BYLAWS OF THE
PUERTO RICO PHYSIOLOGICAL SOCIETY

Article I

Name

The name of this organization shall be the Puerto Rico Physiological Society hereafter referred to as the “Society”.

Article II

Purpose

The Society is a nonprofit corporation organized exclusively for scientific and educational purposes under the corresponding laws of the Commonwealth of Puerto Rico (Department of State Reg. No. 57421, April 28, 2009).

The Society is a professional association of Puerto Rico residents interested in the physiological sciences, whose purpose is to advance the field through the discussion of issues, ideas, research initiatives, discoveries, publications, and the presentation of novel developments. It is expected that the Society will contribute to all aspects of physiology including its molecular, cellular, tissue, organ, and system areas, and that it be a center where researchers, students, and faculty interested in the physiological sciences meet to discuss pertinent issues in the field. The Society will support the American Physiological Society in promoting research and education in the physiological sciences at all levels. The Society through its executive officials, will be the representative of the physiological community in Puerto Rico in issues affecting said group, and should meet on an annual basis.

Article III

Principal Office

The Society will conduct the secretarial and financial functions of the Chapter within the administrative offices of the Department of Physiology at the University of Puerto Rico, San Juan, P.R., until the Executive Committee deems it necessary to relocate to a different location.
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Article IV

Membership

Membership in the Society shall be open to current American Physiological Society (APS) members as well as to faculty, researchers, and postdoctoral trainees, undergraduate and graduate students interested in the physiological sciences. Individuals interested in participating in activities of the Society shall complete an application form accompanied with the respective annual dues. High school students may also become members but must include with their application a letter of recommendation from a teacher or school counselor. The Society shall not discriminate based on race, ethnicity, color, national origin, sex, disability, veteran status, or religion.

Membership Categories

Section 1. The Society will have two categories of members:

A. Regular members with voting privileges. This group consists of those persons who have published research in physiology, or who are actively involved in research and/or teaching of physiology, or who are conducting graduate studies in physiology.

B. Associate members without voting privileges. This group consists of persons who are interested in the physiological sciences but do not belong to any category indicated in Section 1.A., and includes undergraduate students and high school students.

Article V

Dues

Annual dues will be determined by the Executive Council (Committee) of the Society, and will require the approval of a properly constituted assembly. Annual dues must be paid to the Secretary-Treasurer in full to have voting rights in the Society. Any regular member whose dues have not been paid within three months of the due date shall be dropped from active membership. Reinstatement shall be accomplished by reapplication and submission of the annual dues required. Dues must be paid in full without any proration for a partial year. Undergraduate students and high school students shall be exempted from payment of dues.
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Article VI

Officers and Duties

Section 1. The officers of the Society shall be the President, President-elect, Secretary-Treasurer, and four Councilors (including a Graduate Student or Postdoctoral Fellow Councilor). The past president shall be the President Emeritus of The Society. The President Emeritus together with the officers of the Society shall constitute the Executive Committee as defined in article VII/1.

Section 2. The duties of the officers shall be those normally attributed to them, but in addition:

A. In consultation with the Executive Committee, the President shall call meetings, determine the annual theme, and serve as the annual meeting coordinator as required to conduct the Society’s business. He/she shall serve a one year-term after which he/she will serve as President Emeritus.

B. 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 the Chair when the President is absent.

C. The Secretary-Treasurer will be responsible for all secretarial and financial matters of the Society. Specific duties include the recording and reporting of minutes of the annual meeting, membership record keeping, and the preparation, supervision, and management of the budget in coordination with the Executive Committee. He/she will submit a report on the finances of the Society to the Treasury Department of Puerto Rico on a yearly basis. The report must be audited by a Certified Public Accountant as required by the Department of State of Puerto Rico. The Secretary-Treasurer shall serve for three years starting each term on July 1.

D. The Councilors will be selected at the annual Society meeting by a majority of votes, and shall serve two-year terms. Councilors shall be selected from different institutions to promote a wide participation of members from the community. Any regular member of the Society (i.e. a faculty member, postdoctoral student, or graduate student) is eligible for nomination as Councilor. At least one of the four positions available shall be a student/postdoctoral Councilor. Councilors shall represent the interests of the community of physiologists in the decision making
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process of the Executive Committee with fiduciary responsibility to the Society.

Article VII

Committees

Section 1. The Executive Committee shall be composed of the President, President Emeritus, President-elect, Secretary-Treasurer, and Councilors. The Committee shall also include Chairpersons of Standing Committees.

Section 2.

A. The President in consultation with the Executive Committee shall appoint the Chairpersons for Standing Committees to help in the elaboration of plans and their execution consistent with the Society’s objectives and goals. Chairpersons shall appoint the members of their own committees with the approval of the Executive Committee.

B. The Annual Meeting shall be chaired by the President of the Society. Election of officers shall be by a simple majority of voting members. The quorum required for the transaction of business shall be constituted by those members present at the meeting.

C. The President in consultation with the Executive Committee may appoint Special Committees as needed.

Article VIII

Nominations and Elections

Section 1. Election of the Society officers shall be held and voted upon at the annual meeting by secret ballot at the business meeting

Section 2. The Executive Committee shall solicit from the membership nominees for officers by nomination at the business meeting, or by mail or e-mail.

Section 3. The list of nominees shall be presented to the membership for the selection of candidates.
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Article IX

Meetings

Section 1. The Society shall meet on an annual basis. The site or location of the meeting shall be determined by a majority vote of the Executive Committee. Regular meetings of the Executive Committee shall be held biannually at participating institutions or by conference call.

Section 2. A quorum to conduct business at meetings of the Society shall consist of the voting members present.

Section 3. A quorum of the Executive Committee shall consist of fifty percent of its constituency.

Section 4. Special Meetings may be called by the President or the Executive Committee.

Article X

Dissolution

Section 1. Upon the dissolution of this organization, assets shall be donated to the American Physiological Society. In the event that 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 educational services for disadvantaged people in Puerto Rico.

Section 2. The Executive Committee will determine the distribution by a simple majority of the members present.

Section 3. Written notice of a meeting of the Executive Committee 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.
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Article XI

Amendments

Section 1. These Bylaws may be amended at any regular meeting of the Society, or any special meeting duly called for that purpose by a two-thirds majority of the voting members present.

Section 2. A notice of such amendments must be given in writing at least four weeks prior to the date of the meeting.

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