

# Bylaws

## Michigan Physiological Society

(Adopted July 4, 2012, Modified June 26, 2017)

### Article I. *NAME*

The name of this organization is the Michigan Physiological Society hereinafter referred to as “The Society”.

### Article II. *PURPOSE*

The purpose of The Society is to promote an increase of integrative physiological knowledge, its dissemination and its utilization in the state of Michigan. The Society will provide a dynamic, inquiry-based environment where non-reductionist physiological research and teaching are valued, discussed, and critiqued. Under no circumstances will the Society support or tolerate language, action or behavior that are deemed by standard societal convention as discriminatory, harassing, or of a nature that violates basic human rights.

### Article III. *MEMBERSHIP*

**SECTION 1:** The Society shall consist of regular members, emeritus members and student members. Unless otherwise noted, all members shall have voting rights, which include the election of Executive committee members and voting on proposed changes in Bylaws which are held at the annual meeting as outlined in Article VII. Voting rights shall cease on the termination of membership.

**SECTION 2: *Regular Members.*** Any person who is presently engaged in physiological research or teaching in the state of Michigan shall be eligible for regular membership in The Society.

**SECTION 3: *Emeritus Members.*** A regular member may apply to executive committee for transfer to emeritus membership if that person (1) has reached the age of 65 and is retired from regular employment at an institution or within a physiology-related field or (2) has been forced to retire from regular employment because of illness or disability. An emeritus member may be restored to regular membership status on request to council.

**SECTION 4: *Trainee Members.*** Any individual who is actively engaged in physiological work in the state of Michigan shall be eligible for membership in this category including students at the high school level and above, post-doctoral fellows and laboratory staff.

**SECTION 5: *High School Instructor or K-12 Educator.*** Any educator at the K-12 level who is actively engaged in physiology education and/or research in the state of Michigan shall be eligible for membership in this category.

**SECTION 6: *Faculty/Science/Industry Member.*** Any individual who has received their MD, PhD or other terminal degree and is actively engaged in physiology education and/or research in the state of Michigan shall be eligible for membership in this category.

**SECTION 4: *Friend of Physiology Member.*** Any individual who interested in supporting physiology education and/or research in the state of Michigan via payment of membership dues shall be eligible for this category. Individuals in this category need not reside in the State of Michigan and will not be responsible for voting at the annual meeting.

#### **Article IV. DUES**

The amount of the annual dues shall be determined by the executive committee. Any member whose dues have not been paid within six months of expiration shall be dropped from membership. Reinstatement shall be accomplished by reapplication and submission of the annual dues required. The Executive Committee may also adopt such rules and regulations as it deems necessary or advisable for the suspension or termination of membership.

#### **Article V. OFFICERS & DUTIES**

**SECTION 1:** The officers of The Society shall be the President, Past President, and President Elect, and Secretary/Treasurer. The President shall not be from the same university or institution for two consecutive terms.

**SECTION 2:** The Executive Committee may from time to time designate assistant officers who shall exercise and perform such powers and duties as the offices whom they are elected to assist shall specify and delegate to them, and such other powers and duties as may be prescribed by the Code of By-Laws, the Executive Committee or President. Unless so authorized by the EC, no officer, agent or employee shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credit or render it liable (financially or otherwise) for any purpose or to any amount.

**SECTION 3:** The President shall call meetings, determine the annual meeting theme, and serve as the annual meeting coordinator as required to conduct The Society's business. The President shall serve a one year term after which he/she serves as Past-President.

**SECTION 4:** The President-Elect shall serve together with the President for one year, and then become President to work together with the new President Elect and the Past President. The President-elect shall act as President in absence of the President. The Past President shall serve in an advisory role to the President for one year. At the request of the President, the Past President shall act as President in absence of both the President and President-Elect.

