

**CONSTITUTION**  
**OF**  
**THE INTERNATIONAL SOCIETY OF PHARMACOMETRICS, INC.**

**Adopted as of December 17, 2013**

**Article I - Name**

The name of the organization shall be The International Society of Pharmacometrics, Inc. (hereinafter the "Corporation" or "ISoP"). The Corporation shall be a nonprofit organization incorporated under the New Jersey Nonprofit Corporation Act (the "Act").

**Article II - Purpose, Mission and Vision**

**Section 1: Purpose:** The International Society of Pharmacometrics (ISoP) seeks to promote and advance the science of pharmacometrics, through Integration, Innovation, and Impact: (i) quantitative integration of multisource data and knowledge of clinical, biomedical, biological, engineering, statistical, and mathematical concepts, resulting in (ii) continuous methodological and technological innovation enhancing scientific understanding and knowledge, which in turn (iii) has an impact on discovery, research, development, approval, and utilization of new therapies.

**Section 2: Vision:** The vision of The International Society of Pharmacometrics (ISoP) is to promote and advance the discipline of Pharmacometrics and broaden its impact.

**Section 3: Mission:** The mission of the International Society of Pharmacometrics (ISoP) is the promotion and advancement of the discipline of pharmacometrics, through Integration, Innovation, and Impact: quantitative integration of multisource data and knowledge of clinical, biomedical, biological, engineering, statistical, and mathematical concepts, resulting in continuous methodological and technological innovation enhancing scientific understanding and knowledge, which in turn has an impact on discovery, research, development, approval, and utilization of new therapies.

Consistent with this mission, ISoP will:

- a) Serve as the sponsoring organization for International Conferences on Pharmacometrics;
- b) Offer a central organization for the integration of national and international Pharmacometrics communities, initiatives, consortia, and educational activities;
- c) Actively partner with other scientific and medical disciplines and organizations; and
- d) Provide resources, mentoring, leadership opportunities, and educational services to its members.

### **Article III - Organization and Powers**

The International Society of Pharmacometrics, Inc. is a nonprofit organization incorporated November 13, 2008, as The American Conference on Pharmacometrics, Inc., with an authorized name change to The International Society of Pharmacometrics, Inc. pursuant to and in conformity with the Act. The administration of the affairs and funds of ISoP shall be vested in the Board of Directors of the Corporation. The Board of Directors may do all acts which are not forbidden by the certificate of incorporation, or its by-laws, or by the laws of the state of New Jersey to promote and carry on all its objectives within or without the states and territories of the United States and foreign countries.

### **Article IV - Membership & Fellows**

Section 1: Members of ISoP. The qualifications for and rights and limitations of the Members of ISoP shall be as set forth in the by-laws of Corporation.

Section 2: Fellows of ISoP. The qualifications for and rights and limitations of the Fellows of ISoP shall be as set forth in the by-laws of Corporation.

### **Article V - Board of Directors**

Section 1: The Board of Directors shall be responsible for the affairs of ISoP as set forth in the by-laws of Corporation. The members of the Board of Directors shall consists of ISoP members elected as Directors by the membership as provided in the by-laws of the Corporation.

Section 2: The number, terms, election procedures and qualifications for and rights and limitations of the Board of Directors of ISoP shall be as set forth in the by-laws of the Corporation; provided, however, that the length of the term of office for the Directors may not be changed without the approval of the ISoP members.

### **Article VI - Officers**

Section 1: The Officers of ISoP shall consist of the officers as set forth in the by-laws of Corporation, which shall be elected by the Board of Directors as provided in the by-laws of the Corporation.

Section 2: The titles, terms, election procedures and qualifications for and rights and limitations of the Officers of ISoP shall be as set forth in the by-laws of the Corporation.

### **Article VII - Staff**

As set forth in the by-laws of the Corporation, the Board of Directors shall be empowered to contract the services of an Executive Director who shall be responsible for overseeing the administrative functions of ISoP, including the receipt and disbursement of funds under the direction of the Board of Directors.

### **Article VIII - Funds**

The funds of the International Society of Pharmacometrics shall be derived from dues collected from the membership as fixed by the Board of Directors, as well as from endowments, gifts,

grants, and bequests to ISoP, and from income from the various meetings, publications and such sources as may be agreed upon by the Board of Directors in accordance with the certificate of incorporation and by-laws of the Corporation, as the same may be amended from time to time, and the laws governing the Corporation.

#### **Article IX - Standing Committees**

Section 1: There shall be standing ISoP Committees to be established, appointed and removed by the Board of Directors as set forth in the by-laws of the Corporation.

Section 2: The Board may also create special ISoP Committees to be established, appointed and removed by the Board of Directors as set forth in the by-laws of the Corporation.

#### **Article X - Conferences**

Except as provided in the by-laws of the Corporation, conferences shall be held at times and places determined by the Board of Directors.

#### **Article XI - Amendments**

Section 1: Amendments to this Constitution may be proposed in writing at any business meeting of the Members or by mail, provided that each proposal is endorsed by at least twenty percent (20%) of the Members of ISoP. The proposed amendment shall be delivered to the President of ISoP and shall be immediately referred to the Board of Directors for consultation with the proposers. A report of such consultations shall be prepared for the President of ISoP.

Amendments may also be proposed by a majority vote of the Board of Directors. A report outlining the proposal shall be prepared for the President of ISoP.

Section 2: At least four (4) weeks prior to a vote on amendments, the proposed amendments and a list of supporting and opposing views shall be distributed to each Member of ISoP. Voting shall be in-person or by mail or electronic ballot. An affirmative vote of more than fifty percent (50%) of the total Members is required to adopt an amendment.

Section 3: The Board of Directors shall have the power to establish by-laws for the governance of ISoP and to alter, change or amend such by-laws as set forth in the by-laws of the Corporation, subject to the provisions of Article V herein.

#### **Article XII - Dissolution**

Any proposal for dissolution, merger, or change of name shall be made by the Board of Directors in accordance with the Act, and the certificate of incorporation and by-laws of Corporation, as the same may be amended from time to time.