

# **SOCIETY OF GENERAL PHYSIOLOGISTS**

## **BYLAWS**

### **ARTICLE I - PURPOSE**

To promote and disseminate knowledge in the field of General Physiology (the study of biological mechanisms through the systematic use of analytical investigations), to advance understanding and interest in the subject of General Physiology, and to engage in general scientific research in any field relating to General Physiology.

### **ARTICLE II - MEMBERSHIP**

#### **1. Eligibility**

Any individual actively interested in the field of General Physiology is eligible to become a member of the Society by completing and submitting the online membership application form.

#### **2. Classes**

There are four (4) classes of membership as follows:

##### **a. Regular Members**

Regular membership in the Society shall be open to any individual actively interested in the field of General Physiology and who has made significant contributions to knowledge in that field. Applications will be accepted at any time.

##### **b. Postdoctoral Members**

Postdoctoral scholars in the field of General Physiology shall be eligible for Postdoctoral membership in the Society. Applications will be accepted at any time.

##### **c. Student Members**

Students who are working toward an undergraduate or doctoral degree in the field of General Physiology shall be eligible for Student membership in the Society. Applications will be accepted at any time.

##### **d. Emeritus Members**

Any member, upon notifying the Society of his/her professional retirement, shall become an Emeritus member and shall be released from further payment of dues.

### **3. Term and Rights**

Membership shall be for a period of one (1) year. Members (i.e., current in their payment of dues shall have the right to vote on any matter put before the membership. Members may vote in person or by proxy.

### **4. Failure to Pay Membership Charges**

Any member who fails to pay annual dues or other assessments upon members for two successive years shall cease to be a member of the Society at the end of the second year but may be reinstated upon payment of dues for the next year. During the period of non-payment of membership dues, the member cannot vote on Society matters.

## **ARTICLE III - COUNCIL**

### **1. Membership, Election, Eligibility**

The management of the Society shall be vested in the Council, which shall have all of the powers of a board of directors of a nonprofit corporation. The Council shall consist of twelve to thirteen voting members: four or five Officers (described in Article IV) and eight Councilors elected from the membership, two of whom shall be postdoctoral fellows. The elected Councilors shall be chosen by the membership of the Society for three-year terms. There will be staggered terms for members of the Council so that approximately one-third of the Council are up for election each year. No elected member shall be eligible for re-election to the Council immediately after serving two consecutive terms, with the exception of the positions of Secretary and Treasurer, for which there are no term limits. The Postdoctoral Councilors shall each serve a single two-year term.

### **2. Nominations, Vacancies, Removal**

The Council shall serve as a nominating committee to select candidates for vacancies on the Council to be filled by vote of the members. Interim vacancies on the Council shall be filled for the unexpired term by a majority vote of the remaining members of the Council. Following a reasonable notice and opportunity to be heard Council, a Councilor may be removed with or without cause by vote of a majority of the Council or membership.

### **3. Meeting, Quorum, Voting**

Meetings of the Council may be held within or without the Commonwealth of Massachusetts. Notice is not required if the time and place of a meeting is fixed by the Council. Notice is required for special meetings of the Council. A majority of the Council shall constitute a quorum for the transaction of business at any meeting of the Council. Each member of the Council shall be entitled to one (1) vote. A majority vote of the members of the Council shall be required for any action except as otherwise provided herein or as provided by statute.

#### **4. Powers and Duties**

a. The Council shall have power to fix the amount of annual dues or other assessments upon members from time to time and the due date thereof, to adopt rules for its own governance and amend them at will, to set the time and place of meetings, to determine the policies and transact all business of the Society, and in general to exercise all powers necessary or proper to carry out the purpose of the Society except such as are especially reserved to the members thereof.

b. The Council shall appoint official representatives for specific terms to other societies and organizations as the need arises. These appointees shall be *ex-officio* members of the Council without the right to vote. The duties of these representatives shall be to place before the executive bodies of these societies and organizations such matters and views as the Council may determine and to transmit to the Council all pertinent information which may affect the interest of the Society.

c. The Council may engage the services of an Executive Secretary, Clerk, or other administrative entity to assist with management and conduct of society activities. In this document, this position is denoted Executive Secretary/Director

### **ARTICLE IV - OFFICERS**

#### **1. Officers**

The officers of the Society shall be a President, President-Elect, Secretary, Treasurer, and Past-President. All officers are members of the Council. No elected officer shall receive monetary compensation for their work on behalf of the Society.

#### **2. Terms of Office**

The President shall serve for two years, with the second year subject to Council approval. The President-Elect shall serve for two years, unless the President does not receive Council approval to serve a second year, in which case the President-Elect serves one year. The Secretary and Treasurer shall be elected to terms of three years. The Past-President shall serve one year. No officer, other than the Secretary and the Treasurer, may hold office more than two consecutive terms.

#### **3. Nomination and Election**

The Council shall attempt to select at least two candidates for each office to be filled and shall secure the consent of the nominee before placing a name on the ballot. All Regular members who have paid their dues shall be eligible for any office. Ballots (electronic or paper) shall be sent to all members of the Society not less than one nor more than four months prior to November 1. To be valid, ballots or results of online voting must be received by the Secretary or Executive Secretary/Director to receive them by November 1. A plurality of all votes cast shall be necessary for election. Newly elected members of the Council shall take office and assume their duties at the beginning of the following fiscal year. Except for the Past-President, who will serve for one additional year, all officers shall continue to serve until relieved by their successors.

