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INTERNATIONAL SOCIETY FOR MEDICAL PUBLICATION PROFESSIONALS, INC. (ISMPP)

—BYLAWS—

ARTICLE I NAME AND PRINCIPAL OFFICE

Section A. Name/Nonprofit Incorporation

The name of the corporation shall be the International Society for Medical Publication Professionals, Inc., hereinafter referred to as ISMPP, the Society, or the corporation. ISMPP shall be incorporated as a nonprofit, tax-exempt corporation organized under the laws of the State of New Jersey, as a professional association for the purposes set forth in the Certificate of Incorporation and these Bylaws.

Section B. Principal Office/Other Offices

The principal office of ISMPP shall be in the State of New Jersey, unless otherwise designated by the corporation's governing body, the ISMPP Board of Trustees or the Board. ISMPP may have such other offices at such suitable places as may be designated by the Board of Trustees.

ARTICLE II PURPOSES AND LIMITATIONS

Section A. Mission Statement

- Advance the medical publication profession through education and advocacy
- Drive integrity, excellence, and transparency in medical publications
- Lead the establishment and adoption of medical publication standards and best practices.

Section B. General Purposes

ISMPP has been founded as a nonprofit, tax-exempt, professional membership association dedicated to advancing the professional field of medical publication, within the meaning of Section 501(c)(6) of the U.S. Internal Revenue Code and regulations, the New Jersey Nonprofit Corporation Law, and any applicable successor laws. Subject to the limitations set forth in the Certificate of Incorporation and these Bylaws, the purposes of ISMPP are to support and promote the professional field of medical publication and to encourage quality professional practice.

Section C. Specific Purposes

Consistent with the ISMPP Certificate of Incorporation and these Bylaws, ISMPP shall be operated:

1. To promote excellence in the professional field of medical publication development and planning practices.
2. To support medical publication professionals through educational activities, professional conferences, written publications, and other means.
3. To identify, develop, foster, and maintain professional practice standards.
4. To establish professional knowledge credentialing programs, and to facilitate the continuing education of publication professionals.
5. To foster professional advancement in quality publication planning and execution.
6. To provide a recognized forum for the free exchange of ideas related to the medical publication field.
7. To facilitate the advancement and awareness of best practices in publication development and planning.
8. To support and foster cooperation among publication professionals within relevant professions and industries, including research and educational groups, the pharmaceutical industry, medical publishers, medical communications companies, and regulatory agencies.
9. To foster consensus for policies related to publication planning; and,
10. To support the career growth, training, and recognition of individuals involved in publication development and planning.

Section D. Limitations

The purposes of ISMPP shall be limited as follows:

1. Unless authorized by applicable law, no part of the net earnings of ISMPP shall inure to the benefit of, or be distributed to, the Board of Trustees or Officers or other private persons, except that ISMPP shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of, and consistent with, the purposes set forth in these Bylaws and applicable corporation policies.
2. ISMPP shall not engage in any activities relating to election campaigns for candidates seeking political office, nor shall any Trustee, Officer, agent, representative, or employee engage in such activities on behalf of the corporation.

The Board of Trustees shall have the authority, responsibility, and accountability to develop, establish, approve, and enforce policies and procedures necessary to implement the goals and requirements of this Article.

**ARTICLE III
MEMBERSHIP****Section A. Membership**

Membership shall be open to any person interested in the declared purposes of ISMPP, consistent with the requirements and member qualifications of these Bylaws and applicable corporate policies established by the Board of Trustees. Qualified persons seeking membership will be accepted as members of ISMPP upon the submission, receipt, processing, and acceptance of the required application materials, dues, fees, and assessments.

Section B. Classes and Categories of Members

ISMPP shall establish and maintain the following classes and qualifications of membership subject to the policies, rules, and requirements set forth in these Bylaws and as established by the Board of Trustees:

1. Member. An individual who: is interested in the professional field of medical publication; supports the objectives of the corporation; and, is willing to contribute to the achievement of the Society's objectives. Members shall have voting privileges, and are eligible to hold elected and appointed corporate positions.
2. Charter Member. An individual who: is interested in the professional field of medical publication; supports the objectives of the corporation; is willing to contribute to the achievement of the Society's objectives; and, joined the corporation within the first

membership year, ending December 31, 2006. Charter Members shall have voting privileges, and are eligible to hold elected and appointed corporate positions.

3. Founding Member. The following individuals, who served on the ISMPP Steering Committee which established the Society, shall be eligible for the membership category Founding Member:

Timothy D. Bacon	Stan Heimberger
Ross A. Baker	Robert Norris
Carolyn S. Clark	Gene P. Snyder
Joanne Conaty	Gary McQuarrie
Elizabeth Faust	Laurence J. Hirsch
Elizabeth Field	Richard F. Lamb

Founding Members shall have voting privileges, and are eligible to hold elected and appointed corporate positions.

4. Associate Member. An individual who: is interested in supporting the mission and purposes of the Society; and, is qualified for limited ISMPP membership. Associate Members shall not have voting privileges and are not eligible for elected or appointed corporate positions. The Board of Trustees shall establish specific qualifications for Associate Member status, and may authorize limited privileged for such members.

The Board of Trustees may, in the interests of the corporation, establish other classes of membership and related qualifications.

Section C. Membership Expiration, Resignation, Suspension, Expulsion, Termination or Transfer

1. Expiration. ISMPP shall issue annual membership to qualified individuals for the period of January 1 through December 31 of the calendar year. Following notice by invoice, membership shall expire on each December 31st, unless membership is renewed in a manner consistent with corporate policies and by the payment of all applicable dues, fees, and other assessments, on or before the next January 31st.
2. Resignation. Any member may submit a written resignation to the President-Chief Operating Officer, Chair, Secretary, or other designated Officer or representative. Such a resignation shall become effective upon receipt, consistent with applicable policies, except that a resignation may not prevent the Society from completing any ethics, disciplinary, or similar proceeding, or from seeking payment for charges incurred, services or benefits actually rendered, dues, fees, or other assessments. All paid membership dues are forfeited upon resignation.
3. Suspension, Expulsion, or Termination. Pursuant to a fair process, and with reasonable cause, ISMPP may suspend, expel, or terminate the membership of any member. This process shall include: at least fifteen (15) days prior notice of the proposed suspension, expulsion, or termination, including the reasons therefor; and, an

opportunity for the member to be heard, orally or in writing, by an impartial person or body authorized to decide whether the proposed expulsion, termination, or suspension will occur. A member who is expelled or suspended, or whose membership is otherwise terminated, shall be liable to the Society for corporation services or benefits actually rendered, and for any charges, dues, fees, or other assessments incurred before the expulsion, suspension, or termination.