**SECTION 5:** The Secretary/Treasurer shall serve three years. During the outgoing year, the Secretary/Treasurer shall assist with the transition of a new Secretary/Treasurer. The Secretary/Treasurer will be responsible for meeting minutes, the preservation of The Society's funds, and shall report on financial status of The Society. The Secretary/Treasurer shall disperse funds as authorized by a majority of the membership, the unanimous consensus of the Executive Committee, or as contained in the budget prepared by the Executive Committee. The Secretary/Treasurer shall also be responsible for any income tax filings. The bank account will remain under the name of the Secretary/Treasurer for the duration of their term and will be updated following the election at the annual meeting when a new Secretary/Treasurer assumes position. Additional annual cardholders will be appointed by majority vote of the Executive Committee.

#### **Article VI. COMMITTEES**

**SECTION 1:** The Executive Committee shall be composed of the President, Past-President, President Elect, Secretary/Treasurer, and Chairpersons of any standing committees. Standing committee Chairpersons will be appointed by the Executive Committee for 3 year terms, although 1-2 year terms are also possible to maintain continuity of the Executive Committee. Any formal action(s) taken by the Executive Committee that obligates the Society in an official capacity (i.e. financial or otherwise), will occur only with the passage of a majority vote by the Executive Committee. Voting will occur either at a regularly called Executive Committee meeting, or via electronic voting within one week of such meeting, at the discretion of the Society Officers. Official voting will only occur after a motion has been put forth by an Executive Committee member, seconded by another Committee member and discussed upon request of any other committee member.

**SECTION 2:** Standing committees shall include the following: K-12 Outreach Committee: This committee will organize K-12 outreach activities related to integrative physiology, and will promote participation in the APS PhUN week.

**Membership and Fundraising Committee:** This committee will coordinate membership recruitment/renewal, and will promote and engage in philanthropic activities to build and sustain a budget that supports The Society's mission.

**Trainee Committee:** This committee will consist of graduate students and post-doctoral fellows, and will promote engagement of trainees (high school, undergraduate, graduate, and post-doctoral) within The Society. The chairperson of this committee will work closely with the President in the planning and execution of the annual meeting.

**SECTION 3:** Committee Chairpersons shall appoint members of their own committee with final approval through the Executive Committee. Members of the committee shall serve a term of 1-3 years.

**SECTION 4:** The Annual Meeting Committee shall be chaired by the President.

**SECTION 5:** The elections procedure shall be determined by the Executive Committee (as outlined in Article VII).

**SECTION 6:** Special committees, necessary for the development of The Society, may be appointed ad-hoc by the President if approved by majority vote of the Executive Committee.

**SECTION 7:** Any vacancy among the Executive Committee caused by death, resignation, removal, or otherwise may be filled by the members entitled to vote for Executive Committee members of the remaining Executive Committee. In the instance of the vacancy of the President, the President-Elect will serve as the President and a new President-Elect will be nominated following procedure outlined in Article VII. Vacancies in the Past-President will remain vacant until elections at the annual meeting at which time the President will assume the position. For all other members, an affirmative vote of a majority of the Executive Committee members remaining in office will determine replacement of any vacancies. An Executive Committee member elected to fill a vacancy shall hold office until the expiration of the term of the original Executive Committee member causing the vacancy and until a successor shall be elected and qualified.

#### **Article VII. *NOMINATIONS & ELECTIONS***

**SECTION 1:** Officers will be elected via closed ballot at the annual meeting and their terms will commence at the closing of the annual meeting.

