

# **BYLAWS OF THE BIOPHYSICAL SOCIETY**

*Adopted February 1958; amended September 1991; amended August 1999; amended August 2002; amended August 2006; amended April 2012; amended February 2020; amended (if approved) August 2021.*

## **ARTICLE I**

Name: The name of the society shall be the Biophysical Society.

## **ARTICLE II**

Purpose: The purpose of the Biophysical Society is to encourage the development and dissemination of knowledge in biophysics.

## **ARTICLE III**

Membership: Membership in the Biophysical Society shall be open to scientists who share the stated purpose of the Society, who have educational, research, or practical experience in biophysics or in an allied scientific field, and who comply with the policies and procedures of the Biophysical Society.

## **ARTICLE IV**

Officers: The officers of the Society shall be a President, a President-Elect, a Secretary, and a Treasurer. The President-Elect shall serve one year as such, followed by one year as President, and then by one year as Past President. No person shall ever be eligible for re-election to the presidency.

The Secretary and the Treasurer shall be elected to staggered terms of four years. No person may hold the office of Secretary and/or of Treasurer for more than one term. A new Secretary-Elect and/or Treasurer-Elect shall work with the incumbent Secretary and/or Treasurer for six months during the incumbent's terminal year in office prior to assuming the responsibilities of the office. The four-year term shall begin with the assumption of full duties of the office.

## **ARTICLE V**

Council: There shall be a Council responsible for the fulfillment of the scientific and business obligations of the Society.

The Officers, the immediate Past-President, and twelve elected members shall constitute this Council. The elected Councilors shall be chosen by the membership of the Society for three-year terms, four to be elected each year. No elected member of the Council shall be eligible for re-election until one year after the expiration of a full three-year term.

## ARTICLE VI

Executive Officer: The Council shall appoint and compensate an Executive Officer to assist in carrying out the functions of the Society, including receipt and disbursement of funds under the direction of the Council. The Executive Officer shall not hold elective office in the Society.

## ARTICLE VII

Affiliations: The Society is empowered to affiliate with other organizations. Proposals for affiliation may be initiated by individual members of the Council or by a petition to the Council signed by 0.5% of the regular members of the Society. To become effective, such proposals must be approved by a two-thirds majority of the Council and must be ratified in an electronic ballot by two-thirds of those members of the Society voting on the measure.

## ARTICLE VIII

Amendments to the Bylaws: Amendments may be initiated by individual members of the Council or by a petition to the Council signed by 0.5% of the regular members of the Society. Amendments must be approved by a two-thirds majority of the Council and must be ratified in an electronic ballot by two-thirds of those members of the Society voting on the measure.

## ARTICLE IX

Dissolution: Dissolution of the Society for any cause shall be initiated by individual members of the Council or by a petition to the Council signed by 0.5% of the regular members of the Society. Such motion or petition must be approved by a two-thirds majority of the Council and must be ratified in an electronic ballot by two-thirds of those members of the Society voting on the measure. Dissolution must be in accordance with applicable regulations of the 1986 Internal Revenue Code, Section 501(c)(3), or any amendments thereto. All funds and other assets of the Society, including any rights to funds, present or future, contingent or actual, shall be irrevocably assigned and transferred to any successor society which has among its principal purposes the encouragement, development and dissemination of knowledge in the biological or physical sciences, and has qualified as an exempt organization under Section 501(c)(3) of the 1986 Internal Revenue Code. Such activities or any amendments thereto need not be the only purpose of the successor society. The selection of the successor society must be approved by a two-thirds vote of the Council and named in the Council's minutes and its Articles of Dissolution, but need not be named in the motion of petition for dissolution. At the discretion of the Council, upon approval by a two-thirds vote of the Council, the name of the selected successor may be included in the electronic ballot submitted to the membership for ratification.

## ARTICLE X

Types of Membership: The Society shall consist of regular members (including charter members) and student members. It can admit to membership applicants eligible under **Article III** of the Bylaws. Applicants must complete a Society membership form and submit it to the Society Office for approval.

Only members in good standing shall have the right to vote. Only regular members in good standing shall have the right to sponsor new members or to hold office. Charter members are those who have been admitted to the Society and who have paid their dues for 1957. Provided that dues are paid as specified in **Article XII** of the Bylaws, charter members continue as regular members of the Society without further application. Students pursuing a course of study in biophysics or in related sciences, can be admitted to student membership when sponsored by a regular member of the Society.

#### **ARTICLE XI**

Meetings: The Biophysical Society is authorized to hold international, national and regional scientific meetings. There shall be held, at least annually, a business meeting in connection with the Annual Meeting of the Society.

#### **ARTICLE XII**

Dues: The fiscal year of the Society shall run from January 1 through December 31. Membership will be by calendar year.

Dues shall be assessed on each member on a calendar-year basis in amounts determined by Council for each type of membership. Upon payment of the dues assessed, an individual shall be a member in good standing and entitled to all membership rights and benefits.

#### **ARTICLE XIII**

Publications: The Biophysical Society is empowered to publish or to enter into agreements with others to publish journals and other publications (abstracts, reviews, newsletters, etc.) that may be authorized by a two-thirds majority vote of the Council. Changes in the agreements which implement the publishing of a duly established journal or other organ may be authorized by a majority vote of the Council.