4. Transfer. Membership in ISMPP, or any right arising therefrom, is not transferable to any other person, regardless of category or classification.

Section D. Member Dues, Fees, and Assessments

1. General. ISMPP shall assess yearly membership dues, fees, and other assessments (fees) from each member of the corporation. All such fees will be payable in advance of each year of membership, in amounts determined by the Board of Trustees. All initial fees are due upon application for membership to ISMPP and will be prorated by calendar year quarter to December 31st.
2. Non-Payment of Dues. A member who has not paid all applicable fees shall be in default and not in good standing, and shall not be entitled to exercise any rights or privileges of membership until all such current yearly fees are paid in full. Members who pay all fees in arrears within thirty (30) days of notice of the default shall not lose any membership seniority or similar status. Non-payment of applicable fees in arrears will cause membership to expire or be terminated.
3. Board Authority/Dues, Fees, and Assessment Reduction and Waiver. The Board of Trustees shall have the sole authority and responsibility to develop, establish, and enforce policies to determine, modify, and, in special circumstances, reduce or waive fees for special and particular reasons, including, but not limited to, financial hardship and other appropriate considerations.

Section E. Member Ethical Standards and Procedures

The Board of Trustees has adopted and published the ISMPP Code of Ethics, which applies to all classes of membership. The Code of Ethics identifies appropriate ethical guidelines related to the activities and professional behavior of all Society members. Violations of the Code of Ethics may affect the member's good standing in the Society.

ARTICLE IV MEMBERSHIP MEETINGS

Section A. Annual Business Meeting

ISMPP shall conduct an Annual Business Meeting of the membership (Annual Membership Meeting) each year on a date and at a place to be established by the Board of Trustees. At each Annual Membership Meeting, the Board of Trustees shall announce the date and location for the next Annual Membership Meeting. The Board may also call other membership meetings as deemed necessary. Among other corporate functions, the Annual Membership Meeting shall be conducted to:

1. Install the Officers and Trustees of ISMPP;
2. Act upon recommendations proposed by the Board of Trustees;
3. Act upon proposed amendments to the Bylaws; and,
4. Act upon such other business as may be properly brought before the members.

Section B. Special Meetings

Special meetings of members may be called for any lawful purpose by the Board of Trustees or any Officer of the corporation. In addition, upon petition, the membership of ISMPP may call and conduct special membership meetings under the following conditions:

1. The Member sponsor(s) of the meeting shall present to the Secretary a petition signed by ten percent (10%) or more of the current voting members in good standing, requesting that a special membership meeting be convened;
2. The petition shall state the specific purpose of the meeting and provide a description of the manner in which the meeting will address these purposes and will benefit the Society and the membership at large;
3. The Board of Trustees shall set a date and location for the meeting within ninety (90) days of receipt of a valid special meeting petition, and shall provide notice of the meeting to the voting membership within twenty (20) days of receipt of the petition;
4. Within thirty (30) days following the conclusion of the meeting, the Member sponsor(s) of the special meeting shall prepare and present to the Board of Trustees a report discussing all activities conducted during the meeting; and,
5. The Member sponsor(s) shall agree to satisfy any other requirements established by the Board of Trustees.

Section C. Notice of Member Meetings

ISMPP shall provide to all members in good standing written notice of each Annual Membership Meeting and other membership meetings. Such notice shall be provided not less than ten (10) and no more than sixty (60) days before the date of the meeting and shall state: the date, time, and place of the meeting; and, a description of the business to be transacted.

No business other than that specified in the notice shall be transacted at a membership meeting. Notice of a membership meeting shall be given to each member either personally or by mail, sent to the address of the member appearing on the books of the Society or given by the member to ISMPP for purpose of notice.

Section D. Member Questions

The Board of Trustees shall provide members with reasonable opportunities to express their views on questions presented to the membership. Upon petition signed by ten percent (10%) or more of the voting membership presented to the Secretary, a question shall be submitted to the quorum of voting members present at the next scheduled Annual Membership Meeting. Except where a larger vote is required by law or by these Bylaws, a question affirmed by a majority of the members present and voting shall be binding upon the Board of Trustees, unless determined to be contrary to applicable law, the Certificate of Incorporation, or these Bylaws.

Section E. Quorum Requirements

Twenty-five percent (25%) of the voting membership shall constitute a quorum at any Annual Membership Meeting for the purpose of voting on all questions, resolutions, and other actions, so long as the Annual Membership Meeting has been properly announced and questions have been submitted in a manner consistent with these Bylaws and applicable law.

Section F. Meeting Voting Procedures

All votes of the membership taken at the Annual Membership Meeting will be conducted by voice vote, standing vote, or secret ballot, if authorized by these Bylaws or resolution of the Board of Trustees. Each voting member is entitled to one vote per question or resolution only. Unless otherwise required by the Certificate of Incorporation, these Bylaws, or applicable law, all actions of the membership shall be carried by a majority vote. Except with respect to mail ballots, voting by proxy shall not be permitted.

