

International Society of Pharmacometrics, Inc.
Bylaws

September 6, 2025

ARTICLE I: Name and Office

SECTION 1. This Society, incorporated in accordance with the New Jersey Nonprofit Corporation Act (the “Act”) for the promotion of pharmacometrics, shall be known as International Society of Pharmacometrics (“ISoP” or the “Society”).

SECTION 2. The Society has been organized and shall be operated as a not-for-profit organization as set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), any corresponding section of any future revisions to the Code, and any guidance issued thereunder.

SECTION 3. The Society shall maintain a statutory agent with an office within the State of New Jersey. The principal office and other offices of the Society may be established within or outside the State of New Jersey as required by law and as the Board of Trustees of the Society may from time to time determine.

ARTICLE II: Mission and Objectives

SECTION 1. The mission of the International Society of Pharmacometrics (ISoP) is to advance and promote pharmacometrics globally.

Notwithstanding the above mission statement, the Society may also engage in any activities otherwise permissible under the Code as a not-for-profit organization, as determined by the Board of Trustees in its sole and final discretion.

SECTION 2. The objectives of the Society shall be:

- a. Serve as a sponsoring organization for the American Conference on Pharmacometrics (ACoP).
- b. Serve as a sponsoring organization for national and/or international conferences on pharmacometrics.
- c. Offer a central organization for the integration of national and international pharmacometrics communities, initiatives, consortia, and educational activities.
- d. Actively partner with other scientific and medical disciplines and organizations.
- e. Provide resources, mentoring, leadership opportunities, and educational services to its members.

ARTICLE III: Membership

SECTION 1. Classes of Members (collectively, the “Members”): There shall be three (3) classes of membership in the Society: Full Member, Student Member, and Retiree Member. An individual can belong to only one membership class at any given time.

The membership of this Society shall consist of the following:

- a. Full Members – Full Members are individuals who have an interest in pharmacometrics and in furthering the mission and objectives of the Society. Each Full Member shall be entitled to all rights and privileges of the Society, including one (1) vote with respect to matters submitted to Members of the Society for a vote, subject to the requirements outlined in the Policies and Procedures Manual. In addition, a Full Member may serve as an Officer, Trustee, or Chair of a Committee, as determined by the Board of Trustees and subject to the Policies and Procedures Manual.
- b. Student Members – Student Members are individuals who are pursuing a bachelor’s degree, master’s degree, doctoral degree, or a postdoctoral fellowship in, or closely related to, the field of pharmacometrics. Members in this category must complete an application and submit documentation of current enrollment status. Student Members shall have no voting rights, and no Student Member may serve as an Officer or Trustee. A Student Member may serve as Chair of a Committee at the sole discretion of the Board of Trustees.
- c. Retiree Members – Retiree members are individuals who have permanently left the workforce and have reached an early or normal retirement age for their country of residence. This membership category is available by request only and must be approved by the Executive Committee. Members in this category must have held an ISoP membership for at least five consecutive years preceding the date of retiree status request. Each Retiree Member shall have the same voting rights as Full members and may hold Committee and Trustee positions; however, Retiree members are not eligible to serve as Officers.

Notwithstanding any provision of these Bylaws to the contrary, the Board of Trustees may, in its sole and final discretion, remove any individual from membership in the Society upon a determination that such individual has engaged in conduct that is detrimental to the Society, as provided in Section 3.

SECTION 2. Dues, Assessments, and Benefits:

- a. Annual Dues – are required for all categories of membership, unless determined by the Board of Trustees, and shall be decided and set annually by the Board of Trustees. Dues shall be payable on January 1st of each calendar year prospectively.
- b. Assessments and Benefits – The Board of Trustees, in its sole and final discretion, shall periodically determine the assessments and benefits for all categories of membership.
- c. Suspension – Any Full Member or Trainee Member who fails to pay annual dues by January 1st shall have a sixty (60) day grace period following notification in which to pay the required dues. Thereafter, the Board of Trustees may remove such individuals as a member of the Society for non-payment.
- d. Reinstatement – Any Full Member or Trainee Member who has had his or her membership in the Society revoked for nonpayment of dues may be automatically reinstated upon payment of

full dues for the current year, provided that any and all other membership requirements have been met.