#### **ARTICLE XIV**

Duties of Officers: It shall be the duty of the President to preside over the Annual Meeting of the Society, to serve as Chair of the Council, to appoint and charge, with the approval of Council, the Chairs and members of all committees of the Society, except the Nominating Committee, and to carry out other activities usually pertaining to the office. The President-Elect shall serve in the place of the President in their absence. The President-Elect will automatically succeed to the presidency when the office becomes vacant.

The Secretary of the Society shall carry out other duties that usually pertain to this office. The Secretary-Elect shall work closely with the incumbent to become familiar with the duties of the office. The Treasurer of the Society is responsible for overseeing the Society's finances, including budget and reserves. The Treasurer-Elect shall work closely with the incumbent and the Director of Finance and Operations to become familiar with the duties of the office.

## ARTICLE XV

Duties of the Council: The duties of the Council shall be to determine the policies for the good of the Society and the science it represents in accordance with the Bylaws and to implement the execution of these policies as provided in these Bylaws. It shall approve the programs of scientific meetings; it shall authorize the expenditure of Society funds; and it shall obtain an annual audit of the Society finances.

The Council may establish and enforce policies and procedures for eligibility for membership, volunteer leader positions, and awards, for the conduct of members, volunteers, Committee members, officers, and Council members, for disciplinary action, suspension, or revocation of membership or awards, and for removal of an officer, volunteer, Committee member, or Council member.

The Council shall meet at the call of the President, at least four times a year: first, at the end of the Annual Meeting, and subsequently in the spring, in the fall, and at the start of the Annual Meeting. At the first meeting it shall elect the Nominating Committee and name its Chair. A new Council may conduct business prior to assuming office, but its actions become effective only upon the newly elected members assuming office. Newly elected Council members and officers who have not yet taken office are expected to attend the Council meeting at the start of the Annual Meeting.

The Council shall have power to conduct other business by means of electronic vote outside of a formal meeting, however, that vote must be unanimous. If a vote is not unanimous, the Council may still proceed but will have to ratify the action by vote at the next Council meeting.

## ARTICLE XVI

Committees and Task Forces: The Council shall have the right to appoint and determine the composition and authority of such standing Committees and other Committees and Task Forces as it deems necessary from time to time. Such Committees and Task Forces may be described in separate administrative regulations.

## ARTICLE XVII

Nominating Committee: The Nominating Committee shall consist of a minimum of five members of the Society, at least two of whom shall not be members of the Council. The immediate Past-President during the year following the election of the Nominating Committee shall be a member of the Committee. The Nominating Committee shall be elected for a period of one year. It will be the responsibility of the Nominating Committee to prepare lists of nominees from the regular members as described in **Article X** of the Bylaws and to ascertain the willingness of each nominee, if elected, to serve and to attend, without compensation from the Society, the regular meetings of the Council as specified in **Article XV** of the Bylaws. The Nominating Committee shall report its list of nominees to Council in the year following its election.

## ARTICLE XVIII

Election and terms of Officers and of Council: Nominations for offices to become vacant shall be made by the Nominating Committee. Nominations for Secretary and Treasurer shall be made one year prior to the end of the term of the incumbent. Nominations will also be received by petition. Each petition must be signed by 0.5% of the regular members of the Society and must contain a written statement by the nominee that he/she is willing, if elected, to serve and to attend Council meetings as described in **Article XV**.

The final list of nominees arranged as a ballot shall be sent electronically to the members by June 15, and the ballots must be returned before August 1. In order to ensure that the names of petition candidates appear on the ballot, any petition must be received by the Society Office by October 1 the year before the election. The candidate for each office receiving the highest number of votes will be elected.

The current President will withhold their vote until after the ballot closes. If at that time there is a tie, the current President's vote, though weighing no more than any other vote, would be cast as the deciding vote.

The election of Council members shall follow the same schedule as for the election of Officers. The slate of the Nominating Committee shall contain at least four more names for Councilors than the number of vacancies for both full and unexpired terms. Additional nominations to the Council may be made by petition. Each petition must be signed by 0.5% of the regular members of the Society and must contain a written statement of willingness, if elected, to serve and to attend Council meetings as described in **Article XV**. Those receiving the highest number of votes shall have priority for the longer terms among the vacancies.

With the exception of the Secretary and Treasurer, all Officers and Council members shall take office at the end of the annual business meeting at the Annual Meeting. The Secretary and Treasurer shall take office July 1 following the election. However, all officers shall continue until relieved by their successors. The Secretary-Elect and Treasurer-Elect shall begin learning the duties of the offices immediately upon notice of election.

Interim vacancies on the Council (including those created by inability to serve and by election of a Council member to an office or as editor-in-chief of a Society journal) shall be filled in the order of votes received by those on the slate but who fell short of election, at the last regular election. The Council will appoint an individual to serve during an interim vacancy in the office of the Secretary or the Treasurer until the completion of the next regular election. An interim vacancy in the presidency shall be filled by advancement of the President-Elect; however, in the event that there is no President-Elect to advance, the Council shall elect one of its members as acting President to serve until completion of the next regular election.

## **ARTICLE XIX**

Subgroups: The Council may, upon petition by at least 100 regular members, form within the Society a Subgroup of members charged with the advancement and dissemination of knowledge of a specific area of biophysics. Accompanying the petition shall be the bylaws of the proposed Subgroup.

The senior officer of the Subgroup shall be elected by the members constituting the Subgroup, and will be known as Subgroup Chair. This chair shall report the activities and needs of the Subgroup to the Council of the Society.

Council will consider on a yearly basis termination of any group not maintaining 100 regular members or not presenting a scientific program at the Annual Meeting.