

CONSTITUTION AND BYLAWS

CONSTITUTION AND BYLAWS OF THE UPSTATE NEW YORK PHARMACOLOGY SOCIETY

A CHAPTER OF THE AMERICAN SOCIETY FOR PHARMACOLOGY AND EXPERIMENTAL THERAPEUTICS

CONSTITUTION

Adopted May 14, 2012

ARTICLE I. Name

The name of this organization is **The Upstate New York Pharmacology Society**, a chapter of the **American Society for Pharmacology and Experimental Therapeutics**.

ARTICLE II. Purpose

The purpose of this Chapter is to promote the discovery and application of pharmacological knowledge.

ARTICLE III. Amendments

Amendments to the Constitution may be proposed at any business meeting or by mail, provided that each proposal is endorsed in writing by at least 15 members. Voting on such proposals shall be by ballot. At least 30 days before the voting, the proposed amendment shall be sent by email or postal service to each member of the Chapter. The President shall send a statement of supporting and opposing views with the proposed amendment. Affirmative votes of four-fifths of the members voting shall be required for adoption on an amendment.

BYLAWS

Adopted May 14, 2012

Article I. Members

SECTION 1. Membership Categories

ITEM 1. Regular Members. Any qualified investigator in the Upstate New York or surrounding geographical area who is a current member of ASPET shall be eligible for membership in the Chapter. Qualified investigators who register for the annual meeting are also eligible for annual membership in the Chapter.

ITEM 2. Honorary Members. Distinguished scientists of the region who are not regular members of the Chapter and who have contributed to the advance of pharmacological science shall be eligible for proposal as honorary members of the Chapter. They shall have the privileges of membership but are not subject to the annual assessment. Designation as an Honorary Member requires approval of three-fourths of the voting members of the Chapter.

ITEM 3. Retired Members. Any member of the Chapter who has been a Regular member for 15 years or who has retired because of disability, may upon approval of the Council, be relieved from the annual assessment while retaining the privileges of membership.

ITEM 4. Corporate Associates. Any firm, association, corporation, institution, or subdivision thereof may be invited by the President of the Chapter to become a Corporate Associate for the purpose of supporting the Chapter. A Corporate Associate shall be a non-voting member of the Chapter.

ITEM 5. Affiliate Members. Any qualified person who is engaged in the study of problems in pharmacology but does not meet requirements for Regular membership may be eligible for Affiliate Membership, which shall be nonvoting. Affiliate Members may later be proposed for Regular Membership, upon meeting the requirements.

ITEM 6. Student Members. Persons who are enrolled in undergraduate, graduate, or professional degree programs are eligible for Student membership, which shall be non-voting. Upon completion of their research doctoral degree, applicants are eligible for regular membership but may remain in the Student Member category for no more than two (2) years.

SECTION 2. Nomination of Members

Proposal of Nominees. Nominees for membership shall be proposed by one regular member of the Chapter. Nominations may be submitted at any time during the year. Review of applications by the Executive Office shall occur on a regular basis.

SECTION 3. Expulsion of Members

The Council, for appropriate reasons, may decide that it is in the best interests of the Chapter to expel a member. In this case, the member shall be notified in writing and given an opportunity for a hearing before the Council, to be held no sooner than 30 days following such notification. If a majority of Council members favor expulsion, the Council shall so recommend to the Chapter. A vote of three-fourths of the members voting at a business meeting of the Chapter shall be required for expulsion.

ARTICLE II. Officers

SECTION 1. Eligibility

Regular members are eligible for election to the Council and elected Committees of the Chapter.

SECTION 2. Council

The management of the Chapter shall be vested in a Council consisting of the President, who shall chair the Council, the President-Elect, the immediate Past President, the Secretary/Treasurer, the Secretary/Treasurer-Elect, the immediate Past Secretary/Treasurer, and three other Councilors. Other individuals as may be approved by Council shall be *ex officio* members of the Council without vote.

ITEM 1. President. A President-Elect shall be elected annually and shall assume the office on the July 1 following the election. The President-Elect shall become President after one year as President-Elect. Following a one-year term as President, s/he shall serve as Past President for one year. If the office of President becomes vacant, the President-Elect shall succeed to office.

ITEM 2. Secretary/Treasurer. A Secretary/Treasurer-Elect shall be elected annually and shall assume the office on the July 1 following the election. The Secretary/Treasurer-Elect shall become Secretary/Treasurer after one year as Secretary/Treasurer-Elect. Following a one-year term as Secretary/Treasurer, s/he shall serve as Past Secretary/Treasurer for one year. If the office of Secretary/Treasurer becomes vacant, the Secretary/Treasurer-Elect shall succeed to office.

ITEM 3. Elected Councilors. One Councilor shall be elected each year to serve for a period of three years and shall assume office on the July 1 following the election. Persons elected as Councilor shall not be eligible for immediate re-election to councilor on expiration of their terms of office.

ITEM 4. Executive Officer. The Council may appoint an Executive Officer to assist in carrying on the functions of the Chapter, including the receipt and disbursement of funds, under the direction of the Council. The Executive Officer shall not hold elective office in the Chapter.

ITEM 5. Interim Vacancies. Vacancies in the office of President-Elect, Secretary/Treasurer-Elect or Councilor shall be filled by special election within 60 days after the post becomes vacant. The method of election shall be the same as outlined in ARTICLE III of the BYLAWS.

ARTICLE III. Nomination and Election of Officers and Elected Committee Members

SECTION 1. Nomination and Election Procedures

ITEM 1. Method of Election. Election shall be by secret ballot.

