

# **CONSTITUTION**

## **CONSTITUTION OF THE SHOCK SOCIETY**

### **ARTICLE I (Name)**

The name of the society shall be the SHOCK SOCIETY.

### **ARTICLE II (Purpose)**

To improve the care of victims of trauma, shock, and sepsis, through:

1. Promoting relevant research into the basic biology of trauma, shock, and sepsis
2. Providing a multidisciplinary forum to integrate and disseminate new knowledge in trauma, shock, and sepsis
3. Promoting the education and mentoring of the next generation of investigators in the field of trauma, shock, and sepsis.

### **ARTICLE III (Membership)**

Membership in the Society shall be open to persons who share the stated purpose of the Society and who have educational, research, or clinical experience in the field of shock and trauma or in an allied discipline.

### **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. No person shall ever be eligible for re-election to the Presidency.

The Secretary and Treasurer shall be elected to terms of three years. No person may hold the offices of Secretary and Treasurer for more than two terms.

### **ARTICLE V (Council)**

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

The current Officers, the three Past-Presidents, the Editor(s) of the official Society Journal(s), the Chair of the Scientific Program Committee, the Chair of the Publications Committee, and eight additional Councilors shall constitute this Council. Councilors shall be elected to provide representation from the various subdivisions of shock research. Councilors shall be chosen by the membership of the Society for a four-year term, two to be elected each year. No Councilors shall be eligible for re-election until one year after the expiration of a full four-year term. Upon the recommendation of the Publications Committee, the Editor(s) will be elected by the Council for a four-year term and may be immediately eligible for re-election.

### **ARTICLE VI (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 ten Members of the Society, and to become effective must be approved by a two-thirds majority of the Council and approved by the membership

### **ARTICLE VII (Bylaws)**

The provisions of the Constitution of the Society shall be carried out in accordance with the current Bylaws of the Society.

### **ARTICLE VIII (Amendments)**

Amendments may be initiated by individual members of the Council or by a petition to the Council signed by 10 members of the Society. Amendments must be approved by a two-thirds majority of the Council, and then approved by a two-thirds majority at a subsequent business meeting of the Society.

### **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 ten Members of the Society. Such motion or petition must be approved by a two-thirds majority of the Council, must then be discussed at a subsequent business meeting of the Society, and must finally be ratified in a mail ballot by two-thirds of those Members of the Society voting. Dissolution must be in accordance with the application regulations of the 1965 Internal Revenue Code, Section 506, 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 of the 1954 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.

## **BYLAWS\***

### **ARTICLE I (Membership)**

1. The membership of the society shall consist of Members (including Charter Members), Student Members, Emeritus Members, and Sustaining Members.
2. Members. A person who shares the stated purpose of the Council and is eligible under Article III of the Constitution may be elected a Member. Applications must be submitted to the Society office and will then be transmitted to the Membership Committee for approval.
3. Student Members. The principal requirement for Student Membership is a genuine and active interest in the aims and purposes of the Society. Applicants must be sponsored by an active member of the Society. Student Membership

does not include voting privileges in the Society. Student Members may submit one paper at the Annual Meeting without Full Member sponsorship, but may not sponsor any papers at the Annual Meeting.

4. Emeritus Members. A Member who has retired or become emeritus may apply to the Council for election to emeritus status. Emeritus Members shall pay no dues but shall have all rights and privileges of Members.
5. Sustaining Members. The Council may elect a person or corporation a Sustaining Member as a result of demonstrated and substantial acts benefiting the Society or its purposes. Only in the case of a person qualified as a Member may a Sustaining Member vote or hold office.

#### **ARTICLE II (Meetings)**

The Society is authorized to hold scientific meetings, international, national, and regional. A business meeting shall be held in connection with the annual scientific meeting of the Society. Parliamentary procedures to be followed in the business meeting shall be those specified in "Robert's Rules of Order". Five percent of the Members, or 50, whichever is smaller, shall constitute a quorum.

#### **ARTICLE III (Dues)**

All fiscal affairs of the Society shall be conducted on the basis of the calendar year.

Membership dues may be changed by the Council, subject to approval at the next annual business meeting.

Annual dues are payable on October 1<sup>st</sup> preceding the beginning of the fiscal year. Members who have not paid by December 1<sup>st</sup> will be notified and if they still have not paid by the first day of the fiscal year they will be dropped from the mailing list. Prior to the following April 1<sup>st</sup>, Members will be reinstated upon payment of dues; if in arrears on that date, they will be dropped from membership.

