PBIRG

Pharmaceutical Business
Intelligence & Research Group

CONSTITUTION

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PHARMACEUTICAL BUSINESS INTELLIGENCE AND RESEARCH GROUP

ARTICLE I

NAME

The name of the organization is the "Pharmaceutical Business Intelligence and Research Group," referred to as PBIRG.

ARTICLE II

MISSION

The PBIRG is a not-for-profit industry association dedicated to the advancement of global healthcare market research, business intelligence, and strategic planning in theory and practice.

OBJECTIVES

The objectives of the organization are:

1. To promote and enhance the roles and image of the market research, business intelligence, and strategic planning disciplines to
   - provide guidance on ethical issues in market research and business intelligence
   - communicate to management the value added by market research, business intelligence and strategic planning
   - provide benchmarking input on job content and levels
2. To provide education and training to enhance members' knowledge and skills by sponsoring meetings, workshops, and training sessions.
3. To provide a forum to address industry issues
   - facilitate development and dissemination of new data/database products and services
   - ensure quality control, standardization, and enhancement of current data/databases
   - conduct surveys on critical issues
   - provide input on market research certification
4. To facilitate communication among
   - ethical pharmaceutical, biotechnology, diagnostic, and medical device companies
   - market research agencies
   - market research associations (e.g., EphMRA, PMRG, CPMRA, JP-MG, MRSA)
   - industry/marketing associations (e.g., PhRMA)
   - other professional associations (e.g., SCIP, PMSA)
5. To provide input for other appropriate issues (e.g., guidelines for market researchers).

ARTICLE III

MEMBERSHIP

Section 1–Eligibility

A. FULL MEMBERSHIP

1. Full membership is available to
   a. any research-based pharmaceutical, biotechnology, generic drug, diagnostic, or medical-device corporation, subsidiary, division, partnership, or joint venture thereof that is active in the multinational marketing of pharmaceutical or healthcare products and is engaged in multinational market research. Said applicant shall become a member after approval by at least two-thirds vote of the elected officers.
   b. only one subsidiary or operating unit of a corporation may become a Full Member with attendant privileges; "corporation" shall include each subsidiary, division, partnership, or joint venture thereof. Each corporation will have only one vote.
   c. a biotechnology company which may have no product(s) currently available for sale in any market, said applicant shall become a member after approval by two-thirds vote of the elected officers.

B. AFFILIATE MEMBERSHIP

1. Affiliate Membership is available to
   any corporation, subsidiary, division, partnership, or joint venture thereof whose activity encompasses multinational pharmaceutical market research or business intelligence and whose activities are multinational in scope. Said applicant shall become an Affiliate Member after approval by at least two-thirds vote of elected officers.

2. Affiliate Membership is available to
   a. market research, advertising, consulting, publishing, and investment firms
   b. consumer or chemical companies whose scope of business encompasses multinational activities for the healthcare or pharmaceutical, biotechnology, diagnostic, or medical-device industry
   c. Universities
   d. in certain circumstances, market research companies with specific and specialized single market knowledge but whose activities are not necessarily multinational, said applicant shall become an affiliate member after approval by two-thirds vote of the elected officers
3. Affiliate Membership is not available to companies or consulting firms engaged in human resources recruiting activities.

Section 2–Limitations

Each membership is limited to the elected or approved corporation, subsidiary, division, partnership or joint venture thereof, and is not transferrable or assignable. Renewal of membership shall be automatic, unless there is a change in the corporation's status, as determined by the Executive Committee.

Section 3–Privileges of Membership

Membership is on an annual basis for the calendar year. All Full and Affiliate Members shall receive the proceedings of the Annual General Meeting (AGM).

