

**CODE OF BY-LAWS**  
**OF**  
**INDIANA PHYSIOLOGICAL SOCIETY, INC.**

*Amended and Restated January 1, 2012*

**ARTICLE 1**

**Identification**

**Section 1.1. Name.** The name of the Society is Indiana Physiological Society, Inc. (the “Society”).

**Section 1.2. Purpose.** The purpose of the Society is to promote the increase of physiological knowledge, its dissemination, and its utilization in the state of Indiana. Advancing the field of physiology will be sought in molecular, cellular, organ, and integrative systems in basic and applied disciplines of research to unite physiologists for this purpose in the state of Indiana.

**ARTICLE 2**

**Membership**

**Section 2.1. General.** The Society shall consist of regular members, emeritus members, and student members. Membership in the Society shall be open to all persons interested in physiology. Application shall be made on a prescribed form and must be accompanied by payment of annual dues.

**Clause 2.1(a). Regular Members.** Any person who has conducted and published meritorious original research in physiology or who is presently engaged in physiological research or teaching in the state of Indiana, shall be eligible for proposal for regular membership in the Society.

**Clause 2.1(b). Emeritus Members.** A regular member may apply to Council for transfer to emeritus membership if that person (1) has reached the age of 65 and is retired from

regular employment 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 the Society Board of Directors.

**Clause 2.1(c). Student Members.** Any student, who is actively engaged in physiological work in the state of Indiana, as attested to by two regular members of the Society, shall be eligible for proposal for student membership. Students can be at the high school, undergraduate, or graduate levels. No individual may remain in this category for more than five years without reapplying.

**Section 2.2. Qualification of Members.** The Society's members shall consist of such natural persons who (i) are interested in the purposes of the Society; (ii) applied for membership and have been elected to membership by the Board of Directors or a committee thereof and (iii) pay annual dues as set by the Board of Directors from time to time.

**Section 2.3. Rights of Members.** The right of a member to vote shall be limited to the election of directors and all the member's right, title and interest in or to the Society shall cease on the termination of membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Society.

**Section 2.4. Dues and Assessments.** Each member shall pay annually to the Society dues in an amount determined by the Board of Directors.

**Section 2.5. Resignation from Membership.** Any member may resign at any time by giving written notice of such resignation to the President or the Secretary of the Society. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective. If a member serving as a Director resigns from membership in the Society, the member's term as a Director shall terminate at the time such resignation becomes effective.

**Section 2.6. Termination of Membership.** The Board of Directors may terminate or suspend the membership of any member for failure to pay such dues as may be required under

Section 2.4 hereof. The Board of Directors may also adopt such rules and regulations as it deems necessary or advisable for the suspension or termination of membership.

### **ARTICLE 3**

#### **Meetings of Members**

**Section 3.1. Place of Meetings.** All meetings of members shall be held either at the registered office of the Society in the State of Indiana, or at such other place within or without the State of Indiana as may be designated by the Board of Directors and specified in the respective notices or waivers of notice thereof.

**Section 3.2. Annual Meeting.** An annual meeting of the members shall be held after the close of the fiscal year of the Society as designated by the Board of Directors and specified in the respective notices or waivers of notice thereof.

**Section 3.3. Special Meetings.** Special meetings of the members may be called by the President of the Society or by the Board of Directors.

**Section 3.4. Notice of Meetings.** A written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed (whether by post or by electronic mail) by the Secretary or by the officer or persons calling the meeting to each member of record of the Society at such address as appears on the records of the Society at least ten (10) days before the date of the meeting, or if notice is mailed by other than first class or registered or electronic mail, thirty (30) to sixty (60) days before the meeting date. Notice of any meeting of members may be waived in a writing signed by any member and delivered to the Society. Attendance at any meeting shall constitute a waiver of notice of that meeting.

