

# ~~CONSTITUTION OF THE~~ Bylaws of the ~~HUMAN ANATOMY AND PHYSIOLOGY SOCIETY~~ Human Anatomy and Physiology Society

Adopted ~~6-14-04~~

## **Article I - Name**

- 1.1. This association shall be known as the Human Anatomy and Physiology Society, hereinafter referred to as the Society. The Society may also be known as HAPS.

## **Article II - Goals**

- 2.1. To enhance the quality of human anatomy and physiology instruction at colleges, universities, and related institutions.
- 2.2. To promote and facilitate communication and collaboration among teachers of human anatomy and physiology in colleges, universities, and related institutions.
- 2.3. To promote and organize professional development programs for the teaching of human anatomy and physiology in colleges, universities, and related institutions.
- 2.4. To promote interaction among science teachers at all educational levels.
- 2.5. To provide the membership with opportunities to become and remain informed about the latest developments in the health/science field.
- 2.6. To facilitate communication with other sectors of the educational and scientific community and to collect and disseminate to the membership information regarding events of interest.
- 2.7. To encourage innovation, educational research, and publication by human anatomy and physiology teachers at colleges, universities, and related institutions.
- 2.8. To foster a sense of collegiality and camaraderie among members.

## **Article III - Membership**

- 3.1. Membership in the Society shall be open to educators in anatomy and physiology, students, and others with an interest in human anatomy and physiology regardless of race, creed, gender, sexual orientation, age, or national origin.

3.2. An individual shall become a member in good standing upon payment of his/her membership dues and shall remain in good standing as long as his/her dues are current.

3.3. The Society shall maintain a membership register with the current addresses of all members. It is the responsibility of each individual member to ensure that his/her information is correct.

3.4. All members in good standing shall have the right to vote at all regular and special meetings of the Society and to vote in all elections for Officers of the Board of Directors.

~~3.5. Only members in good standing may hold an elected or appointed office in the Society or hold membership in the committees of the Society.~~

~~3.6. Members in good standing shall be charged reduced registration fees at Society-sponsored annual and regional conferences.~~

#### ~~Article IV-- Officers~~

~~4.1. The elected Officers of the Society are the President, Past President, President-Elect, Secretary, Treasurer, and all Regional Directors.~~

#### **Article IV - Administration**

~~54.1. The policies and affairs of the Society will be established and managed by a Board of Directors consisting of the elected Officers. The elected Officers of the Society are the President, Past President, President-Elect, Secretary, Treasurer, and all Regional Directors.~~

~~54.2. An Executive Committee of the Board of Directors composed of the President, Past President, President-Elect, and Treasurer, shall participate in the formulation of the general Board agenda. If Society business must be conducted at a time when it is not possible or prudent to convene the entire Board, the full Board may authorize the Executive Committee to act in its stead.~~

~~54.3. A Steering Committee consisting of Committee Chairpersons or others appointed by the Board of Directors shall participate with the Board in short-term and long-range planning for the Society.~~

#### ~~Article VI-- Bylaws~~

~~6.1. The provisions of this Constitution shall be carried out in accordance with the Bylaws of the Society.~~

#### **Article VII - Amendments**

~~75.1. Any motion to amend ~~this Constitution or~~ the Bylaws must be proposed by a member of the Board of Directors or be brought to the Board by at least five (5) members of the Society. Any such motion must be submitted in writing and be transmitted to the Secretary, who will present the motion at the next meeting of the Board. If a majority of the total membership of the Board accepts a motion to amend the ~~Constitution or~~ Bylaws, the Board shall place the proposed amendment on the agenda for the next meeting of the membership at large.~~

~~75.2. Once a motion to amend the ~~Constitution or~~ Bylaws has been placed by the Board of Directors on the agenda for a meeting of the membership at large, no amendments to the motion will be allowed.~~

~~75.3. The membership at large shall be notified at least thirty (30) days in advance of any meeting in which an amendment to the ~~Constitution or~~ Bylaws is to be considered.~~

- 75.4. Any proposed amendment to the ~~Constitution or~~ Bylaws, along with supportive materials as may be deemed appropriate and necessary by the Board, shall be made available to the membership at large.
- 75.5. Ten percent (10%) of the membership at large or fifty (50) members, whichever is smaller, shall constitute a quorum for a meeting to amend the ~~Constitution or~~ Bylaws.
- 75.6. A quorum being present, passage of an amendment to the ~~Constitution or~~ Bylaws requires two-thirds of the votes cast.

