

## Articles of Incorporation

We, the undersigned, as proper persons and acting as initial directors and, thereby, incorporators of a nonprofit corporation under chapters 504A and 504B of the Code of Iowa, set forth the following articles of incorporation:

### 1. Name.

The name of this organization shall be the Iowa Physiological Society, hereinafter referred to as "The Society" which is incorporated under chapters 504A and 504B of the Code of Iowa. (Code of Iowa, 504A.6, 504A.29.1)

### 2. Period of Duration.

The Society shall be renewed at the end of a fifty year period and each subsequent period by the majority vote of the board of directors, unless sooner dissolved by a vote of the entire membership carrying by a two-thirds majority or a greater majority specified in the bylaws. (Code of Iowa, 504A.29.2, 504A.50)

### 3. Purposes.

The purpose of The Society is to enhance and advance the field of physiology including its molecular, cellular, organ, and organismal basic and applied disciplines of research and unite physiologists for this purpose within the State of Iowa. The "proper purposes" of The Society are limited to those which are honorable and professional and which may be exercised within the scope of an organization under section 501(c)(3) of the Internal Revenue Code and a nonprofit corporation under chapters 504A and 504B of the Code of Iowa. Funds of The Society may be used for the following purposes: (Code of Iowa, 504A.29.3)

*3.A. Scientific Communications.* Within its proper purposes, The Society is to foster scientific communications to exchange scientific knowledge including data, theories or hypotheses, but also information about scientific educational, training, research or funding opportunities, or other matters of concern to physiologists or individuals or organizations interested in physiology or related basic or applied disciplines. Matters within scientific communications, unless excluded or otherwise regulated by the bylaws, include:

1. Funds may be used to sponsor scientific meetings for the proper purposes of The Society, including all expenses relating thereto.
2. Funds may be used for transportation, lodging, honoraria, or other expenses needed to obtain the services of experts in physiology or related basic or applied disciplines to speak on their topics of expertise in meetings or other events sponsored by The Society for its proper purposes.
3. Funds may be used to provide scholarships or other payments for travel or related expenses to allow or encourage specific members, specific groups of members, or other specific groups to attend scientific meetings sponsored by The Society for its proper purposes.
4. Funds may be used to provide scholarships or payments for travel or related expenses to allow specific officers or members to represent The Society at specific meetings or events sponsored by The Society or other organizations or individuals for the proper purposes of The Society.
5. Funds may be used to solicit, process, review, print, produce or otherwise to publish, by ordinary or electronic means, abstracts, manuscripts or other scientific communications pertaining to scientific data, theories or hypotheses or to a review of selected scientific topics, or to other matters of interest to physiologists or individuals or organizations interested in physiology or related basic or applied disciplines within the proper purposes of The Society.
6. Funds may be used to solicit, process, review, print, produce or otherwise to publish, by ordinary or electronic means, books, journals, pamphlets, papers, video tapes, audio tapes, or other communications or to sponsor seminars, workshops, training, or related sessions, or for scientific education or training, or for education as to the role of physiology or related basic or applied disciplines, or to provide information concerning educational, training, research, funding, or other matters of concern to physiologists or individuals or organizations interested in physiology or related basic or applied disciplines within the proper purposes of The Society.
7. Funds may be used to perform other acts related to scientific communications of as allowed by and regulated in the bylaws, providing such acts fall within the proper purposes of The Society. (Code of Iowa, 490.850 through 490.858, 504A.4.14, 504A.29)

*3.B. Scientific Resources.* The Society is to develop resources and become a resource for scientific research or education to promote physiology or related basic or applied disciplines within the proper purposes of The Society. Matters within the scope of scientific resources, unless excluded or otherwise regulated by the bylaws, include:

1. Funds may be used to provide grants, fellowships, scholarships, lectureships, or other awards for research, dissemination of research, education, or training in physiology or related basic or applied disciplines within the proper purposes of The Society.
2. Within the proper purposes of The Society, funds may be used to provide referrals for individuals, organizations, or institutions seeking scientific experts to answer inquires, develop consensus, write papers, lecture, train, inform, testify, test, rate, evaluate, or provide services, or to apply for grants, fellowships, scholarships, lectureships, or other opportunities in physiology or related basic or applied disciplines.
3. Funds may be used to create libraries, databases or other reference materials that provide information relating to The Society, science, or opportunities in physiology or related basic or applied disciplines for use by members or others within the proper purposes of The Society.
4. Within the proper purposes of The Society, funds may be used to access or allow members to access libraries, databases or other sources of information about physiology or related basic or applied disciplines.
5. Funds may be used to perform other acts related to scientific resources as allowed by and regulated in the bylaws, providing such acts fall within the proper purposes of The Society. (Code of Iowa, 490.850 through 490.858, 504A.4.14, 504A.29)