- e. Exemptions on dues in extraordinary circumstances are determined by the Board of Trustees, in its sole and final discretion by majority vote, upon submission of a petition by the member in question.
- f. Members of the Society who have had their membership revoked by the Board of Trustees may not be reinstated without prior Board review and approval.

SECTION 3. Membership Termination:

An individual's membership in the Society may be terminated for the following reasons:

- a. Membership may be terminated for non-payment of dues as provided in Article III.
- b. Membership may be terminated in the sole and final discretion of the Board of Trustees upon its determination that cause for termination of the Member exists. Examples of sufficient cause for membership termination include, but shall not be limited to, a violation of the Society's Bylaws or any other policy or procedure duly adopted by the Society, or any other conduct detrimental or prejudicial to the best interests of the Society. The Board of Trustees shall adopt disciplinary policies and procedures which are consistent with all requirements of the Act.

ARTICLE IV: Membership Meetings

SECTION 1. Annual Meeting: The Society shall hold an annual meeting of the membership (the "Annual Meeting"), at a time and place to be specified by the Board of Trustees, and in accordance with the Act. The Board of Trustees may also decide to hold the annual meeting virtually. Additional meetings of the membership of the Society may take place as provided in these Bylaws, or as otherwise determined as necessary by the Board of Trustees.

SECTION 2. Special Meetings: A special meeting of the general membership may be called upon a written request of no less than twenty-five percent (25%) of the Members of the Society who are entitled to vote, or by written notice of the Board of Trustees of the Society. The business to be transacted at the special meeting shall be concisely set forth in the request or notice. Written or electronic notice of the date, time, place, and agenda of the meeting shall be sent to each member of the Society at least seven (7) calendar days prior to the meeting.

SECTION 3. Place of and Participation in Meetings: The Board of Trustees may designate the location and medium for any annual meeting or special meeting of Members. Members may participate in any meeting in person, or by telephonic or electronic means, provided that any such Member participating other than in person has a reasonable opportunity to participate and communicate during such meeting.

SECTION 4. Quorum: The presence of Members holding no less than ten percent (10%) of the total votes which may be cast at any meeting will constitute a quorum at the meeting. If a quorum is not present at any meeting of Members, a majority of those present may adjourn the meeting without further notice.

SECTION 5. Manner of Action: If a quorum is present, the act of a majority of the Members having voting rights shall be an act of the Members, unless the vote or action of a greater number of Members is required by statute or these Bylaws.

SECTION 6. Informal Action: Any action required or permitted to be taken at any meeting of Members may be taken without the meeting if all members entitled to vote with respect thereto provide approval of such actions through an electronic vote.

ARTICLE V: Officers

SECTION 1. Corporate Officers: The Corporate Officers of this Society shall include the President, President-Elect, Immediate Past-President, Treasurer, and Secretary. All officers must be Full Members of the Society who have paid dues for membership for the current and three (3) years immediately preceding the year of their election. The term for each Corporate Officer shall commence at the beginning of the calendar year following their election and last for the term described in Section 3 of Article V.

- a. President: The President shall be the principal elected officer of the Society. The President shall preside at all meetings of the Society and the Board of Trustees. The President shall also, under the direction of the Board of Trustees, designate and appoint representatives of the Society, serve as an ex-officio member of all Standing Committees, and generally administer the affairs of the Society according to the Bylaws and the Policies adopted by the Board of Trustees. At the expiration of his or her term, the President shall become the Immediate Past-President. The President serves a term of two (2) years.
- b. President-Elect: The President-Elect shall prepare to accept the duties and responsibilities of the President and shall preside at meetings and act on behalf in the absence of the President. At the expiration of the term of the then-current President, the President-Elect shall become the President. The President-Elect serves a term of 2 years.
- c. Immediate Past-President: The Immediate Past-President shall assist the officers in the administration of the Society and shall preside at meetings in the absence of the President and President-Elect. The Immediate Past-President serves a term of two years.
- d. Treasurer: The Treasurer is responsible for overseeing the keeping of financial records of the Society and shall have such other duties as prescribed by the President or the Board of Trustees from time to time. The Treasurer shall make a report on the finances at Board meetings as outlined in the Procedures & Policies or whenever requested or directed by the Board of Trustees. The Treasurer serves a term of two years and may serve no more than two successive terms.
- e. Secretary: The Secretary is responsible for overseeing the keeping of the Society records, minutes, and official and legal documents, and shall have such other duties as prescribed by the President or the Board of Trustees from time to time. The Secretary serves a term of two years and may serve no more than two successive terms.