## ~~BYLAWS OF THE HUMAN ANATOMY AND PHYSIOLOGY SOCIETY~~

~~Adopted 6-14-04~~

### ~~Article I - Membership~~

- ~~1.1. The Board of Directors shall determine the categories of membership.~~
- ~~1.2. An individual shall become a member in good standing upon payment of his/her membership dues and shall remain in good standing as long as his/her dues are current.~~
- ~~1.3. The Society shall maintain a membership register with the current addresses of all members. It is the responsibility of each individual member to ensure that his/her information is correct.~~

### ~~Article II - Privileges of Membership~~

- ~~2.1. All members in good standing shall have the right to vote at all regular and special meetings of the Society and to vote in all elections for Officers of the Board of Directors.~~
- ~~2.2. Only members in good standing may hold an elected or appointed office in the Society or hold membership in the committees of the Society.~~
- ~~2.3. Members in good standing shall be charged reduced registration fees at Society sponsored annual and regional conferences.~~

### ~~Article III-VI - Regular and Special Meetings~~

- 36.1. The Annual General Meeting is a regular meeting of the Society held in conjunction with the Annual Conference of the Society.
- 36.2. A special meeting of the Society may be called at any time by the Board of Directors or by written request of at least five (5%) percent of the membership at large submitted to the Secretary. Any such request from the membership must include the reason(s) for the meeting and the business to be transacted. The membership at large shall be notified of such a request within thirty (30) days of its receipt by the Secretary, and the meeting must be held within sixty (60) days of notifying the membership.
- 36.3. The Board of Directors shall set the time, date, and location of regular and special meetings.

- 36.4. Notification of the time, date, and location of regular and special meetings shall be provided to all members of the Society not less than thirty (30) days prior to each meeting.
- 36.5. Regular and special meetings of the Society may be conducted by any convenient means (in person, electronic, teleconference, etc.) that is technically feasible and that allows all participants equal and sufficient access to and participation in the proceedings.
- 36.6. Ten percent (10%) of the membership or fifty (50) members, whichever is smaller, shall constitute a quorum for regular or special meetings of the Society.
- 36.7. Voting at regular or special meetings of the Society may not be done by proxy.
- 36.8. No error or omission in the notification of a regular or special meeting shall invalidate the meeting or make void its proceedings where such error or omission was made in good faith and for no improper purpose.

#### **Article ~~IV-VII~~ - Dues and Finances**

- 47.1. ~~Dues Categories of membership and dues shall be established~~ for each category ~~shall be established of membership~~ by a two-thirds majority vote of the total membership of the Board of Directors.
- 47.2. The Board of Directors may authorize any Officer(s) or agent(s) to enter into contracts or to execute and deliver instruments in the name of or on behalf of the Society. The limits of such authority must be specified in the authorization.
- 47.3. All checks, drafts, or other orders for the payment of money in the name of the Society shall be signed by such Officer(s) or agent(s) of the Society as determined by the Board of Directors.
- 47.4. All funds of the Society not otherwise employed shall be deposited promptly to the credit of the Society in such bank(s) or depository as the Board of Directors may select.
- 47.5. The continuing (or retiring) Treasurer shall prepare an annual budget for the coming year.
- 47.6. The annual budget shall be approved by the Board of Directors prior to July 1.

#### **Article VIII - Fiscal Year**

- 85.1. The fiscal year of the Society shall be from July 1 through June 30 of the next calendar year.

#### **Article ~~VI-IX~~ - Officers**

- ~~6.1. The elected Officers of the Society are the President, Past President, President-Elect, Secretary, Treasurer, and Regional Directors.~~
- 9.16.2. The terms of all elected offices shall commence on July 1 of the first year of the term and end on June 30 of the last year of the term.

- 9.26.3. No member may be a candidate for two elected offices simultaneously. No member may hold two elected offices simultaneously.
- 9.36.4. The President, Past President, and President-Elect shall remain in office for a term of one (1) year. The President, Past President, and President-Elect are not eligible to be candidates for elected office while serving their terms of office. After their terms expire, they are again eligible to be candidates for any Society office.
- 9.46.5. The Treasurer and Secretary shall each remain in office for a term of two (2) years. The terms of the Secretary and Treasurer shall be staggered.
- 9.56.6. The Regional Directors shall be elected by the membership at large to represent specific geographical regions. Each Regional Director shall remain in office for a term of two (2) years. The terms of office of Regional Directors shall be staggered so that half, or as close an approximation to half as possible, of the Regional Directors shall be elected each year.
- 9.66.7. Regional Directors and the Secretary may not serve more than two (2) consecutive terms. A Regional Director or Secretary who has served two consecutive terms may not run for election to the same position before spending at least one year off the Board. Such a term limit shall not apply to the Treasurer.
- 9.76.8. The Board of Directors shall establish categories, duties, and terms of office of appointed Officers. A current description of all appointed offices shall be maintained in a Policies and Procedures Manual.

