

Bylaws
Blue Bonnet Physiological Society
(Adopted January 24th, 2024)

Article I. *NAME*

The name of this organization is the Blue Bonnet 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 (including clinical and basic science research), its dissemination, and its utilization in the state of Texas and incorporated regions of The Society. The Society will accomplish this by facilitating collaborative research for members, supporting trainees and students with a career track in a physiology discipline (including clinical and basic science research), disseminating resources for institutional use at all academic levels, and engaging in public outreach to distribute physiology-based research/medical findings to the public within the geographic region of Texas and The Society’s regions. The Society shall provide an inclusive, open environment for the discussion of physiological research and teaching. 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: Member Categories. The Society shall consist of the following:

- *Regular Members.* Any person who is presently engaged in physiological research or teaching (including clinical and basic science research) as faculty in the state of Texas and associated regions shall be eligible for proposal for regular membership in The Society.
- *Trainee Members.* Any individual who is actively engaged in physiological work in the state of Texas and affiliated regions of The Society shall be eligible for membership in this category including postdoctoral or residency training positions, graduate or medical students, undergraduate students, and laboratory staff.
- *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.
- *High School and K-12 Educator Members.* This membership category is available for teachers and other academic leaders actively engaged in STEM education and physiology education/research in the state of Texas and affiliated regions of The Society.
- *Science/Industry Members.* Any individual who has received their MD, PhD, or other terminal degree and is actively engaged in physiology education/research in the state of Texas in addition to any for-profit organization, or individual affiliated

- with such a corporation, committed to advancing physiology education and/or research is eligible for membership in this category.
- *Friends of the Society Members.* Any individual interested in supporting the mission of The Society in the state of Texas is eligible for membership in this category. Members of this category will pay regular membership dues and do not need to reside in the state of Texas to be eligible for this category. Individuals in this category will not be responsible for voting at the annual meeting.
 - *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

The amount of the annual dues for each membership category shall be determined by the executive committee annually. Any member whose dues have not been paid within six months of expiration shall be removed 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. The President, President Elect, and Past President must be members of the American Physiological Society, in good standing, for the terms of their service. The officers shall be:

- *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 Past President.

- *President Elect.* 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 the 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. The President Elect should not be from the same institution as the President.
- *Treasurer.* The Treasurer shall serve three years. During the outgoing year, the Treasurer shall assist with the transition of a new Treasurer. 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 and will be updated following the election at the annual meeting when a new Treasurer assumes position. Additional annual cardholders will be appointed by majority vote of the Executive Committee. 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.
- *Secretary.* The Secretary shall serve three years. During the outgoing year, the Secretary shall assist with the transition of a new Secretary. 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.

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 (also termed Board of the Blue Bonnet Physiological Society) 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. The responsibilities of the Executive Committee shall include:

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

SECTION 2: Standing committees shall include the following:

- Ad Hoc Executive Committee: This committee will be composed of Chairs of the other committees and the Executive committee members. This committee will build other committees (some of these will be standing committees), populate starting Board positions, write Articles of Incorporation and develop name of the chapter, build leadership transition plans for continuity, engage in outreach to other chapters and negotiating potential overlap.
- Regional Committee: This committee will be composed of at least 3 members from each of the larger metropolitan areas listed below. This committee will organize local activities within their area with areas being Houston, San Antonio, Austin, and Dallas. This committee will drive membership within their area and push communications from the larger group to their area.
- Communication Committee: Composition: This committee will be composed of one of the executive committee members as chair with ~5 other members with social media experience and website development. This committee will be responsible for driving memberships and reaching out to institutions/persons that may not be part of the national APS, website management with updates from all regional committees (also respond or forward communications sent through the website), social media management including the chapter's Twitter and Instagram accounts, and aiding in conference logistics including registration, abstract submission, and scoring of abstracts.
- Finance Committee: This committee will be composed of one of the executive committee members as chair with ~5 other members with experience or interest in non-profit finances and structure. This committee will be responsible for filing for non-profit status for the chapter, applying for Employer Identification Number (EIN) through the IRS, applying for tax exemption status with IRS, creating a yearly budget for the chapter that includes the yearly meeting and more frequent events as developed by the Regional Committees, determination of annual fees based on the an estimated budget (keep in mind graded dues based on level) in concordance with the Executive committee, and exploration of fundraising opportunities. This committee will promote and engage in philanthropic activities to build and sustain a budget that supports The Society's mission.
- Conference Committee: This committee will be composed of one of the executive committee members as chair with ~7 other members with experience or interest in planning conferences/symposia. This committee will plan the yearly conferences

for The Society, communicate budgetary needs to the Finance Committee, communicate technical needs to the Communication Committee, and provide advertisement material for disbursement to Communication Committee and Regional Committees.

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

SECTION 4: The elections procedure shall be determined by the Executive Committee (as outlined in Article VII).

SECTION 5: Special committees, necessary for the development of The Society, may be appointed by the President. 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 6: 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 President Elect will serve as the President and a new President Elect will be nominated following the procedure outlined in Article VII. Vacancies in the 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 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, and 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 at least four weeks prior to the annual meeting. The Secretary shall inquire whether the nominees accept the nomination. To be considered for President Elect, Secretary, and Treasurer, a nominee must submit their curriculum vitae, along with 2 letters of recommendation from active members of The Society. 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. 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 Society's 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 The Society's 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: Individuals may be nominated by any Member of The Society or by self-nomination. Nominees will submit a statement of interest in the position and a biographical sketch unless specific criteria are required for officer positions (see above).

SECTION 4: In the event that a Secretary or Treasurer with year(s) remaining on their term is elected President Elect at the annual meeting, a special election to replace the Secretary or 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.

Article VIII MEETINGS

SECTION 1: *Annual Meeting.* A meeting of the Society will be held annually for transacting business, electing officer and members, presenting communications, discussing collaborative scientific research and/or educational findings, and conducting related activities.

SECTION 2: *Time and Location.* The date and location of the annual meeting shall be determined by the Executive Committee. Proposals from any 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 to invest and reinvest any funds held, according to the judgement of the Executive Committee.

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. 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 populations in the region served by The Society.

SECTION 2: Amount to be distributed is to be determined by a majority 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 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.