Section G. Mail Balloting

With respect to any question or proposed action that the Board of Trustees determines should be submitted to eligible members for a vote without attendance at a meeting, ISMPP shall mail, e-mail, fax, or otherwise deliver a written ballot to each voting member at the last known postal address, e-mail address, or fax number provided to the Society, which shall be deemed to be good and sufficient notice of such vote. Each completed ballot returned to the corporation shall be deemed a limited proxy authorizing and directing ISMPP to vote in the manner indicated on the ballot only. The sale or transfer of a vote is strictly prohibited. Unless otherwise required by these Bylaws or applicable law, all questions, resolutions, and other actions submitted shall be carried by a majority vote of the members voting, provided that the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

ARTICLE V BOARD OF TRUSTEES

Section A. Duties and Functions of the Board

1. General Authority. ISMPP shall be governed by the Board of Trustees (Board). It is the duty of the Board to carry out the purposes and objectives of the corporation. The Board shall manage and control the business, property, activities, and other affairs of the corporation. The Board shall: supervise the business affairs; appoint and remunerate agents and employees; disburse funds of the corporation; purchase, lease, sell, transfer, and otherwise convey property; and, establish and adopt such policies, rules, and regulations for the conduct of its business or any other lawful activities deemed necessary to further the purposes of ISMPP, in accordance with the Certificate of Incorporation, these Bylaws in their present or amended form, and any applicable law.
2. Specific Authority. The Board of Trustees shall have authority and control over all lawful corporate activities, including, but not limited to, policies and matters related to: membership; educational programs; publications; fees, dues, and assessments; member services; Board operations; funding, spending, and budget authority; contract and grant arrangements; and, staffing and management of corporate resources. The Board of Trustees shall receive regular reports from the Certification Board concerning all Certification Program policies, procedures, and activities.
3. Functions. The Board of Trustees shall develop and implement all appropriate policies and procedures in order to carry out corporate goals and purposes, as set forth in these Bylaws and in the Certificate of Incorporation, including all policies and procedures related to membership.

Section B. Conduct/Limitations of the Board

The Board of Trustees shall establish policies and procedures specifying Board limitations and conduct, including, but not limited to, the following:

1. Compensation for Services. Unless authorized by applicable law, voting Board Trustees, including Officers, shall not receive any compensation or other tangible or financial benefit for service on the Board of Trustees. However, the Board of Trustees may authorize payment by ISMPP of actual, reasonable expenses incurred by Trustees regarding attendance at Board meetings and other approved activities.
2. Compensation from Activities. Unless authorized by applicable law, voting Board Trustees, including Officers, shall not receive any compensation or other tangible or financial benefit from any element or activity of, or related to, ISMPP, except as reimbursement for actual, reasonable expenses directly associated with such corporate element or activity, when authorized by the Board of Trustees.

3. Corporation and Trustee Independence/Loyalty. Board Trustees, including Officers, shall act in an independent manner consistent with their obligations to ISMPP and applicable law, regardless of any other affiliations, membership, or positions.

Section C. Composition of the Board

The Board of Trustees shall be composed of not less than nine (9), and not more than fifteen (15), voting Trustees, with the specific number of Trustees to be fixed by the Board from time to time, within such limits. The voting Board of Trustees shall include: the Chair; Chair-Elect; Secretary; Treasurer; Immediate Past Chair (Officer Trustees); three (3) at-large, elected Trustees (At-Large Trustees); one (1) Trustee who lives and works in Europe (European Trustee); and, one (1) Trustee who lives and works in the Asia Pacific region (Asia Pacific Trustee).

Section D. Qualifications of Trustees

All Board Trustees shall be voting ISMPP members in good standing, and shall be otherwise qualified according to these Bylaws and applicable corporate policies.

Section E. Ex-Officio Trustees

The President-Chief Operating Officer shall serve as an *ex-officio*, non-voting Board Trustee. The Board of Trustees may appoint other *ex-officio*, non-voting Trustees as deemed necessary.

Section F. Terms of Office

Unless otherwise and specifically authorized by these Bylaws, no voting Trustee shall be eligible to serve more than two (2) consecutive terms or six (6) years, whichever is greater. Terms of all voting Trustees shall commence at the end of the Annual Membership Meeting at which their election is declared, and shall expire at the end of the Annual Membership Meeting following the completion of their term.

The following terms of offices shall apply to Officer Trustees, At-Large Trustees, the European Trustee, and the Asia Pacific Trustee:

1. The Chair shall serve a term of one (1) year and shall assume the office of Immediate Past Chair at the end of the current Immediate Past Chair's term of office.
2. The Chair-Elect shall serve a term of one (1) year and shall assume the office of Chair at the end of the current Chair's term of office.
3. The Immediate Past Chair shall serve a term of one (1) year.
4. The Secretary and Treasurer shall serve terms of three (3) years, which shall be staggered when possible.
5. At-Large Trustees, the European Trustee, and the Asia Pacific Trustee shall be elected to serve three (3) year terms, which shall be staggered to ensure that approximately one-third (1/3) of such Trustee positions expire each year.

Section G. Nomination and Election of Trustees

Candidates for election to voting Trustee positions shall be nominated by selection of the Nominating Committee. The nomination process shall be governed by these Bylaws and policies adopted by the Board of Trustees. All Trustees shall be elected by the voting membership of the corporation at the Annual Membership Meeting, or by mail ballot prior to the Annual Membership Meeting. The results of the election of all Trustees shall be announced at the Annual Membership Meeting.

Section H. Trustee Resignation/Vacancy

Any Trustee may resign at any time by providing written notice to the Chair, Secretary, or President-Chief Operating Officer. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the Chair or Board of Trustees. Vacancies, as they occur on the Board by resignation, death, incapacity, removal, and the like, shall be filled as directed by these Bylaws, or as designated by the Board of Trustees for the remainder of the term.

Section I. Removal of Trustees

Any Trustee may be removed, for cause, by a two-thirds (2/3) affirmative vote of the Board of Trustees at any regular or special meeting of the Board at which a quorum of the Board is present, and under rules or procedures approved by the Board. Pending a final determination that cause exists for removal, the Board of Trustees may suspend a Trustee by a two-thirds (2/3) affirmative vote at any regular or special meeting. A Trustee may also be removed, for cause, by a majority affirmative vote by the members entitled to vote for the election of Trustees.

