

PRISME Forum Bylaws ADOPTED BY Board of Directors
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ARTICLE I – NAME AND LOCATION

Section 1: Name. The name of this corporation shall be the PRISME Forum (“PRISME”). PRISME is an acronym for “Pharmaceutical R&D Information Systems Management Executives.” PRISME shall be a nonprofit organization and be located in the State of Missouri.

Section 2: Offices. The principal offices of PRISME shall be at such place as the Chairperson (the “Chair”) designates within the State of Missouri, from time to time.

ARTICLE II – MISSION, GOALS AND ACTIVITIES

Section 1: Mission. The mission of PRISME will be to provide a forum for the exchange of non-commercially sensitive information among its Members in order to enhance the efficiency, effectiveness and impact of global Research and Development Information Management and Information Technology (“R&D IT”) organizations within the biotechnology and pharmaceutical (“biotech and pharma”) industries. PRISME will be devoted to improvement of general business conditions in the biotech and pharma industries and will not provide any services that would normally be carried out for profit. PRISME will observe all relevant anti-trust requirements and will not facilitate or allow discussions regarding commercially sensitive or confidential information. PRISME will not engage in any political or legislative activities.

Section 2: Goals. The major goals of PRISME will be to:

(a) Establish and maintain a network among the Members (as defined in Article III) that fosters open communication of non-commercially sensitive information.

(b) Educate Members regarding best practices in R&D IT in biotech, pharma and other

industries.

(c) Promote the development and use of standards for systems utilized in biopharma R&D.

(d) Create opportunities for open and informal dialogue between the Membership and suppliers of IT products used in biotech, pharma R&D and related life sciences organizations, and facilitate interactions with other pre-competitive collaboration organizations.

(e) Alert Members to new and emerging information technologies and products of special relevance to biotech and pharma R&D.

(f) Operate at all times within the statement of compliance as set out in Section 4 of Article III below.

Section 3: Activities. The major activities of PRISME will include:

(a) Semi-annual meetings of the Members (usually once in Europe/once in North America);

(b) Commissioning of working groups to conduct research and investigation into topics of interest to the Members;

(c) Inviting experts to present technology and product development overviews to the Members;

(d) Conducting benchmarking exercises regarding general directions and trends in R&D IT management or technology among the Member companies (without disclosing directly or indirectly any proprietary or commercially sensitive information);

(e) Special Interest Groups will be utilized to focus on specific topics of note to the Membership.

ARTICLE III – MEMBERSHIP.

Section 1: In General. Membership in PRISME is restricted to a senior R&D Information Management, Information Technology, Informatics, Digital, Data or equivalent leader (the “Member”) of any company that conducts discovery, development and/or regulatory submissions for proprietary pharmaceutical products. A company, in circumstances dictated by its organization structure and activities, may have more than one person as a member. Any person satisfying these requirements may become a Member by agreeing in writing to abide by the terms of these Bylaws and remitting payment of dues in accordance with Article IV.

Section 2: Obligations of Members. Each Member of PRISME agrees to:

(a) Attend and participate in at least one meeting per year, either by attending personally (which is preferred) or, by prior approval, sending a suitably qualified delegate;

(b) Abide by the rules and intent of these Bylaws;

- (c) Vote on issues submitted to the Membership by the Chair (not subject to delegation);
- (d) Conduct themselves in a manner that respects diversity among the Members;
- (e) Not disclose any commercially sensitive information or information that may be deemed confidential by the Member's company or any supplier to, or customer of, the Member's company;
- (f) Pay all dues owing from their Membership;
- (g) Pay for all costs of transportation, lodging and other individually incurred costs as a result of participation in PRISME activities and meetings;
- (h) Meet agreed commitments and deadlines; and
- (i) Respond promptly to communications from other Members.

Membership rights of Members may be terminated by the Chair for repeated failure to meet the above obligations. Members may terminate their own participation in PRISME immediately upon notice to the Chair. In neither instance will any portion of the Member's dues be refunded; however, dues are transferable to another qualified person within the same company as the terminated Member.

