

BY-LAWS
OF
GLOBAL CLINICAL SUPPLIES GROUP
INCORPORATED

AN INDIANA PUBLIC BENEFIT CORPORATION

Amended on 20 September 2019

BY-LAWS OF GLOBAL CLINICAL SUPPLIES GROUP

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 clinical development. 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 global conferences 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, gender, sexual orientation, 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 located in Gaithersburg, MD USA.

Section 2. Change of Address

The Board of Directors may change the principal office from one location to another by noting the changed address and effective date, 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 outside 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.

- a. Members of the Board must subscribe to the Organization's mission, vision and values.
- b. Directors are nominated and elected by peers on the current, sitting Board and Executive committee(s).
- c. Directors shall serve terms of five (5) years, at which time they may be re-elected.
- d. 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 at which time they may be re-elected.
- e. After two (2) terms, a Director must leave the Board for one (1) year prior to seeking re-election to the Board.
- f. 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:

- a. Supporting the Mission, Vision and Values of the Organization.
- b. Ensuring that the officers and committees receive the moral and professional support needed to further the Organization's goals.
- c. Ensuring effective strategic development for the Organization.
- d. As steward of the Organization, the Board must actively participate with the committees in an overall planning process and assist in goal achievement.
- e. Working with the committees to ensure adequate resources for the Organization to fulfill its mission and vision.
- f. 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.
- g. Ensuring legal and ethical integrity and maintaining accountability.
- h. Recruiting and orienting new Board members, and assessing Board, committee and e-team 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 bi-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.

- a. **Participation** - Participation in a meeting under this section shall constitute presence at the meeting if: all participants can concurrently raise, discuss and vote on topics in real time. An agenda shall be distributed to all Directors prior to each meeting.
- b. **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 initiated by the Chairman after receipt of a request for such a meeting by any Director or the Executive Director.
- c. **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

- a. **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.
- b. **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 super-majority of the Board.
- c. **Replacement of Directors** - A vacancy because of resignation, removal, disqualification, or otherwise, may be filled by the Board and Executive Committee as per the established election process.

ARTICLE IV EXECUTIVE COMMITTEE

Section 1. Composition and Role

The Executive Committee shall consist of the Officers for each functional area (e.g. Conference(s), Education, Marketing, Membership, Technology, etc.) The Board may also create such other offices as it may determine to be necessary and appropriate to the efficient operation of the Organization. The Executive Committee, with oversight from the Board, is responsible for the day-to-day operation of the Organization and reports to the Board.

Section 2. Meetings

Regular meetings of the Executive Committee shall be conducted approximately every other month. Any Executive Committee meeting may be held in person, by teleconference, video screen communication or other means of communication.

Section 3. Resignation or Removal

- a. **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.
- b. **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 Executive Committee member may be removed at any time by a simple majority vote of the Board.
- c. **Replacement** - A vacancy because of resignation, removal, disqualification, or

otherwise, may be filled by the Board.

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 and Role

The Conference Committee shall consist of a sufficient number of people to fulfill the roles needed to deliver a successful regional conference (e.g. Chair, Vice-Chair, Logistics, Vendor, Presentations, Entertainment, Finance, etc.). Each Conference Committee is responsible for the successful planning and execution of their regional conference.

Section 3. Meetings

Regular meetings of the Conference Committee(s) 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 communication or other means of communication.

Section 4. Resignation or Removal

- a. **Resignation** - A Conference Committee member may voluntarily resign by submitting a letter of resignation to the Conference Chairman. The acceptance of a resignation shall not be necessary to make it effective, unless otherwise specified in the notice of resignation.
- b. **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 Chairman. Any Committee member may be removed at any time by a simple majority of the Board.
- c. **Replacement** - A vacancy because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board.

ARTICLE VI E-TEAMS AND AD HOC MEMBERS

Section 1. E-Teams (Execution Teams)

E-teams may be created by the Board to focus on a strategic area of interest to the Organization. The Board shall, by a majority vote, designate the leader of the e-team who will become a

member of the Executive Committee. In consultation with the Board, the leader will assemble a team that operates within defined parameters set/agreed by the Board. Each e-team will have a Board liaison. While not defined, the term of the e-team may be as long as required but should be reviewed at least every year and renewed if the need persists.

Section 2. Ad Hoc Members

Ad hoc members may be assigned by the Board or requested by any 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. While not defined, 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.

ARTICLE VII CORPORATE STAFF AND CONTRACTOR POLICIES

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

The Organization has a separate Conflict of Interest Policy.

ARTICLE IX AMENDMENTS TO BY-LAWS

These By-laws may be amended, repealed, or added to by the Board. 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 January and end on the 31st day of December in each year.

Section 2. Accountant's Compilation Report

Not later than 120 days after the close of the corporation's fiscal year (unless an extension has been filed), an accountant's compilation report shall be prepared and disclosed to the Board. Such report shall contain the following information in reasonable detail:

- a. The assets and liabilities of the Corporation as of the end of the fiscal year.

b. The principal changes in assets and liabilities during the fiscal year.

c. The revenue and expenses or disbursements of the Corporation during the fiscal year.

The report required by this Section shall be accompanied by any report thereon of independent accountants.

Section 3. Budget

The Executive Director 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 on 20 September 2019 to take action by unanimous written consent, adopt the foregoing by-laws, consisting of nine (9) pages, as the by-laws of this corporation.

Directors

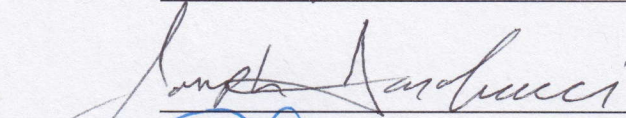
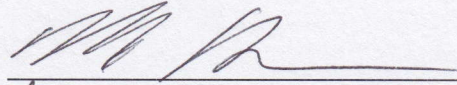
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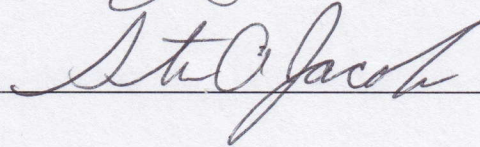
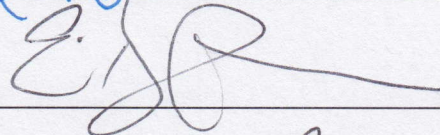
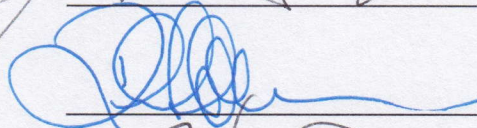
Dated: 20th September 2019

Dated: 20 SEP 2019

Dated: 20 Sept 2019



Joseph Lombardi



Steve Jacob