

## **CONSTITUTION AND BYLAWS**

### **CONSTITUTION**

#### Article I. Name

The name of this organization is the OKLAHOMA SOCIETY OF PHYSIOLOGISTS.

#### Article II. Purpose

The purpose of the Society shall be the promotion of the disciplines of physiology, the advancement of research and teaching, to provide for informal discussions of research and teaching, and to encourage fellowship among persons interested in physiology and related fields.

### **BYLAWS**

#### Article I. Membership

Section 1. The Society shall consist of regular members and associate members.

Section 2. Regular Members. Persons who have conducted and published meritorious original research and/or are actively engaged in teaching and who hold a terminal degree are eligible for regular membership in the Society. Only regular members shall be voting members.

Section 3. Associate Members. Persons who are engaged or who are interested in research and teaching shall be eligible for associate membership in the Society. Associate members may later be proposed for regular membership.

Section 4. Membership Procedure. Potential members should submit a letter of intent, with a curriculum vitae and a recommendation from a regular member of the Society to the Society to the Secretary-Treasurer of the Society. All applications will be reviewed by the Council and approved by the voting members of the Society at subsequent business meeting. Unanimous approval is required.

## Article II. Officers

Section 1. Officers. The officers of the Society shall be President, Vice-President, and Secretary-Treasurer.

Section 2. Terms of Office. The term of office of the president shall be one year, beginning at the close of the annual meeting.

Section 3. Secretary-Treasurer. The term of office of the Secretary-Treasurer shall be for three years, beginning at the close of the annual meeting.

Section 4. Council. The management of the Society shall be vested in a council consisting of the President, Vice-President, and Secretary-Treasurer. The President will chair the council. The council will have the responsibility for membership, organizing and planning the annual meeting.

Section 5. Election of Officers. Election of officers shall be by a simple majority of regular members voting.

## Article III. Committees

Section 1. Nominating Committee. The nominating committee shall be composed of four regular members serving for a term of two years. Two members will be elected annually by a simple majority of members voting.

## Article IV. Meetings

Section 1. Annual Meeting. A meeting of the Society for the transacting business, electing officers and members, presenting communications, and related activities, shall ordinarily be held in the Fall of each year.

Section 2. Quorum. A quorum for the transaction of business of the Society shall be those members present at the annual meeting.

Section 3. Parliamentary Authority. The rules contained in Robert's Rules of Order, Revised shall govern deliberations in all cases where they are applicable and are not inconsistent with this instrument or special rules of the Society.

Section 4. Location. The location of the annual meeting shall be determined by the Council.

Section 5. Special Meeting. Special meetings shall be held at such times as the Council may determine.

## Article V. Dues

Section 1. Annual Dues. The annual dues for all members shall be determined by the Council with the approval of the voting membership and shall be paid prior to or at the time of the annual meeting.

Section 2. Non-payment of Dues. Any member who has dues two years outstanding will be considered as resigned from the Society. Reinstatement can occur upon repayment of the current dues and that of two years past.

Section 3. Collection and Disbursement. All monies reside with the Secretary-Treasurer and disbursement requires the signature of the Secretary-Treasurer.

Section 4. Audit. All statements of net assets and related statements of income, expenditures, and fund capital shall be available for inspection at the annual meetings.

## Article VI. Regulations

Section 1. Nonprofit Organization. The Society shall not be organized or operated for profit.

Section 2. Distribution on Dissolution. Upon lawful dissolution of the Society and after payment of all just debts and obligations of the Society, the Council shall distribute all remaining assets of the Society to one or more organizations selected by the Council which have been approved by the United States Internal Revenue Service as organizations formed and dedicated to exempt purposes.

## Article VII. General

Section 1. Records. All official records, archives, and historical material shall be held by the Secretary-Treasurer of the Society.

## Article VIII. Amendments

Section 1. Presentation. Any proposed amendments shall be sent to the membership at least sixty (60) days before the annual meeting. Proposed amendments shall be adopted if approved by two-thirds (2/3) of the members voting by mail ballot or by show of hands of regular members voting at the annual meeting.