ITEM 2. Nominating Committee. The Nominating Committee shall consist of the Secretary/Treasurer, the Elected Councilors, and the Chapter immediate Past-President to serve as non-voting chair.

ITEM 3. Election Certification. A sitting officer of the Chapter other than the Executive Officer shall certify the election results.

ITEM 4. Eligibility for Office. The Nominating Committee shall determine the eligibility of nominees and ascertain that nominees are willing to stand for office. No member shall be eligible to be a nominee for more than one elective office at any one time.

ITEM 5. Election Ballot. The election ballot shall contain at least two nominations provided by the Nominating Committee for each of the offices of President-Elect, Secretary/Treasurer-Elect, and Councilor. Space shall also be provided for write-in votes for each office. Listing of names for each office on the ballots shall be by alphabetical order. Thirty days after these ballots are provided to the membership the election shall be closed and a count made of the votes. Tie votes shall be resolved by a vote of the immediate Past-President, President, and President-Elect.

ITEM 6. Election Results. Announcement of election results shall be made to the membership by the President by the July 1 following the election.

ARTICLE IV. Finances

SECTION 1. Annual Assessments

ITEM 1. Members. Newly elected members shall become entitled to the privileges of membership only after payment of dues following their election. Any member whose assessment is in arrears for one year shall cease to be a member of the Chapter. The delinquent shall be notified of impending disqualification and informed of their right to appeal to for reinstatement.

ITEM 2. Sustaining Members. Any member of the Chapter may contribute to the support of the Chapter a sum in excess of the annual assessment. These members shall be recognized appropriately by the Council.

SECTION 2. General Fund

Beyond the expenditures required by the ordinary activities of the Chapter, no money from the general Chapter account shall be disbursed save by authority of the Council or the Chapter.

SECTION 3. Finance Committee

There shall be a Finance Committee consisting of five members of the Chapter. The Secretary/Treasurer of the Chapter shall serve as Chair, and the Secretary/Treasurer-Elect, and the Past Secretary/Treasurer shall be members of this Committee. The other members shall be appointed by the President, subject to approval by the Council. The term of office for all appointed members of the Committee shall be for three years. The Executive Officer shall be an *ex officio* member without vote.

SECTION 4. Annual Report

The Secretary/Treasurer shall give a financial report on all funds at the annual meeting.

SECTION 5. Dissolution

In the event of dissolution of the Chapter, the Council shall, after paying or making provision for payment and discharge of all of the liabilities of the Chapter, distribute all of the assets of the Chapter exclusively for charitable, scientific, literary and educational purposes. These assets shall be distributed to such organization(s), operated exclusively for these purposes and qualifying as exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code, as the Council shall determine. If the Council does not take such action, then the remaining property or assets shall be distributed to nonprofit charitable, scientific, literary, or educational organization(s) having power to engage in activities similar to those of the Chapter.

ARTICLE V. Meetings

SECTION 1. Regular Meetings

ITEM 1. Scientific Meetings. The Chapter shall hold at least one annual scientific meeting each year at a time and place approved by the Council. Other scientific meetings may be held at times and places determined by the Council.

ITEM 2. Business Meetings. A Business Meeting shall be scheduled at the regular, annual scientific meeting of the Chapter. Other business meetings of the Chapter may be held at times and places determined by the Council. Notification of

meetings will be provided at least four weeks in advance of the time and place of such meetings. Twelve members shall constitute a quorum.

ITEM 3. Council Meeting. There shall be a Council meeting at the annual meeting and at other times and places as determined by the Council. Five voting members of the Council shall constitute a quorum.

ITEM 4. Conduct of Chapter Business. Matters pertaining to normal business of the Chapter other than those stipulated elsewhere in the Constitution and Bylaws may be affirmed by simple majority of those present at a business meeting.

SECTION 2. Programs

ITEM 1. Arrangement of Programs. The Council shall designate one or more of its members to arrange scientific programs and shall appoint a Program Committee to assist in this task.

ITEM 2. Presentation of Papers. The Council shall establish regulations governing the presentation of papers at Chapter meetings. Regulations shall be published in a Call for Papers.

ITEM 3. The Chapter requires investigators to affirm that original studies reported at the scientific programs of the Chapter have been carried out in accordance with the Declaration of Helsinki and/or with the Guide for the Care and Use of Laboratory Animals as adopted and promulgated by the National Institutes of Health.

SECTION 3. Procedure

The rules contained in Parliamentary Procedure at a Glance by O. Garfield Jones (W.B. Saunders Co., Philadelphia, 1960 edition) shall govern the conduct of business sessions of the Chapter when these are applicable and not inconsistent with this Constitution and Bylaws or with special rules of order adopted by the Chapter.

ARTICLE VI. Amendment of Bylaws

Adoption, alternation, or repeal of bylaws may be moved at any business session of the Chapter. Upon a favorable vote of two-thirds of the members present, the motion shall be submitted to the membership at large by ballot. Final passage shall require a three-fifths majority vote of the members responding within 30 days after submission.

ARTICLE VII. Conflict of Interest

Any Council member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Council or a committee for recommendation, authorization, approval or ratification shall give a prompt, full and frank disclosure of his/her interest to the Council or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his/her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussion or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation, and whether a quorum was present.

ARTICLE VIII. Nondiscrimination

The officers, employees, and persons served by this corporation shall be selected in a non-discriminatory manner with respect to age, sex, race, national origin, and political or religious opinion or affiliation.