**Section 3.5. Voting Lists.** After fixing a record date for a notice of a meeting, the Secretary or Assistant Secretary shall prepare a list of the names of the Society's members who are entitled to notice of a members' meeting, containing the address and number of votes each member is entitled to vote at the meeting. The Secretary and Assistant Secretary shall prepare on

a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting.

**Section 3.6. Quorum.** Pursuant to Indiana Code § 23-17-11-4, five percent (5%) of the persons qualified to vote as members, represented in person or (to the extent proxy voting is permitted) by proxy, shall constitute a quorum for the transaction of business at any meeting of the members of the Society.

**Section 3.7. Voting Rights.** Each member present in person shall be entitled to cast one (1) vote upon each question voted upon at all meetings of the members. No member entitled to vote in any election of directors shall have the right to multiply the number of votes to which such member may be entitled by the number of directors to be elected.

**Section 3.8. Action By Written or Electronic Ballot.** Any action required or permitted to be taken at a meeting of the members of the Society may be taken by an electronic or a written ballot setting forth the proposed action, providing an opportunity to vote for or against each proposed action, indicating the number of responses needed to meet quorum requirements, stating the percentage of approvals necessary to approve each matter and specifying the time by which a ballot must be received by the Society to be counted shall be delivered or mailed (whether by post or by electronic mail) to every member entitled to vote on the matter and approved. Approval by written or electronic ballot is only valid when (1) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing action (2) the number of approvals equals or exceed the number of votes that would be required to approve the matter at a meeting which the total number of votes cast was the same as the number of votes cast by ballot.

## **ARTICLE 4**

### **Board of Directors**

**Section 4.1. Functions.** The business, property and affairs of the Society shall be managed and controlled by a Board of Directors as from time to time constituted.

**Section 4.2. Number.** The number of Directors of the Society shall be that set by the Board of Directors, which number may from time to time be increased or decreased by resolution adopted by not less than a majority of the Board of Directors; *provided, however*, that the Board shall never be reduced to less than three (3) Directors. At all times there shall be at least two members of the Board of Directors who are Student Members. In the event the number of Directors is increased as provided herein, the election of the additional Director or Directors shall be by a vote of the members of the Society according to a procedure established by resolution of the Board of Directors. Except as otherwise provided in these By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

**Section 4.3. Election.** The Board of Directors shall be elected by the members of the Society at the annual meeting provided in Article 3 of this Code of By-Laws.

**Section 4.4. Term.** Each member of the Board of Directors shall serve for a term of three (3) years or until a successor is elected and qualified, or until the member has resigned or been removed; provided, however, that the term of the members of the incumbent Board of Directors as of the date of the restatement of this Code of By-Laws shall be staggered so that the term of as equal a number of Directors as possible expires each year. Incumbent Directors shall be eligible for re-election for one full additional term.

**Section 4.5. Vacancies.** Any vacancy among the Directors caused by death, resignation, removal or otherwise may be filled by the members entitled to vote for Directors, the remaining Board of Directors, or if the Directors remaining in office constitute fewer than a quorum, by the affirmative vote of a majority of the Directors remaining in office. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy and until a successor shall be elected and qualified.

**Section 4.6. Resignation.** Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Society. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

**Section 4.7. Removal.** Any Director may be removed, with or without cause, in accordance with the provisions of the Indiana Nonprofit Society Act of 1991, as amended (the “Act”).

**Section 4.8. Meetings.** The Board of Directors shall meet each year immediately after the annual meeting of the members of the Society, at the place where such meeting of the members has been held, for the purpose of organization and consideration of any other business that may properly be brought before the meeting. No notice shall be necessary for the holding of this annual meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution. Special meetings of the Board of Directors may be called by the President, and shall be called by order thereof upon the written request of at least two Directors, which request shall set forth the business to be conducted at such meeting.

**Section 4.9. Notice of Meetings.** Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mailing the same (whether by post or by electronic mail), by telephoning, or delivering personally the same at least two (2) days before the meeting to the usual business or residence or electronic address of the Director as shown upon the records of the Society. Notice of any meeting of the Board of Directors may be waived in a document filed with the Secretary by any Director if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 4.10. Quorum.** A quorum of the Board of Directors at any annual, regular or special meeting of the Board of Directors shall be a majority of the duly qualified members of the Board of Directors then occupying office, but in no case shall there be less than two (2) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board of Directors.