**ARTICLE VI
MEETINGS OF THE BOARD OF TRUSTEES**

Section A. Annual Meeting/Regular Meetings

The Annual Meeting of the Board of Trustees shall be at such time and place as is designated by a majority of the Board, or the Chair for the transaction of business that comes before the Board. There shall be at least one (1) other regular meeting of the Board of Trustees each year at a place designated by the Board for the transaction of business. Agendas identifying and describing all items to be discussed at regular Board meetings shall be distributed at least fourteen (14) days prior to the meeting or as otherwise determined by the Chair. The Annual Meeting shall be chaired by both the current Chair and Immediate Past-Chair.

Section B. Special Meetings

Special meetings may be called by a majority of the Board of Trustees, the Executive Committee, or the Chair, upon the filing of a written special meeting notice with the Secretary stating the location, date, and hour of such meeting. Notice of each special meeting will be delivered via mail, e-mail, or fax transmission to each Trustee at least five (5) days prior to the date of the meeting. The Board is authorized to conduct any lawful business at special meetings, as provided in these Bylaws.

Section C. Telephone Conference Meetings

The Chair or Executive Committee may authorize a Board of Trustees meeting via telephone conference or similar form of telecommunications, when deemed necessary, provided that forty-eight (48) hours notice of such meeting is given to each voting Trustee, delivered personally, electronically, or by telephone, which may include a voice messaging system or other system or technology designed to record and communicate messages. Should an item of business require immediate attention and action by the Board of Trustees, a telephone conference may be called without previous notice, so long as all of the voting Trustees have been contacted and advised of such a telephone meeting and of the item(s) to be reviewed or acted upon. The Board is authorized to conduct any lawful business by telephone conference meetings, as provided in these Bylaws.

Section D. Notice and Waiver

The Chair shall give notice of all regular meetings of the Board to all voting Trustees no less than fourteen (14) days prior to the meeting. Notice of a Board meeting shall be given personally, by mail, e-mail, fax, or by other means of written communication sent to the address of the Trustee appearing on the books of the Society or given by the Trustee to the Society for purpose of notice.

Any notice may be waived by a Trustee before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing and signed by the Trustee entitled to the notice, and delivered to the corporation for inclusion in the minutes, or for filing with the corporate records. A Trustee's attendance at, or participation in, a meeting shall constitute

waiver of any required notice to him or her, unless at the beginning of the meeting the Trustee objects to the holding of the meeting or to the transaction of business at the meeting, and does not thereafter vote for, or assent to, any action taken at the meeting.

Section E. Meeting Quorum

A majority of the voting Trustees shall constitute a quorum for any meeting of the Board of Trustees. Such majority shall be capable of transacting corporate business, consistent with these Bylaws and applicable law. Except as otherwise provided in these Bylaws or by applicable law, the act of a majority of the Board present at a meeting at which a quorum is present shall be an action of the Board of Trustees.

Section F. Adjournment

A majority of the voting Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Trustees who were not present at the time of the adjournment.

Section G. Actions Without Meeting/Mail Votes

Should a matter requiring a vote of the Board of Trustees arise between Board meetings, a ballot may be taken by mail, e-mail, or fax, as authorized by the Chair or the Executive Committee. A majority affirmative vote of all voting Trustees shall be necessary to carry any motion, and all voting Trustees must consent in writing to the resolution authorizing the action. The signed consents, or true copies, shall be placed in the minutes book of the Board of Trustees.

Section H. Proxies

Voting by proxies shall not be permitted.

Section I. Actions of the Board of Trustees

Every decision of the Board of Trustees shall be by a majority vote, unless otherwise required by law, these Bylaws, or the policies of the Board. Each voting Trustee shall be entitled to one (1) vote on any matter coming before the Board.

ARTICLE VII OFFICERS

Section A. Titles of Officers

The Officers of the Society shall consist of the Chair, Chair-Elect, Secretary, Treasurer, and Immediate Past Chair. The President-Chief Operating Officer shall serve as an *ex officio*, non-voting Officer of ISMPP. No individual shall hold more than one Officer position at any one time.

Section B. Qualifications and Authority of Officers

The Officers shall: be responsible and accountable to the Board of Trustees for satisfying Board resolutions and directives; and, have the authority and accountability conferred and granted by these Bylaws and by the Board.

Section C. Election and Terms of Officers

All Officers, except the Chair and Immediate Past Chair, shall be elected by the voting membership at the time of Trustee elections. The Officers shall serve the terms of offices prescribed in Article V, Section F.

Section D. Duties of the Officers

1. **Chair.** The Chair shall have the authority, power, and responsibility commonly incident to, and vested in, the corporate offices of presiding officer of the Board of Trustees and Chief Executive Officer, consistent with these Bylaws, including, but not limited to: the role of Chair at all meetings of ISMPP, the Board of Trustees, and the Executive Committee; the direction of other Officers; the responsibility to satisfy the directives of the Board; the supervision of the President-Chief Operating Officer; and, the designation and appointment of corporate representatives, subject to Board approval. With the exception of the Executive Committee, the Chair shall be an *ex-officio* member of all ISMPP committees.
2. **Chair-Elect.** The Chair-Elect shall serve as Parliamentarian and Vice-Chair at all Board of Trustees meetings, and perform such other duties as the Board or the Chair may direct. In the absence or disability of the Chair, the Chair-Elect shall: serve as acting Chair; have all authority conferred upon the office of Chair; and, perform all duties for which the Chair is responsible for the unexpired portion of the term or until the Chair can resume duties.
3. **Secretary.** The Secretary shall have and perform all duties commonly incident to, and vested in, the office of secretary of a corporation, as well as all duties delegated and designated by the Board of Trustees, Executive Committee, or the Chair, including, but not limited to: supervision and maintenance of all corporate documents; and, accounting for the accuracy of minutes of all meetings of the corporation.

