Chairman. Any Board meeting may be held in person, by teleconference, video screen communication or other means of communication.

1. **Participation** – Participation in a meeting under this section shall constitute presence at the meeting if: each member participating in the meeting can communicate concurrently with all other members and each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board. An agenda shall be distributed to all Directors prior to each meeting.
2. **Special Meetings and Notice** – Special meetings of the Board shall be held upon forty eight hours written, e-mail or telephone notice to each member; such notice shall include the items of business to be transacted. Special meetings shall be called by the Chairman after receipt of a request for such a meeting by any Director.
3. **Quorum and Voting** – A Quorum shall consist of a majority of the Board. Whenever possible, the Board shall endeavor to reach its decisions by consensus. If a consensus cannot be reached then the Board shall make its decisions by a majority vote. If voting becomes necessary, each member shall be entitled to one

(1) vote. Upon the request of any member, the vote upon any question may be made by secret ballot. In lieu of voting at a meeting and if no Board member objects, the Board may adopt and approve any actions by means of an e-mail (or other medium) vote.

Section 5. Resignation or Removal

1. **Resignation of Director** – A Director may voluntarily resign by submitting a letter of resignation to the Chairman. The acceptance of a resignation shall not be necessary to make it effective, unless otherwise specified in the notice of resignation.
2. **Removal of Directors** – A Director may be removed for failure to support the Mission, Vision and Values of the organization, improper conduct and/or failure to fulfill Board responsibilities. Any member of the Board may be removed, at any time, by a majority of the Board.
3. **Replacement of Directors** – A vacancy because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board and Executive Committee by selecting from among current Officers, Ad Hoc members or Committee Members by following the established electoral process. The new Director shall begin a term that will last for the remainder of the current term of service of the outgoing Director.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee(s) members shall be: Conference Chair(s), Financial Officer, Marketing Officer, Technology Officer, Logistics Officer, Membership Officer, Historian and Education Officer. The Board may also create such other offices as it may determine to be necessary and appropriate to the efficient operation of the Corporation. Officers

whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties as prescribed, from time to time, by the Board.

Section 2. Role of the Executive Committee

The Executive Committee, with oversight from the Board, is responsible for the day-to-day operation of the conference and reports to the Board.

1. **Conference Chair** – Responsible for all aspects of their regional conference.
2. **Financial Officer** – Responsible for fiscal control and reporting for the Organization.
3. **Marketing Officer** – Responsible for all marketing-related activities in support of the Organization in their region.
4. **Technology Officer** – Responsible for all website and technology-based activities in support of the Organization.
5. **Logistics Officer** – Responsible for coordinating all logistics activities in support of the Organization in their region.
6. **Membership Officer** – Responsible for growing the membership and maintaining a membership database for their region.
7. **Historian** – Responsible for maintaining and indexing all organizational records in support of the Organization.
8. **Education Officer** – Responsible for ensuring all educational content of the Organization is relevant and impactful for the Organization’s membership in their region.

Section 3. Compensation

Executive Committee members shall serve without compensation except that they shall be allowed and may be paid their actual and necessary expenses incurred in the performance of their duties. They may not be compensated for rendering services to the Corporation in any capacity unless such compensation is reasonable and is approved in advance in accordance with this Corporation’s conflict of interest policy as set forth in Article VIII of these by-laws.

Section 4. Meetings

Regular meetings of the Executive Committee shall be conducted approximately bi-monthly in conjunction with a regular meeting of the Board of Directors. Any Executive Committee meeting may be held in person, by teleconference, video screen communication or other means of communication.

Section 5. Resignation or Removal

1. **Resignation** – An Executive Committee member may voluntarily resign by submitting a letter of resignation to the Board. The acceptance of a resignation shall not be necessary to make it effective, unless otherwise specified in the notice of resignation.
2. **Removal** – Executive Committee members may be removed for failure to support the Mission, Vision and Values of the Organization, improper conduct and/or failure to fulfill tasks and responsibilities assigned by the Board. Any Committee member may be removed at any time by a simple majority vote of the Board.
3. **Replacement** – A vacancy because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board. The new Executive Committee member shall begin a term that will last for the remainder of the current term of service of the outgoing member.

ARTICLE V

CONFERENCE COMMITTEE

Section 1. Regional Conferences

In order to support the Mission, Vision and Values of the Organization, regional conferences will be established. A separate Conference committee will be established for each regional meeting; the following sections will apply to each regional committee.

Section 2. Composition

The Conference Committee members shall be: Conference Chair, Vice-Chair, Logistics Coordinator, Vendor Coordinator, Presentation Coordinator, Entertainment Coordinator and Continuing Education Coordinator (regionally optional). In certain cases, one person may serve in more than one role.

Section 3. Role of the Conference Committee

Each Conference Committee is responsible for the successful planning and execution of their regional conference. These positions may be optional on a regional basis.

1. **Conference Chair** – Responsible for all aspects of a regional conference.
2. **Vice-Chair** – Responsible for assisting the Conference Chair in the success of the regional conference.
3. **Logistics Coordinator** – Responsible for coordinating all logistics activities in support of the regional conference. (optional)
4. **Vendor Coordinator** – Responsible for serving as a single point of contact for vendors participating in the regional conference.
5. **Presentation Coordinator** – Responsible for serving as a primary point of contact for all speakers and facilitators participating in the regional conference.
6. **Entertainment Coordinator** – Responsible for coordinating the entertainment event(s) at the regional conference.
7. **Continuing Education Coordinator** – Responsible for obtaining continuing education credits for attendees at the regional conference. (optional)

Section 4. Compensation

Conference Committee members shall serve without compensation except that they shall be allowed and may be paid their actual and necessary expenses incurred in the performance of their duties. They may not be compensated for rendering services to the Corporation in any capacity unless such compensation is reasonable and is approved in advance in accordance with this Corporation's conflict of interest policy as set forth in Article VIII of these by-laws.