#### **Article ~~VII~~X - Roles and Responsibilities of Officers**

- 710.1. The President shall be the chief elected Officer of the Society. He/she shall supervise and direct the conduct of the business of the Society. In consultation with the Board of Directors, he/she shall provide direction and guidance for the formulation of Society policy. He/she shall be responsible for ensuring that all affairs of the Society are conducted in a manner consistent with the ~~Constitution and~~ Bylaws. The President shall call and preside at all regular, special, and Board of Directors meetings of the Society. The President shall have the right to vote but shall not be required to cast a vote to break a tie. The President has automatic succession to the office of Past President.
- 710.2. The President-Elect shall generally assist the President in the performance of his/her duties and shall assume those duties if the President is absent or unable to act. The President-Elect has automatic succession to the presidency. The President-Elect is a voting member of the Board of Directors and serves as the Chairperson of the Nominating Committee. He/she will perform other duties as assigned by the President or the Board.
- 710.3. The immediate Past President provides leadership continuity and helps assure strong future officer succession. He/she is a voting member of the Board of Directors and shall perform other duties as assigned by the President or the Board. He/she shall assume the duties of the President if both the President and the President-Elect are absent or unable to function. The Past President automatically assumes the title of President Emeritus at the end of his/her term.
- 710.4. The Secretary shall be responsible for notifying the membership of all regular and special meetings. He/she shall take and keep minutes of all regular, special, and Board of Directors meetings of the Society. The Secretary shall have responsibility for and participate in the maintenance of all corporate records and important Society documents. He/she may also oversee the collection, organization, and archiving of any historical materials of interest to the

Society. The Secretary is a voting member of the Board of Directors and shall perform other duties as assigned by the President or the Board.

710.5. The Treasurer is the chief fiscal officer of the Society. He/she shall oversee the receipt of all moneys paid to the Society as well as the deposit of all such moneys in a bank in the name of the Society. The Treasurer shall oversee the payment of all Society expenditures, scholarships, and grants. He/she shall keep, or oversee the management of, a complete set of financial records for the Society and present financial reports as required. The Treasurer shall prepare the annual budget. At the end of his/her term of office, the Treasurer shall turn over all funds and financial records to his/her successor. The Treasurer is a voting member of the Board of Directors and shall perform other duties as assigned by the President or the Board.

710.6. Each Regional Director serves as a representative of a designated geographic region to ensure currency and continuity of policies and procedures. He/she acts as a liaison between the region's constituency and the Board of Directors by communicating with the constituency annually and by promoting increased involvement of the region's membership in the activities of the Society. Each Regional Director is a voting member of the Board of Directors and shall perform other duties as assigned by the President or the Board.

#### **Article ~~VIII~~XI - Board of Directors**

~~8.1. The Board of Directors is composed of the President, Past President, President-Elect, Secretary, Treasurer, and Regional Directors.~~

11.18.2. Unless and until such time as an acceptable method for secret electronic balloting is developed and implemented by the Board, the election of members of the Board of Directors shall be by secret mailed ballot.

11.28.3. The Board of Directors shall establish and maintain a Policies and Procedures Manual containing a detailed description of the policies and procedures that guide the day-to-day operation of the Society. All policies and procedures must conform to the Society's ~~Constitution and~~ Bylaws.

11.38.4. The Board of Directors shall authorize the signing of instruments, documents, and contracts pertaining to the business of the Society. The signing Officers of the Society shall be the President, President-Elect, Secretary, and the Treasurer, unless otherwise authorized by the Board.

11.48.5. The number and boundaries of the Society's geographical regions shall be approved by a two-thirds majority of the total membership of the Board of Directors.

11.58.6. Meetings of the Board of Directors may be called by the President or by a majority of the total membership of the Board of Directors.

11.68.7. The Board of Directors shall meet in person at least once annually to deal with any business of the Society.

11.78.8. The Board of Directors may meet electronically to deal with any business of the Society. Electronic meetings can include, but need not be limited to, conference phone calls, teleconferencing, and electronic communications, such as email. The rules governing electronic meetings shall be established by a two-thirds majority of the total membership of the Board and must be included in the Policies and Procedures Manual.

11.88-9. A quorum for the conduct of official Board of Directors business shall be a majority of the total membership of the Board of Directors.

11.98-10. The Board of Directors may establish, by a two-thirds majority vote of the total membership of the Board, categories of Appointed Officers and their terms of office. Appointed Officers shall be non-voting members of the Board of Directors.

11.108-11. The Board of Directors shall appoint all appointed Officers.

11.118-12. The Board of Directors may remove from office any elected or appointed Officer if that Officer has not fulfilled his/her duties or if such removal is deemed to be in the best interest of the Society. The removal of an Officer shall require a three-fourths majority of the total membership of the Board of Directors.

