

BYLAWS
TENNESSEE PHYSIOLOGICAL SOCIETY
Adopted 10/23/2009

ARTICLE I. NAME

The name of this organization shall be the Tennessee Physiological Society, hereinafter referred to as "The Society."

ARTICLE II. PURPOSE

The Society is organized exclusively for scientific and educational purposes under section 501 (c)(3) of the Internal Revenue Code, or corresponding section on any future federal tax code.

The Society is organized as a professional association of Tennessee Physiologists whose purpose is to enhance and advance the field of physiology with all its molecular, cellular, organ and organismal basic and applied disciplines of research and education and unite the Physiologists for this purpose within the State of Tennessee. At least one annual scientific meeting shall be held.

ARTICLE III. MEMBERSHIP

Membership in The Society shall be open to all persons interested in physiology and/or biophysics working or residing in the state of Tennessee, independent of National or international affiliation. Application shall be made on a prescribed form and must be accompanied by payment of a small annual membership fee (dues). To be a member, annual dues must be paid in full. Undergraduate Student members shall not pay dues; however only dues-paying members shall be voting members.

ARTICLE IV. DUES

Annual dues shall be \$25.00 per year for Faculty, \$15.00 per year for Postdoctoral Fellows, and \$10.00 per year for Graduate Students. Modifications to the Annual Dues (due to inflation, state of the economy, etc) are allowed and are at the discretion of the Executive Committee. Dues are payable on July 1. Any member whose dues have not been paid within six months of the due date shall be dropped from membership. Reinstatement shall be accomplished by reapplication and submission of the annual dues required. There shall be no proration of any dues for membership in The Society for a partial year.

ARTICLE V. OFFICERS AND DUTIES

SECTION 1. The officers of The Society shall be the President and President Emeritus, President Elect, and Secretary-Treasurer. The President shall not be from the same university for two consecutive terms. In addition, a Graduate Student or Postdoctoral Fellow will be elected by his/her peers for a one year term.

SECTION 2. The duties of the officers shall be those customary to such office; in addition:

A. The President shall call meetings, determine the theme of the annual meeting 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 President Emeritus.

B. The officer who is 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 President Emeritus. The President Elect shall act as Chair in the absence of the President and shall call an annual meeting to be held in the Fall of 2009 and at least once a year thereafter.

C. The Secretary-Treasurer shall serve three years, be responsible for the preservation of The Society's funds, shall report on financial status and shall disperse funds as authorized by the Executive Committee, the unanimous consensus of the Executive Committee, or as contained in the budget prepared by the Executive Committee. The Treasurer shall also be responsible for any income tax filings. It is the duty of the Treasurer to obtain the list of Tennessee membership on an annual basis.

ARTICLE VI. COMMITTEES

SECTION 1. The Executive Committee shall be composed of the President, the President Emeritus, the President Elect, the Secretary-Treasurer, the graduate student or postdoctoral representative, and the Chairpersons of any standing Committees. All officers shall serve a term of 1 year except the Secretary-Treasurer, who shall serve three years, and shall commence each term January 1. All Executive Committee members will hold one vote on the committee.

SECTION 2.

A. One member from each research or educational institution (i.e., university/college/research facility/ business and industry) shall make up an Inter-Institution Liaison Committee. The role of the Inter-Institution Liaison Committee is to help plan and integrate Society functions and activities among institutions.

B. The Inter-Institution Liaison Committee Chairperson shall appoint members of the committee. Members of the committee shall serve for a term of 2 years, commencing January 1.

SECTION 3. The Annual Meeting Committee shall be chaired by the President Elect.

SECTION 4. Special Committees, necessary for the development of The Society, may be appointed by the President.

ARTICLE VII. NOMINATIONS AND ELECTIONS

SECTION 1. Elections shall coincide with the annual meeting.

SECTION 2. The Executive Committee shall solicit from the membership nominees for officers.

SECTION 3. The list of nominees shall be presented to the membership in a form of a paper and/or an electronic ballot. The paper ballot shall be anonymous.

ARTICLE VIII. MEETINGS

SECTION 1. The entire Society shall meet for presentation of scientific information during the fall of each year. The meetings shall be held at a location determined by the Executive Committee.

SECTION 2. The Executive Committee shall meet as called by the President, but at least two times each year. Executive Committee meetings may be held by telephonic or video conferencing if necessary.

SECTION 3. A quorum to conduct business at a meeting of The Society shall consist of a plurality of the voting members present.

SECTION 4. A quorum of the Executive Committee shall consist of 75% of its membership. In addition, either the President or President elect must be present.

SECTION 5. Special meetings may be called by the President or the Executive Committee.

ARTICLE IX. DISSOLUTION

SECTION 1. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECTION 2. In the event of the dissolution of The Society, funds remaining after the payment of all obligations shall be donated to the American Physiological Society, a 501(c)(3) organization.

SECTION 3. Funds returned to the American Physiological Society may be designated for a specific purpose by a simple majority of the members present.

SECTION 4. Written notice of a meeting called for the distribution of funds must be sent by the President at least four weeks prior to the meeting. The time and place of the meeting will be set by the President.

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 members 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 amendment must be an acceptable parliamentary form and must not conflict with or nullify un-amended sections of the Bylaws.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised, Tenth Edition shall govern meetings where the rules are not in conflict with the bylaws, rules of order, or other rules of The Society.

Adopted, October 23, 2009

Amended, April 1, 2011