**Section 4.11. Standing Committees.** Each standing committee of the Board of Directors shall have and exercise the authority of the Board of Directors in the management of the Society.

The designation of the membership of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law. The Board of Directors shall designate the respective functions of each of the following standing committees:

**Clause 4.11(a). Executive Committee.** The Executive Committee of the Society shall have and exercise, during intervals between the meetings of the Board of Directors, all powers vested in the Board of Directors. The President shall be the Chairperson of the Executive Committee. The Executive Committee shall (i) periodically make recommendations to the Board of Directors with respect to persons who should be considered for election as Directors; (ii) periodically make recommendations to the Board of Directors with respect to persons who should be considered for appointment as Officers of the Society; and (iii) review and provide assurances of the Society's compliance with the Society's policies and general corporate governance norms. In addition to members appointed by the Board of Directors, the members of the Executive Committee shall include the Chairpersons of the other standing committees of the Board of Directors and all of the Officers of the Society as members *ex officio*.

**Clause 4.11(b). Annual Meeting Committee.** The Society shall have an Annual Meeting Committee which shall consist of at least one (1) member appointed annually by the President. If there is more than one (1) member, the President shall designate a Chairperson. The Annual Meeting Committee of the Society shall plan the specific content of the Annual Meeting.

**Section 4.12. Other Committees.** The Board of Directors, by resolution adopted by a majority of the Board of Directors, may create, and the President shall designate the membership of, one or more committees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Society. Other ad hoc or task force committees not having and exercising the authority of the Board of Directors in the management of the Society may be created, and the membership of such committees designated, by the President. The creation, and the designation of the membership, of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law

**Section 4.13. Powers.** All the corporate powers, except as otherwise provided herein or by law, shall be vested in and shall be exercised by the Board of Directors.

**Section 4.14. Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if the action is taken by all members of the Board of Directors or of such committee. The action must be evidenced by at least one written consent describing the action taken, signed by each member of the Board of Directors or of such committee, and included in the minutes or filed with the corporate records reflecting the action taken.

**Section 4.15. Meeting by Telephone, etc.** Any or all of the members of the Board or of any committee designated by the Board may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously hear each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

## **ARTICLE 5**

### **Officers**

**Section 5.1. Officers and Agents.** The officers of the Society shall consist of a President, Past President, President Elect, a Secretary, a Treasurer, one or more Councilors, and such other officers as the Board of Directors may, by resolution, designate from time to time. Any two (2) or more offices may be held by the same person. The Board of Directors may, by resolution, create, appoint and define the duties and fix the compensation of such officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Society is formed; provided, however, that officers and agents shall be compensated, if at all, only for actual services performed on behalf of the Society.

**Section 5.2. Election, Term of Office and Qualification.** All officers shall be elected by the members of the Society at the annual meeting provided in Article 3 of this Code of By-Laws. Each officer shall hold office (unless the officer resigns, is removed, or dies) until the next annual meeting of the members or until a successor is chosen and qualified.



**Section 5.3. Vacancies.** In the event an office of the Society becomes vacant by death, resignation, retirement, disqualification or any other cause, the members shall elect a person to fill such vacancy, and the person so elected shall hold office and serve until the next annual meeting of the members or until a successor is elected and qualified, or until the officer's death, resignation or removal.

**Section 5.4. President.** The President shall preside at all meetings of the Board of Directors and members, if present; shall appoint the chairmen and members of all standing and temporary committees, subject to the review of the Board of Directors; shall be the chief executive officer of the Society; shall have and exercise general charge and supervision of the affairs of the Society; and shall do and perform such other duties as this Code of By-Laws provides or as may be assigned by the Board of Directors.