Section 3: Rights of Members. Each Member in good standing of PRISME will be entitled to:

- (a) Attend and participate in semi-annual meetings and all other activities sponsored by PRISME;
- (b) Vote on all issues submitted to the Membership by the Chair for decision (not subject to delegation);
- (c) Receive all documentation and materials made generally available at meetings and in working groups;
- (d) Delegate attendance and participation in any PRISME working groups; and
- (e) Receive the results of any informal benchmarking activities in which they choose to participate.

Section 4: Statement of Compliance. All meetings, working groups and communications will be open to all Members and any records thereof will be available for inspection by any Member. The Members acknowledge that discussing any commercially sensitive topics, including costs, volumes, inventories, sales level methods, channels of distribution, access to future products, markets, current or future prices, profitability, contract pricing or trading terms is prohibited. The Members of PRISME will strictly comply with all laws relevant to their activities, including United States federal and state anti-trust laws and European competition laws.

Section 5: Member(s) Emeritus. Upon occasion, the Membership has the option to elect a

former Member as “Member Emeritus.” This would be granted in the case where an individual who no longer qualifies as a Member under Article III. This would generally be applied to an individual retiring from a Member company and would be bestowed as an honor. The individual would be excused from the Membership fee and would maintain all the obligations and rights of members including voting on issues brought before the Membership.

ARTICLE IV - DUES AND CONTRIBUTIONS. PRISME will collect revenues only to the extent necessary to defray the costs of its meetings and activities. Changes to annual dues will be proposed by the Chair and voted upon by the Board. Contributions may be solicited in appropriate circumstances from vendors participating in meetings or other activities to defray operating expenses directly related to such vendor’s participation. PRISME is not organized to generate a profit and no part of its earnings, if any, will benefit any Member or Member company.

ARTICLE V - MEETING OF THE MEMBERSHIP.

Section 1: Meetings. Semi-annual meetings shall be held at such places and at such times as the Chair may deem appropriate (usually once in Europe/once in North America). Special meetings of the Membership may also be called by the Chair at any time upon written request of twenty percent (20%) of the Membership at least thirty (30) days in advance of such special meeting.

Section 2: Voting and Quorum. Certain official decisions or actions of PRISME will be presented to the Membership by the Chair for voting on the basis of one vote per dues paying Member or Member(s) Emeritus. Voting may occur at semi-annual or special meetings and/or electronically. Decisions will be made by plurality vote provided a quorum of two-thirds (2/3) of the Members participate in the vote. In the case of electronic voting, Members will have ten (10) business days in which to cast their vote. A quorum will have been established when two-thirds (2/3) of the Members have cast their vote by the end of the tenth (10th) business day. If at the end of the tenth (10th) business day no such quorum has been obtained, the vote will not be effective.

Section 3: Chairperson. The Chair shall preside at all Membership meetings. In the absence of the Chair, the Vice-Chair shall preside. In the absence of the Vice-Chair, a Member may temporarily assume the chair and invite a resolution nominating a Chairperson of the meeting from among the Members present.

ARTICLE VI – ORGANIZATION AND OFFICERS. PRISME is intended to operate as an informal association of qualified and interested parties (as provided in Section 1 of Article III). Officers will be appointed, and vacancies filled, by the Membership to coordinate activities and ensure the continuity of PRISME as follows:

Section 1: Chairperson. A Chairperson (the “Chair”) will be appointed from the Membership by a plurality vote of the Members for a two-year term. A Member can serve as Chair for a maximum of two two-year terms, not necessarily contiguously. The obligations of the Chair will be to:

- (a) Establish and communicate meeting agendas;

- (b) Conduct business and facilitate discussion at meetings;
- (c) Assist in recruiting new Members;
- (d) Appoint Committees as necessary to further the goals of PRISME and recruit volunteers from among the Members to serve on such Committees;
- (e) Ensure the appointment of Officers;
- (f) Oversee the work of the Officers and Committees;
- (g) Approve the annual budget, membership dues, and major expenditures;
- (h) Review the financial status of PRISME at least once per year; and
- (i) Transfer responsibilities to the Chair's successor.