4. Treasurer. The Treasurer shall have and perform all duties commonly incident to, and vested in, the office of treasurer of a corporation, as well as all duties delegated and designated by the Board of Trustees, Executive Committee, or the Chair, including, but not limited to: the administration of the fiscal and financial policies of the corporation; and, supervision and maintenance of accurate corporate books and financial records.
5. Immediate Past Chair. The Immediate Past Chair shall assist and advise the Chair, and perform other duties as requested or directed by the Board of Trustees, Executive Committee, or the Chair.
6. President-Chief Operating Officer. The President-Chief Operating Officer shall: assist and advise the Board of Trustees, Executive Committee, and the Chair; implement Board policies and directives; and, be responsible for the administration and management of the affairs of the corporation according to the Certificate of Incorporation, these Bylaws, corporate policies, and the terms of any applicable employment agreement.

Section E. Officer Resignation/Vacancy

Any Officer may resign at any time by providing written notice to the Chair, Secretary, or the President-Chief Operating Officer. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the Chair or Board of Trustees. In the event that the office of Chair becomes vacant, the Chair-Elect shall assume the office of Chair for the remainder of the term of office. In the event that any other Officer position becomes vacant, the Chair shall appoint an interim Officer to fill such vacant office until the Board elects a new Officer to serve the unexpired portion of the term at the next scheduled Board meeting. Such interim service as an Officer shall not affect a Trustee's ability to serve a full, elected term as an Officer.

Section F. Removal of Officers

An Officer may be removed from office, with or without cause, by the Board of Trustees whenever, in its judgment, the best interests of ISMPP will be served by such removal. An Officer may be removed by a two-thirds (2/3) affirmative vote of the Board at any regular or special meeting of the Board of Trustees at which a quorum is present and under rules or procedures approved by the Board.

**ARTICLE VIII
PRESIDENT-CHIEF OPERATING OFFICER**

Section A. President-Chief Operating Officer Appointment, Authority, and Duties

The Board of Trustees may appoint and employ a President-Chief Operating Officer (COO), who shall report to the Board. The President-COO shall be responsible for the supervision and management of ISMPP in its administrative, business, financial, and other operational affairs, consistent with these Bylaws, corporate policies, directives of the Board of Trustees, and the terms of any applicable employment agreement. The President-COO shall have the authority and duty to implement all operational and administrative policies of the corporation, including the responsibility to: conduct the business affairs of the corporation; hire and dismiss employees and personnel of the corporation; and, legally bind the corporation and sign on its behalf contracts, checks, drafts, notes, mortgages, leases, and other legal documents, with respect to administrative, operational, and business affairs. The President-COO shall perform such other duties as may be specified in these Bylaws, or as may be directed by the Board of Trustees or Executive Committee.

**ARTICLE IX
BOARD COMMITTEES**

Section A. Executive Committee

1. Composition. The Board of Trustees shall establish an Executive Committee with authority to function on behalf of the Board, and when the Board is not in session. The Executive Committee shall be composed of the following Trustees: Chair; Chair-Elect; and, Immediate Past Chair. The President-Chief Operating Officer shall serve as an *ex-officio*, non-voting member of the Executive Committee. When requested by the Chair or Executive Committee, the Treasurer shall also serve as an *ex-officio*, non-voting member of the Executive Committee.
2. General Authority, Duties, and Limitations. The Executive Committee may act for the Board of Trustees between meetings of the Board or as otherwise authorized by the Board, consistent with these Bylaws and applicable law. Among other restrictions, the Executive Committee shall not have the power to: approve a dissolution or merger; sell corporate assets; remove a Trustee or Officer; fill vacancies on the Board of Trustees or on any committee; fix compensation relating to Board or committee service; amend, repeal, or adopt Bylaws; or, amend or repeal any resolution of the Board which, by its terms, is not so amendable or repealable. All proceedings and actions of the Executive Committee shall be recorded and reported to the Board of Trustees at the next meeting of the Board.
3. Meetings of the Executive Committee. The Executive Committee shall meet at least two (2) times each calendar year, and when determined by the Chair or the Committee. Any member of the Executive Committee may request that a Committee meeting be convened to conduct specific business. Such requests shall be communicated to the

Chair, who may call a meeting if appropriate and necessary. Notice of each Executive Committee meeting shall be given to all Committee members at least five (5) days prior to such meeting, unless the Chair determines that a shorter notice period is appropriate under the circumstances. Executive Committee meetings shall be conducted in person or via telephone conference at a date and time determined by the Chair, so long as all participants can communicate and effectively participate. Minutes of all Executive Committee meetings shall be kept, and such minutes shall be circulated promptly to the Board of Trustees, and maintained with the corporate minutes of the Board.

4. Actions by the Executive Committee. Unless contrary to applicable law or these Bylaws, the actions of the Executive Committee shall constitute the actions of the Board of Trustees between meetings of the Board, unless subsequently rescinded or modified by the Board of Trustees.

Section B. Nominating Committee

1. Establishment and Purpose. A Nominating Committee shall be established to oversee and supervise the nominating process for Trustees of the corporation. The Committee shall ensure that appropriate procedures are in place for the selection and presentation of qualified candidates to the membership, consistent with these Bylaws and Board policies.
2. Composition. The Nominating Committee shall consist of: the Immediate Past Chair as the Chair; one (1) Committee member elected by the membership at the time of the annual election of Trustees; and, one (1) Committee member appointed by the Board of Trustees. Each member of the Nominating Committee will serve a one (1) year term.
3. Authority and Duties. Among other authorities and duties, the Nominating Committee shall conduct the following activities in a timely manner, under the leadership of the Committee Chair: the identification of qualified Trustee nominees; the publication of notices to the membership requesting the identification of appropriate Trustee nominees; and, the presentation of qualified, individual nominees and slates of candidates for open Trustee positions. The Nominating Committee shall nominate one or more candidates for each open Trustee position, as provided in the Bylaws. The Committee annually shall prepare ballots for mailing to all eligible voting members. Prior to the Annual Membership Meeting, the Committee shall circulate the names of qualified and appropriate nominees and slates to all voting members. The candidate receiving the largest number of eligible member votes for an open Trustee position shall be elected to that position. Where two or more nominees receive the same number of votes, the Board of Trustees shall elect and declare a winner. The results of each election shall be announced at the Annual Membership Meeting.
4. Diversity Goals. The Nominating Committee shall make all reasonable and appropriate efforts to assure that the candidates for each open Trustee position presented to the membership constitute a diverse, qualified group, which will represent the interests of ISMPP members.