*3.C. Administration and Development.* The Society is to administer and to develop itself within its proper purposes. Matters within the scope of administration and development, unless excluded or otherwise regulated by the bylaws, include:

1. Funds may be used to solicit funding, administer, or otherwise to execute the acts described in article 3.A. within the proper purposes of The Society and as may be regulated by the board of directors, subject to such provisions as the bylaws may specify.

2. Funds may be used to solicit funding, administer, or otherwise to execute the acts described in article 3.B. within the proper purposes of The Society and as may be regulated by the board of directors, subject to such provisions as the bylaws may specify.
3. Funds may be used to solicit funding, administer, or otherwise to execute the acts described in article 4 within the proper purposes of The Society and as may be regulated by the board of directors, subject to such provisions as the bylaws may specify.
4. Within the proper purposes of The Society, the board of directors, or those duly appointed by them, may provide funds for salaries, benefits, fees or other expenses related to employees or consultants, subject to regulation by the board of directors and to such provisions as the bylaws may specify.
5. Within the proper purposes of The Society, the board of directors, or those duly appointed by them, may provide funds to purchase or lease real or other property, subject to regulation by the board of directors and to such provisions as the bylaws may specify.
6. Within the proper purposes of The Society, the board of directors, or those duly appointed by them, may provide funds to reimburse expenses incurred by, or advance funds to meet the anticipated expenses of directors, officers, volunteers, employees or others for purchases or acts on behalf of The Society, subject to regulation by the board of directors and to such provisions as the bylaws may specify. Advances in excess of the amount actually spent for any duly authorized purpose shall be repaid to The Society in the manner the board of directors shall specify by direction or regulation.
7. Within the proper purposes of The Society, the board of directors, or those duly appointed by them, may provide funds to indemnify present or former directors, officers, members, employees or volunteers for actions taken in the service of The Society as provided under sections 490.850 through 490.858 of the Code of Iowa, subject to regulation by the board of directors and to such provisions as the bylaws may specify.
8. Within the proper purposes of The Society, funds may be used to perform any other acts required by law or regulation or otherwise needed to establish or maintain The Society's status as a nonprofit corporation under chapters 504A and 504B or a nonprofit organization under section 501(c)(3) of the Internal Revenue Code, or to perform other acts which the board of directors shall deem to be within the interests of The Society and necessary to defend or protect The Society or its present or former directors, officers, members, employees or volunteers, or to properly operate The Society. The acts allowed under this section may include, but are not limited to, filing reports, retaining counsel, or provisions for depositions, testimony or other expenses related to legal, regulatory or legislative proceedings.
9. Funds may be used to perform other acts related to administration or development of The Society as allowed by and regulated in the bylaws, providing such acts fall within the proper purposes of The Society. (Code of Iowa, 490.850 through 490.858, 504A.4.14, 504A.29)

**3.D. Prohibited Purposes.** The Society or its officers are strictly prohibited and enjoined from any illegal action or any action which would jeopardize The Society's status as a nonprofit corporation under chapters 504A and 504B of the Code of Iowa or a nonprofit organization under section 501(c)(3) of the Internal Revenue Code. Prohibitions include the following:

1. The Society may not operate for pecuniary profits.
2. The Society may not issue stock, pay dividends or distribute any part of its income to members or officers except to pay a reasonable amount of compensation for services rendered or to confer benefits within its purpose on members, or as final liquidation on dissolution of The Society within the limits of the proper purposes of The Society and the Code of Iowa and the Internal Revenue Code and every other federal and State of Iowa law and regulation as may pertain to nonprofit corporations under chapters 504A and 504B of the Code of Iowa or nonprofit organizations functioning under article 501(c)(3) of the Internal Revenue Code.
3. No loans shall be made by The Society to its officers. Advances for anticipated travel expenses or other anticipated expenses that are reasonable or can be documented by meeting announcements, travel confirmations, catalogs, brochures, advertisements, estimates, etc. are not considered a loan. Travel advances are to be regulated by the board of directors, subject to any limitations the bylaws may specify.
4. The Society may not engage in any act of self-dealing, as defined in 4941(d) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by section 4941(a) of the Internal Revenue Code.
5. The Society may not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code.
6. The Society may not make any investment which would jeopardize the carrying out of any of The Society's exempt purposes, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code.
7. The Society may not make any taxable expenditures, as defined in section 4945(d) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code. (Code of Iowa, 504A.3, 504A.26, 504A.27, 504A.29, 504B.2.1, through 504B.2.4, 504B.3)

