

The Rio Grande Physiological Society Bylaws

ARTICLE I - NAME

The name of this corporation is The Rio Grande Physiological Society, hereinafter referred to as “The Society”.

ARTICLE II - MISSION

The Rio Grande Physiological Society promotes the discipline of physiology by: 1) facilitating scientific research collaborations among members; 2) providing educational resources to physiology instructors at local institutions at all academic levels; 3) supporting students and trainees interested in physiology-related careers; and 4) disseminating physiological knowledge related to health promotion and other topics of general interest to the public within the geographic region of the Rio Grande valley.

ARTICLE III - MEMBERSHIP

Section 1: Member Categories. The Society shall consist of the following:

- a) Regular Members. Any person who is presently engaged in physiological research, education, or administration of any physiologically related science is eligible to join as a Regular Member of The Society.
- b) Trainee Members. Trainee Members may be persons in postdoctoral or residency training positions, graduate or medical students, or undergraduate students.
- c) Student Members. High school and middle school students are eligible for Student Membership. Student Members will not pay membership fees and will not have voting rights.
- d) K-12 Educator Members. This membership category is available for teachers and other academic leaders actively engaged in STEM education.
- e) Industry Members. Any for-profit organization, or individual affiliated with such a corporation, committed to advancing physiology is eligible for membership in this category.
- f) Friends of the Society Members. Any individual interested in supporting the mission of The Society is eligible for membership in this category.
- g) Emeritus Members. A Regular Member may request transfer to Emeritus Membership if they are retired from full-time employment and are in good standing with The Society at the time of application. An Emeritus Member may be restored to Regular Membership status upon request.

Section 2: Rights of Members. Unless otherwise noted, all members shall have full voting rights. All members have the right to be nominated for committee service; all members with voting rights are eligible to serve as an officer.

Section 3: Code of Ethics. All members of The Society are expected to uphold generally accepted professional ethical standards.

Section 4: Termination of Membership. The Executive Committee may terminate or suspend the membership of any member for becoming delinquent in their dues payment or for violating the code of ethics. Reinstatement may be granted following reapplication. Any member may resign their membership at any time by giving written notice of such resignation to the President or the Secretary of The Society; paid membership dues will not be reimbursed. The resignation of a member does not relieve any obligations incurred or commitments made prior to their resignation.

ARTICLE IV - DUES

Section 1: Annual Dues. The amount of the annual dues for each membership category shall be determined each year by the Executive Committee. Dues shall be paid annually at the beginning of the calendar year.

ARTICLE V - OFFICERS & DUTIES

Section 1. Officers. All officers shall be regular members of The Society and shall reside within the general region served by The Society. The President, Vice President, and Immediate Past President must be members of the American Physiological Society, in good standing, for the terms of their service. The officers shall be:

- a) President. The President shall call one annual business meeting and other additional meetings as required to conduct the business of The Society. The President will determine the Annual Meeting theme and serve as the annual meeting coordinator. The President shall serve a one-year term and then serve for one year as Immediate Past President.
- b) Vice President. The Vice President shall serve together with the President for one year, and then rise to the office of President to work together with the new Vice President and the Immediate Past President. The Vice President shall act as President in the absence of the President. The Vice President should not be from the same institution as the President.
- c) Immediate Past President. The Immediate Past President shall serve in an advisory role to the Executive Committee members for one year. The Immediate Past President shall act as President in the absence of both the President and Vice President.

- d) Treasurer. The Treasurer shall serve three years. The Treasurer will be responsible for the preservation of The Society's funds, the maintenance of financial records, including receipts. The Treasurer shall report on the financial status of The Society at the annual Business Meeting, and/or upon the request of the Executive Committee. The Treasurer shall disperse funds as authorized by the Executive Committee. The Treasurer shall also be responsible for any income tax filings. The bank account will be maintained under the name of the Treasurer. The Treasurer shall track Society membership and ensure the payment of dues. The Treasurer shall refuse the disbursement and receipt of any funds for purposes in variance with the Bylaws or Articles of Incorporation of The Society.
- e) Secretary. The Secretary shall serve three years. The Secretary will be responsible for the generation, storage, and archiving of meeting minutes and the recording of The Society's activities including elections. The Articles of Incorporation and the Bylaws of The Society shall be maintained by the Secretary. The Secretary will communicate Society information to the membership. The Secretary shall oversee the election of new officers.

Section 2. Holding Multiple Offices. Except for the offices of Treasurer and Secretary, which may be held by the same Regular Member of The Society, all other offices may not be held by the same person.

Section 3. Re-election. The Treasurer and Secretary positions may serve consecutive terms if re-elected. President may not serve more than one consecutive term. The Immediate Past President may not run for the office of Vice President until one year after the end of their term.

ARTICLE VI - COMMITTEES

Section 1: Executive Committee. The Executive Committee shall be composed of the President, Immediate Past President, Vice President, Treasurer, Secretary, the Chairpersons of any special committees, and a Trainee Member Representative determined by the Trainee Membership or by the Executive Committee. The responsibilities of the Executive Committee shall include:

- a) Review and vetting of membership applications
- b) Receive and review reports from the Treasurer
- c) Determine the general timing of the Annual Meeting
- d) Establish a yearly financial plan
- e) Review and approve or decline proposed activities by the membership
- f) Establish annual membership dues and registration fees for the annual meeting
- g) Review and approve meeting minutes from the Secretary

Section 2: Annual Meeting Committee. The Annual Meeting Committee shall be appointed by the President.