#### **ARTICLE IV (Publications)**

The Society is empowered to publish or to enter into agreements with others to publish such journals and other publications (abstracts, reviews, newsletters, etc.) as 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 V (Duties of Officers)**

It shall be the duty of the President to preside over the annual business meeting of the Society, to serve as Chair of the Council, to appoint and charge, with the approval of the Council, the Chair and members of all committees of the Council, and to carry out other activities usually pertaining to the office.

The President-Elect shall carry out the duties of an absent or disabled President. The President-Elect will automatically

Succeed to the presidency when the office becomes vacant.

The Secretary shall keep accurate records, maintain an up-to-date membership list, and give notice of all meeting of Members and of the Council.

The Treasurer shall send out dues notices and collect all dues. He shall be responsible for all funds and securities of the Society, and shall make all disbursements in accordance with the budget approved by the Council. He shall submit an annual report of the financial condition of the Society and be responsible for any financial reports required by the Internal Revenue Service.

#### **ARTICLE VI (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 Constitution and to implement the execution of these policies as provided in these Bylaws. It shall plan scientific meetings; it shall authorize the expenditure of Society funds; and it shall obtain an annual audit of the Society finances.

The Council shall fill a vacancy in the offices of Secretary and Treasurer until the office can be filled by a regular election of the Society; and in the event that the presidency becomes vacant when there is no President-Elect, it shall elect one of its members as Acting President until a regularly elected President takes office.

Interim vacancies among the Councilors may be filled by the Council until the next regular election of the Society.

Upon the recommendation of the Publications Committee, Council shall elect the Editor(s) of its official journal(s) by a two-thirds majority vote.

The Council may, if it deems necessary, appoint an Executive Secretary with appropriate compensation to assist in handling the affairs of the Society.

The Council may, at its discretion, appoint an Executive Committee from its members and may delegate to this Committee such powers as it sees fit.

The Council shall meet, at the call of the President, at least once a year. At the regular meetings it shall consider changes in dues, amendments to the Constitution and Bylaws, and proposals for affiliations, and set the agenda for the business meeting. Newly elected Council members who have not yet taken office are expected to attend this meeting but may not vote. The Council shall have power to conduct other business by means of mail vote.

Six voting Members of the Council shall constitute a quorum.

The Council may apply for grants or secure donations for specific projects which are consistent with the purposes of the Society and they or appropriate Committees of the Council may then meet to consider their business at times other than the Annual Meeting with expenses defrayed by said grants or donations.

## **ARTICLE VII (Elections)**

Nominations for offices to become vacant shall be Made by the Nominating Committee. Nominations will also be received by petition. Each petition my be signed by ten Members and must contain a written statement by the nominee of willingness to serve. In order that the names of persons so nominated may appear on the ballot, petitions must be received by the Secretary before January 1<sup>st</sup>. The final list of nominees arranged as a ballot, and containing more than one name for each vacancy to be filled, will be sent electronically to the members (current with dues). The candidate for each office receiving the highest number of votes will be elected.

The election of Councilors shall follow the same schedule as for the election of Officers. The slate of the Nominating Committee shall contain at least one more name than the number of vacancies for both full and unexpired terms. Additional nominations for Councilor may be made by petition. Each petition must be signed by five Members and must contain a written statement of willingness to serve.

All Officers and Councilors shall take office at the end of the annual business meeting.

## **ARTICLE VIII (Standing Committees)**

The standing committees shall be:

1. Awards and Honors Committee
2. Development Committee
3. Finance Committee
4. International Relations Committee
5. Membership Committee
6. Nominating Committee
7. Publications Committee
8. Rules Committee
9. Scientific Program Committee
10. Laboratory Animal Issues Committee

The duties, responsibilities and membership of these committees will be described in the "Handbook for Officers and Committees". Additionally, amendments to the aforementioned Handbook must be approved by a majority vote of Council at the annual Council meeting. All newly elected committee members will be provided with a copy of the "Handbook for Officers and Committees".

## **ARTICLE IX (Amendments)**

Amendments to the Bylaws shall be initiated according to the same procedure as amendments to the Constitution, except that a majority vote at the annual business meeting shall suffice for ratification

*\*Amended January, 1983; June, 1986; June, 1987; June, 1988; June, 1991; June, 1992; June, 1994; June, 2000; June, 2002; June 2007; June 2008*