A. FULL MEMBERS SHALL

1. have voting privileges [one (1) vote per Full Member company]
2. be eligible to hold office
3. be eligible to chair and serve on committees
4. receive minutes of Executive Committee Meetings
5. receive minutes of other Committee meetings
6. be eligible to attend any PBIRG event
7. be given access to the PBIRG web site

B. AFFILIATE MEMBERS SHALL

1. not have voting privileges
2. not be eligible to hold office
3. be entitled to a complimentary full-page black and white advertisement in the PBIRG Directory
4. be identified as Affiliate Members and listed separately in the Directory
5. be allowed to exhibit at the Agency Fair at the AGM
6. be allowed to distribute literature in accordance with AGM guidelines
7. be given special consideration for conducting PBIRG-sponsored surveys
8. advise PBIRG on agency issues via the Affiliate Advisory Board
9. participate in development and organization of meetings and/or other events
10. participate by invitation on the Affiliate Advisory Board and other committees
11. be given access to the PBIRG web site
12. be able to attend the PBIRG Networking events

C. NON-MEMBERS

Any agency that qualifies for Affiliate Membership may be entitled to attend or exhibit without becoming a member on a one-time-only basis, at the discretion of the Executive Committee.

Section 4–Representation of Members

Each Full Member shall designate one person to represent the corporation in all votes.

All Full and Affiliate Member companies are expected to be represented at the Annual General Meeting.

Section 5–Dues

New or continued membership shall be contingent upon the payment of annual dues for the calendar year. Dues shall be paid within 90 days of the invoice date. Non-payment of dues will result in the suspension of privileges until payment is received. Changes in annual dues for each class of membership shall be approved by at least two-thirds of the elected officers.

Section 6-Right of Appeal

Any company having been declined for membership has the right to appeal. This appeal must be in writing and received within 30 days of the date of notification that membership was denied and will be reviewed by the elected officers.

ARTICLE IV

REVOCATION OF MEMBERSHIP

The membership of any Full or Affiliate Member may be revoked, without the assignment of any cause, by a two-thirds majority vote of the elected officers at a duly convened meeting, provided that written notice of the intention to expel and reasons therefore have been provided in the notice of the meeting. No Member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Any member whose membership is revoked shall be entitled to a refund of the current membership fee on a prorated basis.

ARTICLE V

OFFICERS AND THEIR ELECTION

Section 1–Officers/Executive Committee

A. OFFICERS

PBIRG has seven (7) elected officers: President; Vice President/President-Elect; Vice President, Program Development and Education; Vice President, Business Research; Vice President, Primary Research; Treasurer; and the most recent Past President.

B. DUTIES OF OFFICERS

The Officers will

- set overall policy for the organization
- direct and coordinate activities of all Committees
- address issues important to the continuing health of PBIRG and/or the industry
- create or dissolve committees, as needed
- replace committee chairperson(s)
- provide for the day-to-day operational needs of the organization
- recommend the addition of Officer positions subject to approval by the voting Full Members.

C. EXECUTIVE COMMITTEE

The duties of the Executive Committee is comprised of the seven (7) elected officers who are voting members and a non-voting component consisting of the Committee Chairpersons, appointed PBIRG Staff members and invited guests.

D. DECISION MAKING

All Officers have voting privileges. Decisions shall be taken by a simple majority except in the case of application or revocation for Full or Affiliate membership as noted in Articles III and IV.

E. MEETINGS

The Executive Committee will meet at least three (3) times per year. Officers, or their designated representative(s), shall attend all Executive Committee meetings and the Annual General Meeting (AGM).

Section 2–Qualifications

Only representatives of Full Members are eligible to hold office. The elected Officers must represent at least three (3) Full Member corporations. There may be no more than two (2) Officers from any one Full Member corporation.

Section 3–Election and Term of Office

The PBIRG Executive Committee shall solicit nominations for voting Officer positions from its Full Members by August 15 of each election year. Members shall have 15 working days in which to nominate candidates. Executive Committee voting members shall then approve all candidates and officially nominate candidates for said year's ballot election process.

The Vice President/President-Elect shall be nominated by the Executive Committee for a three-year commitment, comprised of one-year terms in each of these three positions: Vice President/President-Elect, President, and Past President. The Treasurer shall be nominated by the Executive Committee for a two-year term. The Vice President, Program Development and Education, Vice President Primary Research, and the Vice President, Business Research shall be nominated by the Executive Committee and each shall serve for a two-year term.