SECTION 2. Election: The Society's officers will be elected annually by the Board of Trustees at its annual meeting. If the election of officers is not held at that meeting, the election will be held as soon as may be convenient. Each officer will hold office until the officer's successor has been duly elected and has been qualified.

SECTION 3. Resignation: An officer may resign at any time by submitting a written resignation to the Board of Trustees which becomes effective when formally accepted by the Board of Trustees.

SECTION 4. Vacancies: In the event of a vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, the President shall appoint a member of the Board of Trustees to fill the unexpired portion of the term if less than twelve (12) months remains in the unexpired term of office; otherwise an election of the successor shall be made by the Board of Trustees to fill the remainder of that term.

SECTION 5. Removal: The Board of Trustees may remove any officer elected or appointed by the Board whenever, in its judgment, the Society's interests would be best served. The removal will be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 6. Executive Director: The Board of Trustees may determine to employ or retain a person to serve as Executive Director of the Society, who shall be responsible for the administration and management of the Society. The Executive Director shall manage and direct all functions and activities of the Society and perform such other duties as the Board of Trustees may prescribe from time to time. The Executive Director shall be an ex-officio, non-voting member of the Board of Trustees and all Committees and/or Task Forces and reports to the President.

ARTICLE VI: Board of Trustees

SECTION 1. General Powers: The affairs of the Society shall be managed by its Board of Trustees.

SECTION 2. Structure: The Board of Trustees shall consist of the five (5) Officers of the Society and a minimum of six (6) and a maximum of twelve (12) non-Officer Trustees, as fixed by the resolution of the Board. Subject to the foregoing, the number of Trustees may be determined from time to time by action of the Board of Trustees, provided that there is no increase above the maximum or decrease below the minimum. No decrease in the number of Trustees shall shorten the term of any Trustees then in office. The Board of Trustees shall strive to include a Trustee from Europe and a Trustee from Asia consistent with the established Policies and Procedures. At all times, the total number of Trustees must be an odd number.

Section 3. Term of Office: Each Trustee shall serve a term of three (3) years. A Trustee shall not serve consecutive terms. All Trustees' terms shall commence at the start of the calendar year which follows the Trustee's election or appointment to the Board of Trustees.

Section 4. Qualifications of Trustees: Trustees shall be active members of the Society in good standing during the past three (3) years immediately preceding their election or appointment to the Board.

Section 5. Election: Trustees shall be elected by a plurality vote of the Members of the Society who are eligible to vote. Trustees shall be elected by electronic ballot or by any other method designated by the Board of Trustees, and consistent with established Policies and Procedures. Balloting must be completed two (2) weeks before the Annual Meeting.

Section 6. Meetings: Board of Trustees meetings shall be held at regular intervals, and the time and place of such meetings shall be at the discretion of the President. A majority of trustees, however, shall be authorized to call a Special Meeting if the entire Board is given no less than seven (7)

calendar days' notice, written or electronic, in advance of such a meeting. However, the Board of Trustees may waive this requirement by resolution or agreement.

Section 7. Quorum: At all meetings of the Board of Trustees, a quorum shall exist if at least a simple majority of the Officer-Trustees and a simple majority of the non-Officer Trustees, as then in office, are present.

Section 8. Virtual Conference Meetings: Members of the Board of Trustees may meet via telephone or video conference, by means of which all persons participating in the meeting can hear or otherwise simultaneously communicate with each other, when deemed necessary or appropriate by the President, provided that prior notice of such meeting is given to each member of the Board of Trustees as well as the items to be reviewed or acted upon. Such participation in a meeting shall constitute presence in person at the meeting.

Section 9. Action Without a Meeting: No meeting need be held by the Board of Trustees to take any action required or permitted to be taken by law, provided all members of the Board of Trustees individually or collectively consent in writing to such action, and the written consent (or consents) is (are) filed with the minutes of the proceedings of the Board. Action by written consent of Trustees will have the same force and effect as action by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken will state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Bylaws authorize the Trustees to act. The statement will be prima facie evidence of such authority.

Section 10. Proxies: Voting by proxies shall not be permitted.