Section 5. Meetings

Regular meetings of the Conference Committee shall be conducted at the direction of the Conference Chair according to a schedule appropriate to meet the demands of fulfilling the committee's responsibility of planning and executing a regional conference. Any Conference Committee meeting may be held in person, by teleconference, video screen communication or other means of communication.

Section 6. Resignation or Removal

1. **Resignation** – A Conference Committee member may voluntarily resign by submitting a letter of resignation to the Conference Chair. The acceptance of a resignation shall not be necessary to make it effective, unless otherwise specified in the notice of resignation.
2. **Removal** – Conference Committee members may be removed for failure to support the Mission, Vision and Values of the Organization, improper conduct and/or failure to fulfill tasks and responsibilities assigned by the Conference Chair. Any Committee member may be removed at any time by a simple majority of the Board.
3. **Replacement** – A vacancy because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board. The new Conference Committee member shall begin a term that will last for the remainder of the current term of service of the outgoing member.

ARTICLE VI

AD HOC MEMBERS AND COMMITTEES

Section 1. Ad Hoc Members

Ad hoc members may be assigned by the Board or requested by an Officer or Conference Committee member to add efficiency and effectiveness to the Organization. The Board may, by a majority vote, designate an ad hoc member who will work within defined parameters set by the Board. The term of the ad hoc member may be as long as required but should be reviewed at least every year and renewed if the need persists.

Section 2. Ad Hoc Committees

Ad hoc committees may be formed to add efficiency and effectiveness to the Board. Committees may be formed to research and provide counsel to the Board as a whole in certain areas such as: finance, technology, election, by-law oversight, etc. The Board may, by a majority vote, designate two (2) or more members to constitute an ad hoc committee to manage business, within defined parameters set by the Board. Each ad hoc committee must include a member of the Executive Committee or Board. The term of the ad hoc committee may be as long as required but should be reviewed at least every year and renewed if the need persists.

ARTICLE VII

CORPORATE STAFF AND CONTRACTOR POLICIES

Section 1. Definitions

The term “Staff” or “Contractor” as used herein, means all persons under the terms of an at-will agreement and on the corporate payroll.

ARTICLE VIII

CONFLICT OF INTEREST POLICY

Section 1. Purpose

The purpose of the conflict of interest policy is to protect the interests of the Organization when it is contemplating entering into a transaction or arrangement that might benefit the private interests of a Director or Committee member or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to not-for-profit and charitable organizations.

Section 2. Definitions

1. **Interested Person** – Any Director or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest** – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not

insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, Subsection (b), a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

Section 3. Procedures

1. **Duty to Disclose** – In connection with any actual or possible conflict of interest, an interested person must disclose, in writing, the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists** – An interested person must provide a written disclosure to the Board of financial interests and all material facts of the transaction or arrangement involving the possible conflict of interest, and after any discussion with the interested person, he/she shall leave while the Board deliberates and votes.
3. **Procedures for Addressing the Conflict of Interest**
 - The Chairman of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - After exercising due diligence, the Board shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. **Violations of the Conflicts of Interest Policy** – If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the

member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the Board shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
3. Disciplinary or corrective actions taken relating to the outcome of the proceedings.

Section 5. Annual Statements

Each Director, member of a committee and ad hoc member shall every three years sign a copy of the GCSG Code of Ethics and understands the Organization is not-for-profit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 6. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall examine that charitable purposes do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 7. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 6, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX

AMENDMENTS TO BY-LAWS

Section 1.

These By-laws may be amended, repealed, or added to by an affirmative vote of two-thirds of the Board, provided that the amendment or changes which are proposed to be made in the By-laws shall be posted publicly. These By-laws should be reviewed at least every three (3) years.

ARTICLE X

FISCAL YEAR AND FINANCIAL REPORTS

Section 1. Fiscal Year of the Corporation

The fiscal year of the corporation shall begin on the first day of July and end on the 30th day of June in each year.

Section 2. Annual Reports

Not later than 120 days after the close of the corporation's fiscal year, the Financial Officer shall cause an annual report to be prepared and disclosed to the Board. Such report shall contain the following information in reasonable detail:

1. The assets and liabilities of the Corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities during the fiscal year.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 3. Budget

Along with the disclosure of the annual report to the Board, the Financial Officer shall prepare and present to the Board an operating budget for the forthcoming fiscal year.

ARTICLE XI

DISSOLUTION

Section 1.

In case of dissolution of the Corporation, the Board shall, after paying all obligations of the Corporation, dispose of all remaining assets in such a manner, or to such organization(s), as may be operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law, or any similar law of the State of Indiana, as the Board shall determine.

WRITTEN CONSENT OF DIRECTORS ADOPTING BY-LAWS

We, the undersigned, are all of the persons duly elected and acting as the Directors of Global Clinical Supplies Group, Incorporated, an Indiana public benefit corporation, and, pursuant to the authority granted to the Directors by these by-laws amended and restated on 4th of August 2015 to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing by-laws, consisting of twelve (12) pages, as the by-laws of this corporation.

To view a pdf copy of the By-Laws, click here: [**GCSG BY-LAWS**](#)