Annual election process shall take place in September of every year, with term of offices commencing December 1 through November 30 of the following year. Ballots will be presented to voting Full Members with a period of 15 working days in which to respond with official votes.

Election of officers shall be by plurality vote of the Full Members [one (1) vote per Full Member company].

Section 4–Vacancy of Office

In the event that the President is unable to complete her/his term of office, the Vice President/President-Elect will assume the Presidency. For other vacant positions, the President will appoint a replacement, with such appointments subject to approval by the Executive Committee. Such appointees will serve as interim officer(s) with all attendant privileges until completion of the next formal election process [November 30].

Section 5–Duties of the Officers

A. PRESIDENT

The President shall call and preside at all Executive Committee Meetings. In the event that the President is absent, the Vice President/President-Elect shall preside at the Meeting. The President shall preside at all PBIRG meetings and events. The President will represent PBIRG at the Annual Meetings of EphMRA (European Pharmaceutical Marketing Research Group) and PMRG (Pharmaceutical Marketing Research Group).

The President will ensure that all responsibilities and activities delegated to the Vice Presidents and Officers are carried out. The President is responsible for liaising with other healthcare associations and organizations, such as EphMRA, PMRG, CPMRA, JP-MG, and PhRMA. After the President's term of office is concluded, he/she will serve one year as a member of the Executive Committee as Past President.

B. VICE PRESIDENT/PRESIDENT-ELECT

The Vice President/President-Elect shall assist the President on all assigned tasks. He/she will attend Executive Committee Meetings and shall chair Executive Committee Meetings in the absence of the President. He/she will attend the PBIRG Annual General Meeting. He/she will coordinate the activities of the Public Relations and Membership Committees and of the Affiliate Advisory Board.

C. PAST PRESIDENT

The most recent Past President will be a member of the Executive Committee for one year and will provide

consultation to the President. He/she will attend Executive Committee Meetings and the PBIRG Annual General Meeting. The Past President will be responsible for coordinating and recommending changes to the PBIRG Constitution and the operational procedures of PBIRG.

D. TREASURER

The Treasurer shall ensure that all financial records of PBIRG are current, accurate and in compliance with IRS and incorporation regulations. The Treasurer shall attend Executive Committee meetings and shall provide the Executive Committee with regular reports on the status of funds. The Treasurer or his/her designated representative shall attend the Annual General Meeting and make a financial report. The Treasurer shall prepare a budget covering expenditures for the next calendar year, to be approved by the Executive Committee before the start of the calendar year.

The Treasurer will supervise the preparation of the year-end financial report and will ensure that the preparation and/or review of tax and financial statements/documents comply with IRS and incorporation regulations. The Treasurer shall supervise the invoicing of membership dues and meeting registration fees. The Treasurer may approve disbursements of funds for budgeted items and for non-budgeted items under one thousand dollars ($1000); disbursement of funds for non-budgeted items exceeding $1000.00 must be approved by the Executive Committee. Signing authority is limited to the Treasurer and the President. The Treasurer will review and sign all contracts on behalf of PBIRG. The Treasurer will recommend the budget including salaries and other compensation for PBIRG Staff members. At the request of the Executive, the Treasurer will conduct an audit of all PBIRG financial practices and expenditures.

E. VICE PRESIDENT, PROGRAM DEVELOPMENT AND EDUCATION

The Vice President, Program Development and Education shall assist the President in all assigned tasks. He/she or his/her designated representative shall attend the AGM and Education Meetings and the Executive Committee Meetings. Whenever possible, he/she shall also attend the EphMRA and PMRG meetings and liaise with their respective training/education committees.

The Vice President, Program Development and Education shall coordinate and communicate to the Executive Committee the activities of the AGM and Professional Training and Development Committees and recommend to the Executive Committee the overall theme, content, and speakers. He/she will designate a Chairperson for the AGM Committee, the Professional Training and Development Committee, and other Committees as deemed necessary and may invite such Chairpersons to the Executive Committee Meetings.