**Section 5.5. Past President.** The Past President shall aid the President in the performance of the President's responsibilities, in the manner and to the extent that the President may request.

**Section 5.6. 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 absence of the President.

**Section 5.7. Secretary.** The Secretary shall have the custody and care of the corporate records and the minutes book of the Society. The Secretary shall attend all the meetings of the Board of Directors and members of the Society, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees of the Board of Directors when required. The Secretary shall attend to the giving and serving of all notices of the Society, shall file and take care of all papers and documents belonging to the Society, shall authenticate records of the Society as necessary, and shall perform such other duties as may be required by the Code of By-Laws or as may be prescribed by the Board of Directors or the President.

**Section 5.8. Treasurer.** The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Society. The Treasurer

shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Society. All funds of the Society coming into the Treasurer's hands shall be immediately deposited in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Society. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Society and shall perform such other duties as may be required by this Code of By-Laws or as may be prescribed by the Board of Directors or the President.

**Section 5.9. Assistant Officers.** The Board of Directors may from time to time designate assistant officers who shall exercise and perform such powers and duties as the officers 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 Board of Directors or the President.

**Section 5.10. Removal.** Any officer may be removed from office, with or without cause, by the members.

**Section 5.11. Resignations.** Any officer may resign at any time by delivering notice to the Board of Directors, the President or the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date.

## **ARTICLE 6**

### **Loans to Officers and Directors**

The Society shall not lend money to or guarantee the obligations of any officer or Director of the Society.

## **ARTICLE 7**

### **Financial Affairs**

**Section 7.1. Contracts.** The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to a specific instance; and unless so

authorized by the Board of Directors, 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 pecuniarily for any purpose or to any amount.

**Section 7.2. Checks, etc.** All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money and other evidences of indebtedness in an amount greater than One Thousand Dollars (\$1,000.00) shall, unless otherwise directed by the Board of Directors or required by law, be signed by any two (2) of the following officers who are different persons: President, Past President, President-Elect, Secretary, or Treasurer; *provided, however*, that any such obligations in an amount equal to or less than One Thousand Dollars (\$1,000.00) may be signed by any one (1) of such preceding officers. The Board of Directors may, however, designate officers or employees of the Society, other than those named above, who may, in the name of the Society, execute drafts, checks and orders for the payment of money in its behalf.

**Section 7.3. Investments.** The Society shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors.

## **ARTICLE 8**

### **Fiscal Year**

The fiscal year of the Society shall begin on the first day of January of each year and end on the last day of December of each year.

## **ARTICLE 9**

### **Corporate Indemnification**

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Director or officer of the Society shall be indemnified by the Society as provided in the Act.

## **ARTICLE 10**

### **Prohibited Activities; Dissolution**

**Section 10.1. Prohibited Activities.** Notwithstanding any other provision of this Code of By-Laws, no member, Director, officer, employee or agent of this Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

**Section 10.2. Dissolution.** In the event of dissolution of the Society, funds remaining after the payment of all obligations shall be donated to the American Physiological Society. The assets will be donated for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or any successor provision or provisions thereto. In the event that the American Physiological Society cannot use the funds for a tax exempt purpose as described above, the assets shall be distributed to Indiana University School of Medicine for a public purpose as described in the Internal Revenue Code.

## **ARTICLE 11**

### **Amendments**

The power to make, alter, amend or repeal the Code of By-Laws is vested in the Board of Directors, which power shall be exercised by affirmative vote of a two-thirds (2/3) majority of the Directors; provided, however, that the proposed amendment shall be included in the notice of such meeting. If notice of a proposed amendment to the Code of By-Laws is included in the notice of any meeting of the Board of Directors, it shall be in order to consider and adopt at that meeting any amendment to the Code of By-Laws dealing with the subject matter with which the proposed amendment is concerned.

## **ARTICLE 12**

### **Electronic Mechanisms**

The Board of Directors may adopt, if approved by a two-thirds majority of the Board, electronic mechanisms for 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 Indiana 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.