

SOCIETY OF GENERAL PHYSIOLOGISTS

BYLAWS

ARTICLE I - PURPOSE

To promote and disseminate knowledge in the field of general physiology and otherwise 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*

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. Applicants not accepted may be reconsidered within a three-year period and should submit additional supporting material. After three years, a new application is necessary.

b. **Young Investigator Members**

Students who are working toward a doctoral degree in the field of General Physiology, or those who have earned their highest degree in this field within six years of the time of application, shall be eligible for Young Investigator membership in the Society. Applications for membership from these individuals must be sponsored by two Regular members of the Society; applications will be accepted at any time. Dues for Young Investigator members shall be one-half of the dues for Regular members. The term of membership in the Young Investigator member category shall be for a maximum of five years. Young Investigator members who continue to be active in the field of General Physiology may apply for Regular membership two years after earning the highest degree.

2. *Nomination and Election of Members*

Any two Regular members may submit the name of a candidate for membership in writing to the secretary together with a record of the academic and scientific achievements of the candidate. If the qualifications of a candidate are approved by a majority of the members of the Council, admission shall be affirmed at the next Council meeting. The affirmative vote of three-fourths of all votes cast shall be necessary for election.

3. *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 apply for reinstatement.

4. *Emeritus Members*

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

ARTICLE III - COUNCIL

1. *Membership, Election, and Eligibility*

The Council shall consist of thirteen members: the officers, the immediate past-president, 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, two or three (as required) to be elected each year. No elected member shall be eligible for re-election to the Council immediately after serving two consecutive terms; however, the postdoc councilors shall each serve a single two-year term. In the inaugural year (2004), the top vote-getter shall serve a two-year term and the other elected postdoc shall serve a one-year term, ensuring that one postdoc shall be elected each year thereafter.

2. *Nominations and Vacancies*

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.

3. *Voting*

A majority vote of the members of the Council shall be required for any action except as herein provided to the contrary.

4. *Powers and Duties*

a. The management of the Society shall be vested in the Council.

b. 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 reinstate members dropped from the membership for nonpayment of dues, 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.

c. 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.

d. The Council shall appoint a Clerk of the Society who is a resident of the State of Massachusetts.

ARTICLE IV - OFFICERS

1. *Officers*

The officers of the Society shall be a president, a president-elect, a secretary, treasurer, and past-treasurer. No elected officer shall receive a salary from the Society.

2. *Terms of Office*

The president-elect shall serve one year as such, followed by one year as president. The secretary and treasurer shall be elected to terms of three years. The past-treasurer shall serve one year. No person may hold office of secretary and/or treasurer for more than two consecutive full terms.

3. *Nomination and Election*

The Council shall 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 in good standing shall be eligible to any office and voting shall not be restricted to nominees. Ballots shall be sent to all members of the Society by the secretary not less than four nor more than six months prior to the date set for the annual business meeting. To be valid, ballots must be received by the secretary or other person delegated to receive them at least sixty days prior to the date of said meeting. A plurality of all votes cast shall be necessary for election. Newly elected members of the Council shall take office and assume their duties immediately following the annual business meeting, except for the treasurer, who will take office and assume his/her duties at the beginning of the following fiscal year. However, all officers shall continue 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. He shall preside at all meetings of the Council and at the annual business meeting of members. He 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.

6. *Secretary*

It shall be the duty of the secretary, with the help of the Clerk, to assure that the membership list of the Society is maintained and that applications for membership are processed, to act as secretary at all meetings of the Council and at the annual business meeting of members, to send all notices of annual business meetings and ballots to members of the Society, to make reports to the Council from time to time as may be requested by the president, and to file the annual report of the Society with the Commonwealth of Massachusetts.

7. *Treasurer*

It shall be the duty of the treasurer, with the help of the 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 by the Commonwealth of Massachusetts or the United States 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 Clerk, at least one other Council member, and such outside financial advisers as Council may deem appropriate.

ARTICLE V - 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. Notice thereof shall be mailed by the secretary to all members not less than two or more than five months prior to the date set for such meeting. Twenty Regular members shall constitute a quorum at annual business meetings.

2. *Certain Special 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 VI - FISCAL YEARS

All business involving the transfer of monies or properties shall be transacted on the basis of the twelve-month period beginning on the first day of October and terminating on the thirtieth day of September.

ARTICLE VII - AFFILIATION

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

ARTICLE VIII - 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 IX – 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 X – 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 mail 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.