Section 3: Special Committees. Special committees, necessary for the function and success of The Society, may be created by the Executive Committee. Committee Chairpersons shall be elected by the Executive Committee. Committee Chairpersons will work with the Executive Committee to recruit the members of their own committee.

Section 4: Removal and Vacancies. Officers may be removed from office if a vote of no confidence is secured by a simple majority of the Executive Committee members, and a two-thirds majority of the membership of The Society. Any vacancy among the Executive Committee seats caused by death, resignation, or removal may be filled by vote of the remaining Executive Committee members. In the instance of the vacancy of the President, the Vice President will serve as the President and a new Vice President will be nominated following the procedure outlined in Article VII. Vacancies in the Immediate Past President seat will remain vacant until elections occur at the next annual meeting, at which time the President will assume this position. For all other Executive Committee members, approval by a majority of the remaining Executive Committee members will determine the filling of any vacancies. An Executive Committee member elected to fill a vacancy shall hold that office until the next business meeting but may be considered for continuation in that position in the next elections process.

ARTICLE VII - NOMINATIONS, ELECTIONS & VOTING

Section 1: Elections Procedures. The Secretary shall solicit nominations for officers from the membership. Prior to presenting the list of nominees to the membership, the Secretary should inquire whether the nominees accept the nomination. At this time, potential conflicts of interest shall be declared by the nominees. The list of vetted nominees shall be presented to the membership no less than six weeks prior to the annual business meeting. Officers will be elected via electronic ballot no less than two weeks prior to the annual meeting. Elected officers will be informed immediately upon closure of the ballot, and the results of the election will be announced to the membership. New terms will commence at the closing of the annual meeting. Meeting(s) of the Executive Committee during the annual meeting will include current and incoming officers. The candidate receiving the most votes will be elected; in the event of a tie, the Executive Committee will deliberate and determine a run-off procedure.

Section 2: Nominations. Individuals may be nominated by any Member of The Society of The Society or by self-nomination. Nominees will submit a statement of interest in the position and a biographical sketch.

ARTICLE VIII - MEETINGS

Section 1: Annual Meeting. An Annual Meeting of the Society will be held for the exchange of scientific and educational findings, and the recognition of outstanding member contributions. A

Section 3: Business Meeting. A business meeting of The Society will occur at the end of the Annual Meeting. This meeting will be held to transact business, announce newly elected officers, receive the Treasurer's and Secretary's reports, announce the location and approximate date for the next annual meeting, and conduct related activities. A quorum to conduct business at meetings of The Society shall be those members with voting rights present at the business meeting.

Section 4: Executive Committee Meetings. The Executive Committee shall meet at the beginning of the Annual Meeting, prior to the Business Meeting. Additional meetings of the Executive Committee may be called by the President as needed.

Section 5: Special Meetings. Any member may petition the Executive Committee to convene a special meeting of The Society.

ARTICLE IX - PROHIBITED ACTIVITIES AND DISSOLUTION

Section 1: Prohibited Activities. Notwithstanding any other provision of these Bylaws, no member or officer of The Society shall take any action or carry on any activity by or on behalf of The Society that is not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code.

Section 2: Dissolution. In the event of a voluntary dissolution of The Society, any remaining assets will be distributed in the following manner:

- a) Assets. Upon the dissolution of The Society, any remaining assets after payment, or provision for payment, of all debts and liabilities shall be distributed to the American Physiological Society for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Service. If the American Physiological Society cannot use the funds for a tax-exempt purpose, the assets shall be donated to a non-profit organization carrying out scientific and/or educational services for disadvantaged people in the region served by The Rio Grande Physiological Society.
- b) Distribution. The amount to be distributed is to be determined by a simple majority of the members present at the meeting called for distributions.
- c) Meeting. Written notice of a meeting for the distribution of funds must be sent by the President at least four weeks prior to the meeting. The time and location of the meeting will be set by the President.

ARTICLE X - AMENDMENTS

Section 1: Amendments. These bylaws may be amended at a Business Meeting, by a two-thirds vote of the voting members present. Proposed amendments must be in appropriate parliamentary form and must not conflict with or nullify un-amended sections of the bylaws.

Section 2: Notice. A notice of proposed amendments must be sent to the voting membership by the Secretary, with the approval of the Executive Committee, no less than four weeks prior to the date of the meeting in which they will be discussed and voted upon.

ARTICLE XI - GENERAL

Section 1: Equity. The Society shall function based on inclusivity for all members including equal opportunity and organizational diversity. Under no circumstances will The Society support or tolerate language, action or behavior deemed by standard societal convention as discriminatory, harassing, or of a nature that violates basic human rights.

Section 2: Environment. The Society is dedicated to providing a dynamic, inquiry-based environment where physiological research and teaching are valued, discussed, and critiqued.