#### **4. Regulation of Internal Affairs.**

**4.A. Members.** Membership in The Society shall be open to all persons interested in physiology or biophysics independent of national or international affiliation. For each class of membership the bylaws shall specify any qualifications, dues and voting rights. To be eligible to vote, members must be able to demonstrate qualifications specified for a membership class entitled to vote, be current on dues and not in arrears, have been a member of The Society for not less than 30 days, and be listed on the rolls of The Society as a voting member. The chairperson of any meeting may require that anyone not listed on The Society's rolls as a voting member immediately prove their eligibility or forfeit their right to vote at that meeting. Members have the right to participate in the annual meetings of The Society or in such other activities as The Society shall duly provide for or sponsor under articles 3A or 3B. (Code of Iowa, 504A.11, 504A.29.3)

**4.B. Officers.** The officers of The Society shall be the president, past president, president elect, treasurer and secretary. Officers of The Society must be proper persons, rather than organizations or corporations. The president elect shall also serve as vice president. A new president elect shall be elected by the majority of votes entitled to be cast by the members present or represented by proxy at each annual meeting of The Society, regardless of quorum. After one year the president elect shall become president. After one year the president shall become past president to serve for a term of one year. A new treasurer shall be elected by the majority of votes, regardless of quorum, entitled to be cast by the members present or represented by proxy at the 1998 annual meeting of The Society and every third annual meeting thereafter. The secretary shall be appointed from among the committee chairpersons by the board of directors, unless the bylaws shall be amended to provide for election of a secretary. Other officers shall be elected by the membership under provisions specified in the bylaws. In the event that an elected office becomes vacant, the board of directors shall appoint a member of The Society to the vacant office until an election is held at the next annual meeting of the Society. Elected officers may be removed by the majority of votes entitled to be cast by the members present or represented by proxy at an annual or special meeting of The Society in which a quorum is present. Appointed officers may be removed by the majority of votes entitled to be cast by the directors present or represented by proxy at a meeting of the board of directors in which a quorum of directors is present. Removal may for any reason that, in the judgment of those voting, is in the best interests of The Society. (Code of Iowa, 504A.18, 504A.19, 504A.23, 504A.24, 504A.29.4)

*4.C. Board of Directors.* There shall be 5 directors on any board of directors other than the initial board of directors unless the bylaws shall be amended to indicate another specific number for any board of directors other than the initial board of directors. The board of directors shall consist of the president, past president, president elect, treasurer and secretary unless the bylaws shall be amended to otherwise constitute the board of directors. At least one-half of the directors, but not less than three directors, shall constitute a quorum of directors. The president, or vice president if the office of president is vacant, shall call meetings of the board of directors as required. The board of directors may meet by conference call or other electronic means where all persons participating in the meeting are able to hear each other. Participation in an electronic meeting constitutes presence at the meeting. Directors shall be notified at least seven days in advance of a meeting. Notice of meetings shall be deemed delivered when deposited in the United States Mail addressed to the director at the director's address as it appears on the records of The Society, with postage thereon prepaid. Attendance of a director at any meeting shall constitute waiver of notice of such meeting unless that director attends or participates in the meeting solely for the purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. A person who ceases to be an officer, or otherwise to qualify as a directors under provisions of the bylaws, shall cease to be a director. (Code of Iowa, 504A.12, 504A.20, 504A.21, 504A.22, 504A.24)

*4.D. Committees.* The terms "board of directors" and "executive committee" are interchangeable terms for the purposes of these articles of incorporation and the bylaws unless the bylaws shall be amended to otherwise constitute the executive committee. Other committees may be formed for specific purposes by a resolution of the majority of the full board of directors or as provided in the bylaws. The executive committee, but no other committee, may adopt a resolution recommending ratification by the membership of amendments to or restatement of these articles of incorporation, amendments to the bylaws, a plan for merger or consolidation, the sale, lease or exchange or other disposition of all or substantially all of the property or assets of The Society, or voluntary dissolution of The Society or a revocation thereof. A person who ceases to be an officer, or otherwise to qualify as an executive committee member as provided in the bylaws, shall cease to be an executive committee member. (Code of Iowa, 504A.21)