Section 2: Vice-Chair. A Vice-Chair will be appointed by a plurality vote of the Membership for a two-year term coincident with the term of the Chair. The Vice-Chair will be appointed from the Membership. A Member can serve as Vice-Chair for a maximum of two two-year terms, not necessarily contiguously. In the event of the Vice-Chair becoming permanently disqualified or unable to exercise their office, the Chair will appoint an interim Vice-Chair from the membership who will serve until the end of the two-year term. The obligations of the Vice-Chair will be to:

- (a) In the event of the temporary absence or inability of the Chair to exercise their office, for example in the event that the Chair is unable to travel to an in-person meeting, become acting Chair for the duration of the meeting with all the rights, privileges, and powers as if they had been the duly appointed Chair;
- (b) In the event of the Chair becoming permanently disqualified or unable to exercise their office, the Vice-Chair will assume the role of Chair until the end of the two year term.
- (c) Support the Chair in ensuring the timely execution of operational leadership responsibilities.

Section 3: Secretary/Treasurer. A Secretary/Treasurer will be appointed upon nomination by the Chair. The Secretary/Treasurer may be appointed from the Membership or externally. Where the Secretary/Treasurer is not a Member, they will not have voting rights. The obligations of the Secretary/Treasurer will be to:

- (a) Establish and maintain a corporate record book containing the Charter, meeting minutes, and legal documents establishing and defining the status of the organization;
- (b) Assure the accurate preparation and timely distribution to the Members of meeting minutes;
- (c) Propose an annual budget and membership dues prior to each fiscal year;

- (d) Collect dues;
- (e) Review and approve hotel, restaurant and other contracts for meeting related expenses provided the contract prices are within budgeted amounts;
- (f) Review meeting expenses and submit them to the Chair for approval;
- (g) Remit payment for obligations incurred by the organization and approved by the Chair (in the absence or inability of the Chair or Vice-Chair to act, any such expenses must be approved by a Board Member);
- (h) Submit all forms due to governmental agencies including but not limited to tax filings;
- (i) Report to the Members annually on the financial and legal status of the organization.

ARTICLE VII – BOARD OF DIRECTORS. PRISME will maintain a standing Board of Directors (hereinafter “Board”) as follows:

- (a) The Board will be chaired by the PRISME Chair. Members for the Board will be selected by the Chair.
- (b) It will either directly conduct or commission sub-committees of the Board in order to complete the following activities or others as determined during the normal course of business:

1. Plan PRISME meetings as follows:

- (A) Schedule and lead Program Committee teleconference meetings and distribute minutes of same;
- (B) Prepare an agenda for the next regular meeting of Members in conformance with the guidance provided by the Members at the previous meeting;
- (C) Recruit speakers and consult with the speakers on the development of appropriate content for the meeting;
- (D) Work with the meeting coordinator to select the venue, meals, and provide lodging support;
- (E) Review and approve meeting materials prepared by the meeting coordinator;
- (F) Communicate the agenda and meeting logistics to the Members.

2. Recruit new Member companies to participate in PRISME.

3. Recruit replacements for Members who are no longer eligible for membership due to changes in job or role and enhance the diversity of the group.

4. Resolve issues regarding qualification for membership.
5. Act as a smaller leadership group for the organization as deemed appropriate by the Chair and the Membership. All activities of the Board will be communicated to the Membership, and if approval is needed, voting (as described in Section 2 of Article V) will be conducted.

ARTICLE VIII – DISSOLUTION. PRISME will continue to operate indefinitely unless terminated by vote of two-thirds (2/3) of the Members or by declaration of insolvency by the Chair. Upon termination, the Secretary/Treasurer will liquidate any assets, pay all legal debts, and donate the balance of funds to a charitable organization selected by the Chair that is qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No payment or refund of dues will be made to any Member or Officer as a result of termination except for reimbursement of expenses incurred on behalf of PRISME in the normal course of its business.

