**COVER NOTE FROM LINDA**:

Dear RIC Board,

Attached are proposed revisions to the RIC Bylaws to (1) establish the new category of  “Industry Partners”, and (2) revise the Bylaws to permit modification of membership classes through a majority, rather than a supermajority, vote.

NOTE:  The change from supermajority to majority vote will have no impact on the current Board composition (with four of six Board members, constituting both a majority or a supermajority vote).  It is expected, however, that this revision will be important to enable prompt Board action on proposed revisions to membership classes (and their associated rights or privileges) once the size of the Board is expanded.

The Bylaws already address that solely entities that meet specified criteria have “voting” rights and therefore no further revision is needed in that regard.  Specifically, Section 2.1 states:

(a) Voting Members. Any entity that is a drug or biologic company sponsor (i.e. a New Drug Application (NDA), Abbreviated New Drug Application (ANDA) or Biologics License Application (BLA) holder, or similarly situated party, such as a licensee of such an entity) which (i) engages in commercializing (or developing for commercialization) FDA-approved pharmaceutical or biopharmaceutical products which are (or may be) subject to REMS, and (ii) supports furthering the goals of RIC, including undertaking activities to further those goals, may be admitted to a Membership Class (defined below), the members of which are entitled to vote on matters that are subject to a vote of the Members (each, a "Voting Member").

(b) Non-Voting Members. Any entity that supports furthering the goals of RIC which does not meet the above criteria for admission as a Voting Member may be admitted to a Membership Class, the members of which have no voting power (each, a "Non-Voting Member," and together with the Voting Members, the "Members," with each being a "Member").

Per Section 2.2 of the Bylaws, Membership Classes are classes of the RIC’s Membership with defined rights, privileges, conditions, and obligations. For your ease of reference, we include the full Bylaws, a “redline” comparison document that highlights the proposed changes to the Bylaws as compared to the existing Bylaws, and  the Industry Partner Application as attachments.  Upon the conclusion of your review, we will seek Board approval of these revisions to the Bylaws.

Please note the Bylaws (and particularly Exhibit A) should be updated if the Board creates any additional Membership Classes in the future so that the Bylaws remain an accurate and specific reflection of the RIC’s membership.

Kindly advise of any questions or concerns. Thank you.

Linda