5. Balloting. All Trustee elections shall be: supervised by the Nominating Committee; administered by the President-Chief Operating Officer; and, conducted at the Annual Membership Meeting, or by ballot sent to the eligible voting members by any method permitted by applicable law, these Bylaws, and as determined by the Nominating Committee to ensure the integrity of the voting process, including, but not limited to, mail, e-mail, or fax processes.
6. Disputes. Any disputes concerning the election or nomination process shall be resolved by the Executive Committee or Board of Trustees, consistent with these Bylaws and any applicable Board policies.

Section C. Standing Committees/Other Committees

1. Establishment. Standing Committees may be created and established upon resolution adopted by the Board of Trustees. Each Standing Committee shall be permanent and continuing until such time that it is dissolved or modified by the Board.
2. Standing Committees. The Board of Trustees shall establish the following Standing Committees: Standards and Best Practices Committee; External Affairs Committee; Education Committee; Membership Committee; and, European Committee. The Board may also establish other Standing Committees as it deems appropriate and advisable.
3. Composition. Each Standing Committee shall be composed of at least a Chair and a Committee Vice-Chair, who shall be elected or approved by the Board of Trustees to serve on the Standing Committee. Appointment of additional members for each Standing Committee shall be subject to the approval of the Board.
4. General Authority, Duties, and Limitations. A Standing Committee shall have the authority and the duty to carry out the purposes of the Committee, as directed by the Board, and consistent with these Bylaws, corporate policies, and applicable law. A Standing Committee shall be prohibited from any activities or actions that cause ISMPP to be legally or financially bound to agreements or other relationships. A Standing Committee shall be limited to the activities specifically authorized by the Board of Trustees and shall not have other authorities.

Section D. Additional Committees

The Board of Trustees may authorize and supervise additional committees, sub-committees, and working groups to perform such functions as may be determined by the Board. Subject to the approval of the Board, the Chair shall annually appoint a Committee Chair and members of such committees, sub-committees, and working groups, as required by these Bylaws or as deemed necessary.

**ARTICLE X
CERTIFICATION BOARD****Section A. Establishment and Purposes**

The ISMPP Certification Board shall be established to oversee and supervise the ISMPP Certification Programs (Certification Program). The Certification Board shall serve as an independent and autonomous body within the ISMPP with respect to the development, evaluation, supervision, and administration of all Certification Program policies, procedures, and activities. Among other authorities, the Certification Board shall be solely responsible for all Certification Program policies and decisions related to: certification and recertification eligibility standards; examinations and other assessment instruments; budget development; fees; program planning; document and information retention; selection and supervision of qualified personnel; and, program resource allocation. All policies and procedures for the Certification Program shall be determined by the Certification Board and reported to the Board of Trustees.

The Certification Board shall have sufficient and adequate resources to conduct effective and thorough certification and recertification program activities. The revenue and income generated by the Certification Program will be used to support such certification and recertification activities, as well as Certification Board operations. Any revenue and income in excess of the Certification Board's annual expenses and costs shall be shared equally with the ISMPP, excluding all Certification Board reserve funds and restricted donations.

Section B. Limitations

The authorities of the Certification Board are limited to those granted in these Bylaws or by the Board of Trustees. In the absence of the express approval of the Board of Trustees, the Certification Board shall not have the authority to: create additional Certification Programs; terminate Certification Programs; create a budget deficit; develop or implement professional educational courses; or, implement ISMPP certification preparation courses.

Section C. Certification Board Composition/Voting and Ex-Officio Board Directors

The Certification Board shall be composed of at least five (5), qualified, voting Directors elected by the ISMPP Certification Program certificants in good standing (Certificant Directors); one (1), qualified, voting Director appointed by the Chair, with the approval of the Board of Trustees (Appointed Director); and, one (1) voting Public Director appointed by the Certification Board, who shall not receive any income from, or otherwise be employed in, the field of medical publications (Public Director). All voting Directors, except the Public Director, shall be credentialed as an ISMPP Certified Medical Publication Professional (CMPP) and in good standing. The Certification Board shall also include the following, *ex-officio*, non-voting members: a current member of the Board of Trustees, the ISMPP Treasurer; the Certification Manager; and, other qualified persons appointed by the Certification Board.

Section D. Qualifications of Board Directors

Certification Board Directors shall possess appropriate education, experience, training and other qualifications, consistent with this Article and Certification Board policies. Current Directors shall not be eligible to serve on the Board of Trustees, or the Certification Board Nominations Committee.

Section E. Board Director Terms

Certification Board Directors shall serve two (2) year terms of office. No Director shall serve more than two (2) consecutive terms or a maximum of four (4) consecutive years, whichever is greater. During the first two (2) years of the operation of the Certification Board under these Bylaws, the terms of the Directors shall be staggered to ensure that approximately one-half (1/2) of the position terms expire each year.

Section F. Certification Board Officers

The Officers of the Certification Board shall be elected from among the voting Directors, and shall be: Chair; Vice Chair; and, Secretary. The Officers shall have such authorities, and perform such duties, as are usually incident to such offices, and as are authorized by this Article and Certification Board policies. Each Officer shall serve a one (1) year term, and shall be eligible for another consecutive term in the same office, if otherwise qualified.

Section G. Certification Board Meetings, Voting, and Actions

The Certification Board shall hold at least two (2), regular meetings each year. Special meetings of the Certification Board shall be called by the Chair or a majority of the voting Directors, with appropriate notice to all Directors stating the purpose of such meeting. Meetings shall be held in person or by other permitted means, so long as all Directors in attendance can participate and be heard, and a quorum is present. Proxy voting shall not be permitted. The Certification Board shall develop appropriate policies concerning meeting notices, agenda, and minutes. Any resolution or action supported by a majority of the voting, disinterested Directors, without conflict

or bias, shall be an act of the Certification Board, unless specified otherwise in these Bylaws or Certification Board policies.