11.128-13. The resignation of any member of the Board of Directors shall be submitted in writing to the President. Should a resigning member submit only a verbal resignation, the President shall confirm the resignation in writing to the resigning member with a copy to the Board of Directors.

11.138-14. Any vacancy on the Board of Directors that occurs during a term of office shall be filled by succession or by appointment for the remainder of the term. Vacancies filled by appointment shall require a two-thirds majority of the remaining members of the Board of Directors.

#### **Article ~~IX~~XII - Nominations and Elections**

912.1. Each year a Nominating Committee is constituted and charged to develop a slate of candidates and to prepare the ballot for elected offices within the Society. The President-Elect shall serve as its Chairperson. Three other HAPS members, recruited by the President-Elect to serve on the committee, must be appointed to the committee by the Board of Directors.

912.2. The Nominating Committee shall request nominations for officers from the membership at large at least ninety (90) days prior to the Annual General Meeting. The Nominating Committee shall determine the final slate of Officers.

912.3. Ballots shall be presented to the membership not less than thirty (30) days prior to the Annual General Meeting and shall include spaces for write-in selections.

912.4. Valid ballots must be received at the designated location by the date specified by the Nominating Committee. The President-Elect shall announce the election results at a time designated by the Board of Directors.

912.5. No error or omission in the transmission of the ballots shall invalidate an election where such error or omission was made in good faith and for no improper purpose.

#### **Article XIII - Committees**

4013.1. The Board of Directors may appoint or deactivate standing or special committees.

4013.2. A detailed set of current committee policies and procedures shall be maintained in a Policies and Procedures Manual, which shall from time to time be updated at the direction of the Board of Directors.

- 4013.3. The Board of Directors shall appoint the Chairpersons of all standing or special committees. Other committee members may be appointed at the discretion of the Board.
- 4013.4. The Board of Directors may remove a committee Chairperson if it determines that the work of the committee is not being done in a satisfactory or timely manner or if such removal is deemed to be in the best interest of the Society.
- 4013.5. In accordance with the Policies and Procedures Manual, each committee Chairperson shall appoint HAPS members to serve on his/her committee.
- 4013.6. A committee's Chairperson, or the Board of Directors, can remove a committee member for not fulfilling his/her duties or if such removal is deemed to be in the best interest of the Society.
- 4013.7. All committee membership terms, including those of Chairpersons, shall commence on July 1 of the year of appointment to the committee and shall end on June 30 of the last year of the term.
- 4013.8. A committee shall meet at the request of the committee Chairperson or a majority of the total membership of the committee.
- 4013.9. Official business of committees is to be conducted at a meeting open to all members at the Annual Conference.
- 4013.10. Committee meetings may be conducted by any convenient means (in person, electronic, teleconference, etc.) that is technically feasible and that allows all participants equal and sufficient access to and participation in the proceedings.
- 4013.11. The conduct of official committee business requires participation by a quorum of the committee as determined by the Board of Directors.

#### **Article XIV - Indemnification of the Board of Directors**

- 4114.1. The Human Anatomy and Physiology Society shall indemnify each member of the Board of Directors, which includes each Officer serving also as a Director, as Directors and/or Officers, and individually, as well as their successors, assigns, heirs and personal representatives, against any and all claims, demands, losses and damages and liabilities of any kind or nature whatsoever that any of them at any time sustain or incur by reason of any act or thing connected with serving as a Director, and each such person's legal representatives, against liabilities, expenses, counsel fees and costs reasonably incurred by said person or said person's estate in connection with, or arising out of, any action, suit, proceeding or claim in which such person is made a party by reason of such person's being, or having been, a Director or Officer; provided such Director or Officer acted in good faith and in a manner such person reasonably believed to be in and not opposed to the best interest of the Human Anatomy and Physiology Society.
- 4114.2. The indemnification herein provided for shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Director or Officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the Director or Officer involved acted in good faith and in a manner such person reasonably believed to be in and not opposed to the best

interest of the Human Anatomy and Physiology Society; but in taking such action any Director involved shall not be qualified to vote thereon.

~~114~~.3. The Human Anatomy and Physiology Society, if it becomes liable for indemnity herein, shall be liable to pay 100% of any loss (including costs, charges and expenses) in excess of the coverage provided by any liability insurance company having coverage for such person for said loss.

#### **Article ~~XII~~XV - Dissolution of the Society**

~~1215~~.1. In the event of dissolution, the assets of the Society shall be distributed in accordance with the Internal Revenue Service regulations for the dissolution of a non-profit organization.

#### **Article ~~XIII~~XVI - Parliamentary Procedure**

~~1316~~.1. For any action or activity not specifically covered by these Bylaws, the Society shall be governed by the latest edition of Robert's Rules of Parliamentary Procedure, Revised.