*4.E. Meetings.* An annual meeting shall be held as provided by the bylaws. Special meetings may be called by the president or the board of directors. The board of directors shall call a meeting no sooner than ninety days after the secretary receives a written petition calling for a special meeting signed by at least one twentieth of the membership having the right to vote at a meeting of The Society. A notice of each annual or special meeting shall be delivered to each voting member no less than ten and no more than fifty days prior to the meeting. Notice of meetings shall be deemed delivered when deposited in the United States Mail addressed to the member at the member's address as it appears on the records of The Society, with postage thereon prepaid. A quorum shall consist of one-tenth of the members eligible to vote in any annual or special meeting. The majority of votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting in which a quorum is present shall be necessary for the adoption thereof, except for the election of officers at the annual meeting or unless a greater proportion is required elsewhere in these articles of incorporation or the bylaws. (Code of Iowa, 504A.13, 504A.14, 504A.15, 504A.16)

*4.F. Books, Records and Reports.* The president shall keep, or cause to be kept, complete and correct minutes of The Society meetings, the proceedings of its members, board of directors, and committees, and lists of members of the Society, indicating voting members and of members of The Society's board of directors. The treasurer shall keep, or cause to be kept, complete and correct books of The Society and a record of any salary or fees paid to any officer or any director. The president shall serve as registered agent and provide an address to serve as registered office. At the end of each annual meeting the new president shall submit the required form for change of registered agent and registered office to the Secretary of State of Iowa. From the year following the issuance of the Certificate of Incorporation by the Secretary of State of Iowa the president shall file the required annual report with the Secretary of State of Iowa between May 1 and July 31. The law specifically requires that a record of The Society's members entitled to vote be kept at the registered office. This shall be the responsibility of the president. The Code of Iowa does not specify a particular site for keeping other records. (Code of Iowa, 504A.9, 504A.25, 504A.26, 504A.83, 504A.84, 504A.85)

*4.G. Review of Books, Records and Reports by Members.* Any member of The Society who is entitled to vote, or their agent or attorney, may inspect all books and records of The Society at any reasonable time for any purpose specified in section 504A.29 of the Code of Iowa. The member, or their agent or attorney, shall request an appointment from the president or treasurer, whomever keeps the requested records, in writing. On receipt of a request to view records the president or treasurer, whomever keeps the requested records, shall themselves, or by an agent, make an appointment or appointments at any reasonable time within thirty days or lessor time required by law. Inspection of each record shall be at the site where that record is kept. More than one appointment shall be required to inspect records at more than one site. The signature of the president or treasurer, whomever keeps the requested records, shall be evidence of receipt of a request to view records. (Code of Iowa, 504A.25)

*4.H. Review of Information by Non-Members.* In any fiscal year, or longer time set by law, that The Society shall receive state or federal funding any person (defined in the section 504A.2.9 of the Code of Iowa as an individual, domestic or foreign corporation for profit or nonprofit, partnership, association, trust, or fiduciary) may file, by personal delivery, unless the law shall allow another method, a written request to the president to review: (1) a list of the names of the members of The Society's board of directors, (2) the salary of each officer of The Society, and (3) director's fees of each director of the Society. On receipt of a request to view records the president shall themselves, or by an agent, make an appointment for that person to view the records at any reasonable time within thirty days or lessor time required by law. The president's signature shall be evidence of receipt of a request under this section. (Code of Iowa, 504A.25A)

*4.I. Amendment to the Bylaws.* The board of directors shall have the power to amend or repeal or to adopt new bylaws. New or amended bylaws must be ratified by the voting members at the next annual or special meeting. Upon written request of one-twentieth of the voting members the board of directors shall adopt a resolution setting forth amendments to the bylaws as proposed by the members and directing that it be presented for vote at an annual or special meeting of the voting members of The Society which shall be held not less than ninety days after the petition is filed with the secretary of The Society. Written notice setting forth the proposed amendments or a summary of the changes to be effected thereby shall be given to each member entitled to vote no less than ten and no more than fifty days prior to the meeting. Such notice shall be deemed delivered when deposited in the United States Mail addressed to the member at the member's address as it appears on the records of The Society, with postage thereon prepaid. Amendments of the bylaws shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast. Old bylaws will remain in effect until new or amended Bylaws shall be ratified by the voting membership. The Code of Iowa or articles of incorporation supersede the bylaws, except that the board of directors may adopt superior emergency bylaws, subject to ammendment and section 504A.12 of the Code of Iowa, only in the event of attack on the United States or nuclear or atomic disaster. (Code of Iowa, 504A.12)