#### **4. President**

The President shall be the chief executive officer of the Society, charged with the responsibility of carrying out its policies. The President shall preside at all meetings of the Council and at the annual business meeting of members. The President shall appoint the members of all committees except the nominating committee, call meetings of the Council, and perform such other duties as usually pertain to such office.

#### **5. President-Elect**

The President-Elect shall perform the duties necessary to the office of the President in the event of vacancy in the office of President or his absence or inability to act. The President-Elect automatically succeeds to the office of President upon a vacancy in that position.

#### **6. Past-President**

The outgoing President, termed Past-President, will remain on Council for one year in order to ensure a smooth transition of leadership to the new President and to assist the new President in carrying out his/her duties. An outgoing President who did not receive Council approval to serve the second year of the two-year term shall not remain on the Council or be awarded the title of Past-President.

#### **7. Secretary**

It shall be the duty of the Secretary, with the help of the Executive Secretary/Clerk, to provide minutes for all meetings of the Council and at the annual business meeting, and to make reports to the Council from time to time as may be requested by the President.

#### **8. Treasurer**

It shall be the duty of the Treasurer, with the help of the Executive Secretary/Clerk, to collect all monies due the Society and to keep them in safe custody in such depository as may be designated by the Council, to disburse funds upon order of the Council, to keep a detailed record of all receipts and disbursements, and to assure that such tax and/or exempt organization returns as may be required are filed. It shall be the duty of the Treasurer to assist the incoming Treasurer with financial matters. For the management, investment, and disposition of any funds that are above and beyond the normal operational needs of the organization, a Finance Committee, appointed as needed or desired by Council, shall meet and make recommendations to Council for approval. This Committee shall consist of the Treasurer, the Executive Secretary/Clerk, at least one other Council member, and such outside financial advisers as Council may deem appropriate.

#### **9. Past-Secretary and Past-Treasurer**

Upon election of a new Secretary or Treasurer, the previous Secretary or Treasurer will serve one year as Past-Secretary or Past-Treasurer. The Past-Secretary and Past-Treasurer serve as advisory, nonvoting members of Council.

## ARTICLE V – COMMITTEES

The Council may appoint committees to be elected from and carry out specific functions designed by the Council. Each committee will have a chair, who is a member of the Council in most cases. Council may, by vote, authorize a non-Council member to chair a committee. The chair of the committee may enlist SGP member volunteers who are not in the Council but whose interests and talents coincide with the purpose and definition of the committee, and who share the Council's general philosophy. The Councilors may designate one or more committees and delegate to any committee some or all its powers, except as provided by law. The designation of and the delegation of any authority to a committee shall not relieve the Council of its responsibilities imposed by law. The Council may determine the manner in which a committee may conduct business, either with or without a meeting. A majority of the committee members are required to constitute a quorum or to take specific actions.

## ARTICLE VI - MEETINGS

### **1. Annual Business Meeting**

A general meeting of the Society known as the annual business meeting shall be held once each year at a time and place determined by the Council. The Executive Secretary/Director shall provide written or electronic notice of the place, date, and hour of meeting of membership including stating the purpose of the meeting not less than two nor more than five months prior to the date set for such meeting.

### **2. Special Meetings**

Special meetings of the Society may be called by the President or by the Councilors and shall be called by the Executive Secretary/Director, at the request of members representing at least ten percent of the membership.

### **3. Quorum**

A majority of the membership shall constitute a quorum for all meetings of the membership unless otherwise required by law.

### **4. Group Meetings**

Meetings of groups formed within the Society with regard either to geographical locality or field of interest may be held at times other than that of the annual business meeting, and the formation of such groups shall be encouraged. Business of the Society as a whole shall not be conducted at such meetings. Such group meetings should be reported to the Council, but the formation or dissolution of such groups may take place without alteration of the status of group members as members of the Society.

## ARTICLE VII - FISCAL YEARS

The fiscal year of the Society shall be the calendar year.

## ARTICLE VIII - AFFILIATION

The Council is empowered to affiliate the Society with other organizations subject to approval by the Members.

## ARTICLE IX - FISCAL STATUS AND TERMINATION

The Society is a nonprofit scientific and educational body. No member of the Society shall be entitled to any distributive share of its assets, and in the event of dissolution, its assets remaining after payment of its just debts shall be given and distributed only to one or more of the following, selected by majority vote of the members of the Society:

- a.** a state, a territory, a possession of the United States, or any political subdivision of any of the foregoing, or the United States, or the District of Columbia, but only if the distribution is made for exclusively public purposes; or
- b.** a corporation, community chest, fund, or foundation meeting the conditions prescribed at the time of such distribution by Section 501 (c) (3) of the United States Internal Revenue Code of 1954, or any statutory enactment amending or replacing that section.

## ARTICLE X – INDEMNIFICATION

The Society may, by resolution of Council, provide for indemnification by the corporation of any and all current or former officers and Councilors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made a party by reason of having been an officer or Councilor of the Society, except in relation to matters wherein such individuals shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

## ARTICLE XI – AMENDMENTS TO THE BYLAWS

The Bylaws may be amended by one of two procedures subsequent to approval at a Council meeting by two-thirds of the Council members:

- a.** a majority vote in a ballot of the membership; or
- b.** a majority of the votes cast at the annual business meeting. Any member of the Society may recommend an amendment to the Council in writing.