**SECTION 2:** The Executive Committee shall serve as the President-Elect and Secretary/Treasurer nominating committee. This committee will solicit nominations from the membership over a one month period, and two months prior to the annual meeting to allow the Executive Committee to place candidates on the ballots and to send to Membership four weeks prior to the annual meeting. To be considered for President-Elect and Secretary/Treasurer, a nominee must submit their curriculum vitae, along with 2 letters of recommendation from active members of The Society. The nominating committee will select up to two individuals for the final ballot to be administered to the membership at the annual meeting, with majority vote as the selection. In the event of a tie, the Executive Committee will deliberate and decide by majority vote. As part of the acceptance of a nomination to serve on the Executive Committee or any other capacity authorized by the Executive Committee, individuals shall disclose all existing conflicts of interest or potential conflicts of interest that could occur as a result of serving on the MPS Executive Committee. Examples of conflicts of interest include financial or academic relationships with other members of the Executive Committee, the membership, or individuals or organizations in position to affect MPS business or academic relationships via conflicts of interest. Current Executive Committee members and those already serving in the above capacities will also report conflicts of interest or those that may develop while in their position. The Executive Committee will determine, by majority vote, whether conflicts of interest have the potential to interfere with the financial, ethical or academic business of the Society. If a majority approval is carried, the Executive Committee will then determine, again by majority vote, the extent to which the nomination will be carried forward and if so, any restrictions upon the activities of the individual(s) with conflicts of interest, in order to protect the integrity and financial status of the Society.

**SECTION 3:** In the event that a Secretary-Treasurer with year(s) remaining on their term is elected President-Elect at the annual meeting, a special election to replace the Secretary-Treasurer will be conducted within 2 months of the annual meeting. The nomination committee and procedures will be the same as outlined in Article VII Section 2, but the election will take place electronically under the supervision of the Executive Committee.

### **Article VIII. MEETINGS**

**SECTION 1: *Annual Meeting.*** A meeting of the Society will be held annually for transacting business, electing officers, presenting communications, and conducting related activities.

**SECTION 2: *Time and Location.*** Proposals from any MPS member in good standing for the date and location of the following year's annual meeting will be considered by the Executive Committee up to two months prior to the current year's annual meeting. After consideration, or if no such proposals are received by the proposal deadline, the Executive Committee will decide on the date and location of an annual meeting by majority vote within one month of the annual meeting.

**SECTION 3: *Special Meetings.*** Special meetings shall be held at such times as the Executive Committee may determine. Special meetings may be called by the Executive Committee to vote upon any proposed action to be taken by regular or Executive Committee members or on behalf of the Society that places financial or other obligations upon the Society. Approval will only occur following majority vote by the Executive Committee. No member of the Society shall have any power or authority to bind the society by any contract or engagement, or to pledge its credit or render it liable for any purpose or to any amount.

**SECTION 4: *Quorum.*** A quorum for the transaction of Society Business shall be those members at the annual meeting.

**SECTION 5: *Investments.*** The Society shall have the right invest and reinvest any funds held, according to the judgement of the Executive Committee.

**SECTION 6: *Voting.*** The Executive Committee may adopt, if approved by a two-thirds majority of the Executive Committee, electronic mechanisms providing notice, for receiving votes, for receiving proxies, and for any other action in which a “writing” would be required by law, the articles, bylaws, or corporate policy so long as any such mechanism meets any applicable requirements of Michigan state law, considers existing and potential technological advances and defects; is practical, reliable, and effective; and insures the security and integrity of electronic digital writings.

#### **Article IX. *DISSOLUTION***

**SECTION 1:** In the event of dissolution of The Society, Funds remaining after the payment of all obligations shall be donated to the American Physiological Society.

**SECTION 2:** Amount to be distributed is to be determined by a plurality of the members present at the meeting called distributions.

**SECTION 3:** Written notice of a meeting called for the distribution of funds must be sent at least four weeks prior to the meeting.

#### **Article X. *AMENDMENTS***

**SECTION 1:** These Bylaws may be amended at any regular meeting, or any special meeting duly called for the purpose by a 2/3 vote of the voting member present.

**SECTION 2:** A notice of such amendments must be sent with a notice of such meetings at least four weeks prior to the date of the meeting.

**SECTION 3:** The proposed amendments must be in an acceptable parliamentary form and must not conflict with or nullify un-amended sections of the Bylaws.