*4.J. Amendment or Restatement of the Articles of Incorporation.* The board of directors may adopt a resolution setting forth proposed amendments or restatement of the articles of incorporation and directing that it be presented for vote at an annual or special meeting of the voting members of The Society. Upon written

request of one-twentieth of the voting members the board of directors shall adopt a resolution setting forth amendments or restatement as proposed by the members and directing that it be presented for vote at an annual or special meeting of the voting members of The Society which shall be held not less than ninety days after the petition is filed with the secretary of The Society. Written notice setting forth the proposed amendments or restatement or a summary of the changes to be effected thereby shall be given to each member entitled to vote no less than ten and no more than fifty days prior to the meeting. Amendments or restatement of the articles of incorporation shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast. Such notice shall be deemed delivered when deposited in the United States Mail addressed to the member at the member's address as it appears on the records of The Society, with postage thereon prepaid. The board of directors shall undertake to file articles of amendment or restated articles of incorporation with the office of the Secretary of State of Iowa within ninety days of the vote to amend or restate the articles of incorporation. (Code of Iowa, 504A.13, 504A.14, 504A.29, 504A.30, 504A.34, 504A.35, 504A.36, 504A.37, 504A.38, 504A.39)

*4.K. Merger or Consolidation.* The board of directors may adopt a resolution setting forth a proposal for The Society to merge or consolidate with another nonprofit corporation and direct that it be presented for vote at an annual or special meeting of the voting members of The Society. Written notice setting forth the proposal of merger or consolidation to be effected shall be given to each member entitled to vote no less than ten and no more than fifty days prior to the meeting. The proposal to merge or consolidate shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast. Such notice shall be deemed delivered when deposited in the United States Mail addressed to the member at the member's address as it appears on the records of The Society, with postage thereon prepaid. The board of directors shall undertake to complete the process with dispatch after the vote to merge or consolidate. (Code of Iowa, 504A.40, 504A.41, 504A.42, 504A.43, 504A.44, 504A.45)

*4.L. Sale, Lease, Exchange, or Mortgage of Assets.* Sale, lease, exchange or mortgage of all or substantially all of the assets of The Society, but at least \$5,000.00, shall require approval of the membership. The board of directors may adopt a resolution setting forth a proposal for The Society to sell, lease, exchange or mortgage assets and direct that it be presented for vote at an annual or special meeting of the voting members of The Society. Written notice setting forth the proposal of sale, lease, exchange or mortgage of assets shall be given to each member entitled to vote no less than ten and no more than fifty days prior to the meeting. The proposal to sell, lease, exchange or mortgage substantially all of the assets of The Society shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast. Such notice shall be deemed delivered when deposited in the United States Mail addressed to the member at the member's address as it appears on the records of The Society, with postage thereon prepaid. The board of directors shall undertake to complete the action with dispatch after the vote to sell, lease, exchange or mortgage substantially all of the assets of The Society. (Code of Iowa, 504A.46)

*4.M. Dissolution and Distributions.* Provision for dissolution and distribution not contained in this section, article 2 of these articles of incorporation, or the bylaws shall be the provisions of the Code of Iowa, 504A.47 through 504A.64, 504A.87 and 504A.88. In the event of dissolution funds of The Society funds remaining after payment of all obligations shall be donated to the American Physiological Society, 9650 Rockville Pike, Bethesda, Maryland 20814-3991.