ARTICLE IX - INDEMNIFICATION OF OFFICERS AND DIRECTORS. Insofar as permitted by law, PRISME shall indemnify and save harmless each Officer and Director, now or hereafter serving, whether or not then in office, except in relation to matters in which such Officer or Director shall have been guilty of gross negligence or bad faith, from and against any and all claim, liabilities, penalties, forfeitures and fines, to which he/she may be or become subject by reason of his/her becoming an Officer or Director of PRISME, including the cost of reasonable settlements made with the approval of a majority of the Members of PRISME (other than those involved) even though less than a quorum. In addition, PRISME shall reimburse each Officer or Director for expenses reasonably incurred in the defense of such proceedings to enforce or collect any such claim, liability, penalty, forfeiture or fine, or shall assume the burden of such defense, whichever the Members shall elect to do. The foregoing rule of indemnification shall not be exclusive of other rules to which any such person may, nor hereafter be entitled to, as a matter of law, and shall also apply to duly appointed Chairmen of Committees and Counsel for PRISME.

ARTICLE X – MISCELLANEOUS.

Section 1: Non-profit Character, Non-Liability of Members. PRISME does not afford any pecuniary gain of the Corporation's net revenues to its Members. There shall be no personal liability of Members for PRISME obligations.

Section 2: Power to Acquire and Hold Property. PRISME shall be authorized to acquire by grant, gift, purchase, devise, bequest, and to hold and dispose of such property as the Members shall require, subject to such limitations as may be prescribed by law and the Articles of Incorporation for the benefit of the Members and not for pecuniary profit.

Section 3: Contracts, Checks, Deposits, and Funds.

(a) Contracts. The Members may authorize any Officer or Officers, agent or agents of PRISME, in addition to the Officer so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of PRISME. Such authority may be general or confined to specific instances.

(b) Checks, Drafts, etc. All checks, drafts or orders for payment of money, notice of other evidence indebtedness issues in the name of PRISME shall be signed by such Officer(s) or agent(s) of PRISME and in such manner as shall from time to time be determined by the Chair.

(c) Deposits. All funds of PRISME shall be deposited from time to time to the credit of PRISME at such bank or trust company or other depositories as an Officer may select.

(d) Loans: No loans shall be contracted on behalf of PRISME and no evidences of indebtedness shall be issued in its name unless authorized by the Members. Such authority may be general or confined to specific instances.

ARTICLE XI – AMENDMENTS TO THE BYLAWS AND ARTICLES OF INCORPORATION.

Section 1: By the Membership. A Member who is not an Officer may submit, in writing, a petition to amend these Bylaws. The supporting signatures of at least 10% of the Membership must accompany the petition. The petitioner will be required to submit an administrative fee to cover the costs of reproduction and mailing the ballot to the Membership if the proposed amendment does not have the support of the Chair. The administrative fee will be refunded to the petitioner only if the amendment is accepted and voting is consistent with Section 2 of Article V.

Section 2: By the Officers or Board members. Officers or Board members may propose an amendment to these bylaws by submitting the proposed changes for review and approval by a majority of the Board.

Section 3: Amendments to the Articles of Incorporation. Should an amendment to the Articles of Incorporation be deemed necessary, the Chair shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner set forth in these Bylaws for the notice of semi-annual or special Membership meetings. The proposed amendment shall be adopted upon receiving the affirmative vote of at least two-thirds (2/3) of the votes entitled to be cast by Members present or represented by proxy at such meeting. If the proposed amendment is adopted, the Chair shall direct that Articles of Amendment be executed and filed in accordance with the laws of Missouri.

ARTICLE XII - EFFECTIVE DATE OF BYLAWS.

These Bylaws shall become effective in force at the time of their acceptance by majority vote of the Board.

Approved on Date: 18 March 2025