Section H. Certification Board Meeting Quorum

A majority of the voting Directors shall constitute a quorum of the Certification Board at any regular or special meeting.

Section I. Certification Board Executive Committee

1. Composition. The Certification Board shall establish an Executive Committee with limited authorities to function on behalf of the Certification Board, and when the Board is not in session. The Executive Committee shall be composed of the following Officers/Directors: Chair; Vice-Chair; and, Secretary. The Certification Manager shall serve as an *ex-officio*, non-voting member of the Executive Committee.
2. General Authority, Duties, and Limitations. The Executive Committee may act for the Certification Board between meetings of the Board or as otherwise authorized by the Board, consistent with applicable law, these Bylaws, and Certification Board policies. All proceedings and actions of the Executive Committee shall be recorded and reported to the Certification Board at the next meeting of the Board.
3. Meetings of the Executive Committee. Meetings of the Executive Committee shall be conducted consistent with policies established by the Certification Board.
4. Actions by the Executive Committee. Unless contrary to applicable law, these Bylaws, or Certification Board policies, the actions of the Executive Committee shall constitute the actions of the Certification Board between meetings of the Board, unless subsequently rescinded or modified by the Certification Board.

Section J. Certification Board Nominations Committee

The Chair shall appoint three (3), qualified, ISMPP certificants in good standing to serve as the Certification Board Nominations Committee (Nominations Committee), with the approval of the Certification Board. The Nominations Committee members shall serve two (2) year terms, which shall be staggered. The Committee shall be responsible for soliciting and reviewing qualified candidates for vacant, elected Certificant Director positions, and for developing an appropriate slate of such candidates for election to the Certification Board. Current Committee members shall not be eligible to serve on the Certification Board or the Board of Trustees. The Nominations Committee shall make all reasonable and appropriate efforts to assure that each slate of elected Certificant Director candidates constitutes a diverse, qualified group, which will represent the interests of the profession and the public. With regard to such diversity, the Nominations Committee shall consider relevant factors, which may include each nominee's geographic location, race, ethnicity, gender, and employment experience or specialty.

Section K. Director Resignation and Vacancy

A Certification Board Director may resign at any time by providing written notice to the Certification Board Chair or Secretary. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance, as determined by the Chair or Executive Committee. Certification Board vacancies, as they occur with respect to elected Certificant Director and the Public Director positions, by resignation, death, incapacity, removal, and the like, shall be filled as directed by the Certification Board for the remainder of the term. Such vacancies with respect to the Appointed Director position shall be filled by the ISMPP Chair, with the approval of the Board of Trustees, for the remainder of the term.

Section L. Director Removal

A Certification Board Director may be removed, for cause, by a two-thirds (2/3) affirmative vote of the disinterested Directors at any regular or special meeting of the Board at which a quorum is present, and under rules or procedures adopted by the Certification Board. Pending a final determination that cause exists for removal, the Certification Board may suspend a Certification Director by a two-thirds (2/3) affirmative vote at any regular or special meeting.

Section M. Certification Manager

The Certification Board shall appoint a qualified individual to manage the affairs of the Certification Program, subject to the approval of the President-Chief Operating Officer. This individual shall serve with the title of Certification Manager, or such other appropriate title designated by the Certification Board. Among other responsibilities, the Certification Manager shall: supervise and manage the operations of the Certification Program, as directed by the Certification Board; implement all policies and directives of the Certification Board; supervise Certification Program personnel; and, perform such other duties as may be designated by the Certification Board. In addition, the Certification Manager shall report annually to the Board of Trustees, and report regularly to the President-Chief Operating Officer, concerning the administration and status of the ISMPP Certification Programs.

Section N. Committees

The Certification Board may authorize and supervise committees, sub-committee, and working groups to perform such functions as may be determined by the Certification Board. Subject to the approval of the Certification Board, the Chair shall annually appoint each committee chair and members of such committees, sub-committees, and working groups, consistent with Certification Board policies.

ARTICLE XI GOVERNANCE

Section A. Autonomy

The Board of Trustees shall be autonomous with respect to: corporate activities; finances; policies; administration; conduct of meetings; election and appointment of corporate representatives; and, all other lawful activities.

Section B. Authorization to Act

Except as provided in the Certificate of Incorporation, these Bylaws, or applicable law, no Trustee, Officer, employee, agent, or representative of the corporation may act on behalf of ISMPP or hold himself or herself out to the public as authorized to act on behalf of the Society without the prior, express, written approval of the Board of Trustees.

Section C. Fiscal Year

The fiscal year of the corporation shall begin on January 1 and shall end on December 31. The Board of Trustees is authorized to fix and change the fiscal year as it deems appropriate.

Section D. Parliamentary Procedures

The rules contained in the most recently revised edition of *Roberts Rules of Order* shall be the parliamentary authority for the conduct of all meetings of the Board of Trustees, except as otherwise provided in these Bylaws, or in policies and rules of the Board.

Section E. Use of ISMPP Intellectual Property

Members shall use ISMPP names, trademarks, logos, symbols, and other intellectual property of the corporation only in a manner consistent with applicable law, these Bylaws, and corporate policies.

ARTICLE XII AMENDMENTS

These Bylaws may be amended or repealed by: a two-thirds (2/3) affirmative vote of the voting members present at any Annual or Special Meeting of ISMPP duly called and held, provided that the proposed changes have been sent to the members sixty (60) days before such a meeting; or, a two-thirds (2/3) affirmative vote of the members voting by mail ballot; or, a two-thirds (2/3) affirmative vote of the Board of Trustees then holding office, provided that proper written notice of proposed Bylaw change(s) is given to each Trustee at least thirty (30) days prior to the meeting. Proper written notice under this Article shall be a complete copy of the text of the proposed amendment, including any relevant explanatory materials, transmitted by mail, e-mail, fax transmission, or other appropriate means. Notice shall be deemed

sufficient if sent to the last postal address, e-mail address, or fax number furnished to the Secretary.