*4.N. Required Expenditure of Funds.* The Society shall distribute its funds for the purposes specified in these articles of incorporation, for each taxable year, amounts sufficient to avoid liability for the tax imposed by section 4942(a) of the Internal Revenue Code. (Code of Iowa, 504B.3)

*4.O. Liability.* Except as provided in chapter 504A of the Code of Iowa, no director, officer, employee, or member of The Society is liable for The Society's debts or obligations. The Society, corporately and as individuals, holds blameless and not personally liable its directors, officers, members or other volunteers for actions or omissions affecting The Society, except for breach of the duty of loyalty for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for transactions from which the person derives an improper personal benefit. Members shall hold The Society blameless and not liable for actions or omissions affecting them, except for actions or omissions not in good faith or which involve intentional misconduct or knowing violation of the law. Waiver of liability by members as provided under this section shall be in partial consideration for membership in The Society. (Code of Iowa, 504A.101)

*4.P. Regulation of Payments and Funding.* Except when prohibited by law, or where it would interfere with the proper purposes of The Society, the board of directors may prohibit acceptance of payments or funding from any source if acceptance of such payments or funding would place requirements on The Society which, in the opinion of the voting directors, could nullify or substantially nullify the value of the payments or funding, require actions that could excessively interfere with the orderly operation of The Society, or require actions that could lead to undue discontent on the part of The Society's officers, committee chairpersons, committee members, staff, volunteers or members. In the absence of a policy established by the board of directors, the Treasurer shall defer acceptance of payments or funding that carry any requirement or originate from the state or federal governments until the board of directors shall decide the matter. If the board of directors shall not decide the matter within 90 days the payments or funding shall be considered refused. The treasurer shall return refused payments or funding to their source, indicating that The Society has refused them. Refused payments shall not constitute payment of dues or any other payment to The Society. The fact or possibility of loss or potential loss to The Society shall in no way interfere with the right of the board of directors to prohibit acceptance of payments or funding.

*4.Q. Regulation of Contracts.* Except where prohibited by law, where it would interfere with The Society's proper purposes, or where allowed or specified elsewhere in these articles of incorporation or the bylaws, no contract shall have binding effect on The Society unless approved by the board of directors or an individual designated by the board of directors within the guidelines that the board of directors shall specify.

## **5. Initial Registered Agent and Registered Office.**

The initial registered agent is Richard D. McCabe, Ph.D. The address of the initial registered office of The Corporation is: (Code of Iowa, 504A.29.5, 504A.8)

Iowa Physiological Society  
c/o Richard D. McCabe, Ph.D.  
Discipline of Physiology & Pharmacology  
University of Osteopathic Medicine & Health Science  
3200 Grand Avenue  
Des Moines, Iowa 50312-4104

## 6. Initial Board of Directors.

*Initial Board of Directors.* The number of members constituting the initial board of directors of The Society is four, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and shall qualify are: (Code of Iowa, 504A.6)

### President:

Richard D. McCabe, Ph.D.  
Discipline of Physiology & Pharmacology  
Univ. Osteopathic Med. & Health Science  
3200 Grand Avenue  
Des Moines, IA 50312-4104

### President Elect and Vice President:

Charles Wunder, Ph.D.  
Department of Physiology & Biophysics  
University of Iowa  
Basic Science Building  
Iowa City, IA 52242

### Treasurer:

David D. Gutterman, M.D.  
Department of Internal Medicine  
Cardiovascular Division  
University of Iowa  
Iowa City, IA 52242-0001

### Secretary:

Luke Mortensen, Ph.D.  
Discipline of Physiology & Pharmacology  
Univ. Osteopathic Med. & Health Science  
3200 Grand Avenue  
Des Moines, IA 50312-4104

## 7. (Reserved)

## 8. Date of Existence.

The Society shall come into existence as a nonprofit corporation on the date on which the Secretary of State of Iowa shall issue a Certificate of Incorporation.

## 9. Incorporators.

The name and address of each director and, thereby, incorporator of The Society is:

### President:

Richard D. McCabe, Ph.D.  
Discipline of Physiology & Pharmacology  
Univ. Osteopathic Med. & Health Science  
3200 Grand Avenue  
Des Moines, IA 50312-4104

### President Elect and Vice President:

Charles Wunder, Ph.D.  
Department of Physiology & Biophysics  
University of Iowa  
Basic Science Building  
Iowa City, IA 52242

### Treasurer:

David D. Gutterman, M.D.  
Department of Internal Medicine  
Cardiovascular Division  
University of Iowa  
Iowa City, IA 52242-0001

Secretary:

Luke Mortensen, Ph.D.  
Discipline of Physiology & Pharmacology  
Univ. Osteopathic Med. & Health Science  
3200 Grand Avenue  
Des Moines, IA 50312-4104

Signed:

Richard D. McCabe, Ph.D. Charles Wunder, Ph.D.  
David D. Gutterman, M.D. Luke Mortensen, Ph.D.  
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