F. VICE PRESIDENT, BUSINESS RESEARCH

The Vice President, Business Research shall assist the President on all assigned tasks. The Vice President or his/her designated representative shall attend the Executive Committee Meetings, the AGM Meetings, and the EphMRA Meeting. He/she will also attend other appropriate meetings related to the PBIRG objectives. He/she will liaise with EphMRA and PMRG on matters of data committees and participate in meetings as appropriate.

The Vice President, Business Research shall coordinate and communicate to the Executive Committee the activities of all the Business Research Committees: Classification; Secondary Data Source Issues; and Information Technology. He/she may designate a Chairperson for each Committee; such Chairpersons shall keep the Vice President, Business Research advised of Committee activities, and may be invited to attend the Executive Committee Meetings at the discretion of the Vice President, Business Research.

G. VICE PRESIDENT, PRIMARY RESEARCH

The Vice President, Primary Research shall assist the President on all assigned tasks. The Vice President, Primary Research shall attend the PBIRG Annual General Meeting and Executive Committee Meetings. The Vice President, Primary Research shall also attend other appropriate meetings related to the PBIRG's objectives.

The Vice President, Primary Research shall coordinate and communicate to the Executive Committee the activities of the Primary Research Committee. He/she may designate a Chairperson for the Primary Research Committee. Such Chairpersons shall keep the Vice President, Primary Research advised of Committee activities, and may be invited to attend the Executive Committee Meetings at the discretion of the Vice President, Primary Research.

ARTICLE VI

MEETINGS

The PBIRG shall hold at least two meetings each year: one meeting devoted to education/training of Members, and one general Membership Meeting (Annual General Meeting – AGM), focused on critical industry issues. Executive Committee Meetings will be held at least three (3) times annually; standing and ad hoc committees will meet as needed.

ARTICLE VII

COMMITTEES

All Committees shall submit an annual written report of their activities to the Executive Committee for presentation to the full membership at the AGM.

Section 1–Membership and Public Relations Committees and Affiliate Advisory Board

The Membership and Public Relations Committees and Affiliate Advisory Board shall be chaired by the Vice President/President-Elect. The Membership Committee shall identify and recruit new members and recommend policy to enhance Membership benefits. The Vice President/President-Elect shall communicate

Affiliate Members' issues and concerns to the Executive Committee. The Vice President/President-Elect shall assist the President in the role of liaison with other organizations. He/she shall make recommendations to the Executive Committee regarding Membership, Public Relations, and Agency issues.

Section 2–Program Development and Education Committee

The Vice President, Program Development and Education shall designate a Chairperson for the AGM Committee and a Chairperson for the Professional Training and Development Committee. The Chairpersons may appoint Full and Affiliate Members to serve on their committees. The AGM and Education Meeting Committees shall recommend the overall meeting theme and content and oversee the meeting logistics. The Program Development and Education Committees will make recommendations to the Executive Committee regarding education and training issues.

Section 3–Business Research Committee

The Vice President, Business Research shall designate a chairperson for each of the following Business Research Committees: Classification, Secondary Data Source Issues, and Information Technology. The Chairpersons may appoint Full and Affiliate Members to serve on their committees. The Business Research Committee will make recommendations to the Executive Committee regarding information or technology issues. Business Research Committees are responsible for surveying membership business research needs.

Section 4–Primary Research Committee

The Vice President Primary Research shall designate a Chairperson for the Primary Research Committee. The Chairperson will serve as liaison between PBIRG industry members and market research agencies, focusing on strengthening the quality and service, improving relationships, and introducing new product developments and shall promote the value of primary research within the industry. The Chairperson shall conduct survey(s) to assess major issues between PBIRG industry members and market research agencies and/or to benchmark current value. The Primary Research Committee will make recommendations to the Executive Committee regarding primary research issues.

ARTICLE VIII

AMENDMENTS

These articles may be amended by at least two-thirds of the Full Members via a mail ballot.