ARTICLE XIII INDEMNIFICATION

Section A. Definitions

For the purposes of this Article, “corporate agent” means any person who is or was a Trustee, Officer, representative, employee, or other agent of ISMPP, or any person who is or was serving at the request of ISMPP as a Trustee, Officer, representative, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise; “proceeding” means any pending, threatened, or completed civil, criminal, administrative, or arbitrative action, suit, or proceeding, and any appeal therein, and any inquiry or investigation which could lead to the action, suit, or proceeding; and, “expenses” includes reasonable costs, disbursements, attorney fees, and any expenses directly related to a right of indemnification as authorized in this Article.

Section B. Indemnification in Actions by Third Parties

ISMPP may indemnify any corporate agent who was or is a party, or is threatened to be made a party, to any proceeding, other than a proceeding by or in the right of the corporation to procure a judgment in its favor, by reason of fact that such person is or was an agent of ISMPP, against the agent’s expenses and liabilities in connection with any proceeding involving the corporate agent if: the corporate agent acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interests of the corporation; and, with respect to any criminal proceeding, the corporate agent had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the corporate agent did not act in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interests of the corporation, or that the corporate agent had reasonable cause to believe the conduct was unlawful.

Section C. Indemnification in Actions by or in the Right of the Corporation

ISMPP may indemnify any corporate agent who was or is a party, or is threatened to be made a party, to any proceeding by or in the right of the corporation, to procure a judgment in its favor which involves the corporate agent by reason of being or having been the corporate agent, against the agent’s expenses and liabilities in connection with any proceeding involving the corporate agent if the agent acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interests of the corporation. However, in the proceeding, no indemnification shall be provided in respect to any claim, issue, or matter as to which the corporate agent was liable for negligence or misconduct, unless and only to the extent that the Superior Court, or court in which the proceeding was brought, shall determine, upon application, that despite the adjudication of liability, but in view of all

circumstances of the case, the corporate agent is fairly and reasonably entitled to indemnity, for those expenses as the Superior Court, or other court, shall deem proper.

Section D. Indemnification Against Expenses

To the extent that a corporate agent has been successful on the merits or otherwise in any proceeding referred to in Sections B and C of this Article, above, or in defense of any claim, issue, or matter therein, the corporate agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section E. Required Determinations

Except as provided in Section D of this Article, any indemnification under this Article, unless ordered by a court, shall be made by the corporation only as authorized in a specific case, upon a determination that indemnification is proper in the circumstances because the corporate agent has met the applicable standard of conduct set forth in Sections B and C of this Article. Unless otherwise provided in the Certificate of Incorporation or these Bylaws, the determination shall be made:

1. By the Board of Trustees or a committee thereof at a meeting at which a quorum of disinterested Trustees is present, acting by a majority vote of those disinterested Trustees;
2. If a quorum is not obtainable, or, even if obtainable and the quorum of the Board of Trustees or committee by a majority vote of the disinterested Trustees directs, by independent legal counsel, in a written opinion, the counsel to be designated by the Board of Trustees; or,
3. By the members, if a resolution of the Board of Trustees directs that the members determine that indemnification is proper in the circumstances.

Section F. Advance of Expenses

Expenses incurred by a corporate agent in connection with a proceeding may be paid by the corporation in advance of the final disposition of the proceeding, if authorized in the manner provided in Section E above, upon receipt of an undertaking by or on behalf of the corporate agent to repay the amount unless it shall ultimately be determined that the agent is entitled to be indemnified as authorized in this Article.

Section G. Application for Indemnification

If the corporation, upon application of a corporate agent, has failed or refused to provide indemnification pursuant to Sections B, C, D, and F of this Article, a corporate agent may apply to a court for an award of indemnification by the corporation. Application for indemnification may be made: in the civil action in which the expenses were or are to be incurred or other amounts were or are to be paid; or, to the Superior Court in a separate proceeding.

Section H. Other Indemnification

The indemnification provided by this Article shall not exclude any other rights to which a corporate agent may be entitled under the Certificate of Incorporation, these Bylaws, a resolution of the Board, an agreement or otherwise.

Section I. Forms of Indemnification Not Permitted

Except as required under Section D of this Article, no indemnification or advance by the corporation shall be made under this Article, and none shall be ordered by the court, if that action would be inconsistent with a provision of the Certificate of Incorporation, these Bylaws, a resolution of the Board or of the members, an agreement or other proper corporate action, in effect at the time of the accrual of the alleged cause of action asserted in the proceeding, which prohibits, limits, or otherwise conditions the exercise of indemnification powers of the corporation or the rights of indemnification to which a corporate agent may be entitled.

Section J. Personal Liability of Volunteer Trustees or Executive Officers

To the fullest extent permitted by law, as now in effect or as may hereafter be amended, there shall be no monetary liability to a third party on the part of, and no cause of action for damages shall arise against, a volunteer Trustee or Officer of a nonprofit corporation, based upon any alleged failure to discharge the person's duties as a Trustee or Officer if: their duties are performed in good faith; and, with that degree of diligence, care, and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

Section K. Insurance

ISMPP shall have the power to purchase and maintain insurance on behalf of any corporate agent against any expenses incurred in any proceeding and any liabilities asserted by reason of the agent's being or having been a corporate agent, whether or not the corporation would have the power to indemnify the agent against those expenses and liabilities under the provisions of this Article.

**ARTICLE XIV
DISSOLUTION**

Upon the dissolution of ISMPP, in accordance with applicable federal, state, or other laws, the Board of Trustees shall adopt a dissolution plan, which shall include, where appropriate, provisions to implement the following: payment and discharge of all liabilities and obligations of the corporation; compliance with all relevant legal requirements concerning the Society's tax-exempt and nonprofit status; return, transfer, or conveyance of all assets received or held by the corporation upon condition that the assets be returned, transferred or conveyed upon dissolution of the corporation; and, transfer or conveyance of all assets of the corporation to one or more domestic or foreign corporation(s) engaged in activities substantially similar to those of the Society, and which may be selected as an appropriate recipient(s) of certain assets, so long as such organization(s) shall then qualify as an organization or organizations exempt from federal income taxation under Section 501(c) of the U.S. Internal Revenue Code, or other controlling law.