Section 11. Vacancies: In the event that any Trustee position becomes vacant, the President shall appoint an interim Trustee to fill such vacant offices until a new Trustee is elected by the membership at the beginning of a new term. The number of non-officer Trustees may not fall below six (6) Trustees.

Section 12. Compensation: Trustees shall not receive any compensation for their services but may be reimbursed for expenses incurred in attending any regular or special meeting of the Board.

Section 13. Removal: Any trustee may be removed from office by an ad hoc committee. The process of removal by this ad hoc committee will be specified in a policy and procedure. A new trustee shall be appointed to fill the unexpired term of any removed trustee as provided in Article VI Section 11 of these Bylaws.

Section 14. Duties: The Board of Trustees shall:

- a. be the governing body of the Society;
- b. be responsible for the administrative and fiscal affairs of the Society;
- c. take charge of all Society properties, funds, and publications;
- d. establish the level of dues and assessments of the voting membership;
- e. be responsible for establishing all Society policy and position statements;
- f. review all committee and task force reports and vote on their acceptance;
- g. be the sole body responsible for amending the Society Bylaws and the Articles of Incorporation;
- h. select the time and place of the annual meeting of the Society.

Section 15. Indemnification: The Society, by the act of the Board of Trustees, shall indemnify any person who was, or is, a party to any proceeding by reason of the fact that he or she was, or is, a Trustee or Officer of the Society against any liability or settlement cost, and any expense (including attorneys' fees and associated costs) actually and reasonably incurred by him or her in connection therewith, to the full extent of the Society's power to so indemnify such person as provided by law.

Section 16. Executive Committee: There shall be an Executive Committee of the Board of Trustees.

- a. Membership – The Officers of the Society shall constitute the Executive Committee of the Board of Trustees.
- b. Powers – The Executive Committee, between meetings of the Board of Trustees, may act in the place and stead of the Board of Trustees on all matters, except those specifically reserved to the Board of Trustees by law, by the Articles of Incorporation, or by these Bylaws, pursuant to delegation of authority to such committee by the Board of Trustees. The Executive Committee may not appropriate unbudgeted funds nor establish external policy without Board of Trustees' approval. Actions taken by the Executive Committee shall be reported to the Board of Trustees.
- c. Executive Committee Charter – The Board of Trustees shall develop a charter for the Executive Committee, which charter shall set forth the duties and responsibilities of the committee members, and the administrative items required for the maintenance of the Executive Committee.

ARTICLE VII: Administration

SECTION 1. Administrative staff, including an Executive Director, may be retained by contract to perform such duties as specified by the Board of Trustees.

SECTION 2. The day-to-day operation of the Society will be governed by the Society's Policies and Procedures, subject to oversight by the President, Executive Committee, and Board of Trustees.

ARTICLE VIII: Committees and Task Forces

SECTION 1. The Society shall maintain the following standing committees:

- a. Executive Committee
- b. Finance Committee
- c. Nominations Committee

SECTION 2: Committees shall consider matters brought before them under the supervision of, and as directed by, the President and the Board of Trustees.

SECTION 3: Other Committees or Task Forces may be established by the President and the Board of Trustees. The President or Board of Trustees shall make appointments of Chairpersons according to the guidelines set out in the current Policies and Procedures Manual.

SECTION 4: The duties, structure, and function of each Committee shall be established in the respective Committee's charter. Each Committee charter shall be periodically reviewed, and any updates will be approved by the Board of Trustees by a majority vote.

SECTION 5: Committees may only be dissolved by the Board of Trustees.

SECTION 6: The President and/or the Board of Trustees may establish task forces to respond to a specific charge.

ARTICLE IX: Amendments

These Bylaws may be amended, repealed or altered, in whole or in part, pursuant to a two-thirds vote of the Board of Trustees, provided that the Board members have been notified of the proposed amendment at least thirty (30) days in advance of the meeting at which the vote will be taken, and provided that no such amendment shall be inconsistent with the provisions of the Articles of Incorporation.

ARTICLE X: Order

All questions of order not specifically defined in these bylaws shall be decided by generally-accepted principles of parliamentary procedure or with duly-adopted policies and procedures of the Society.

Article XI: Books and Records

The books and records of the Society shall be made available to Members and others only to the extent required by the Act.