

# BYLAWS OF THE OBESITY SOCIETY

## **Article I. Purposes**

The purposes of The Obesity Society are to promote research, education and advocacy to better understand, prevent and treat obesity and improve the lives of those affected. The purposes of this Society shall be to develop and extend knowledge in the field of obesity, to facilitate personal contact between investigators in broad fields related to this area of interest, and to promote prevention and treatment of obesity and to promote the elimination of stigma and discrimination associated with obesity.

## **Article II. Membership**

### **A. Eligibility and Classes of Membership**

Any person who has conducted research or has an interest in the field of obesity may be eligible for membership in the Society, including persons residing or working outside the United States, Canada or Mexico, in accordance with criteria set forth by the Council. Classes of membership shall include the following:

1) Fellows and Regular Members may hold office or vote for amendments to the Articles of Incorporation or these Bylaws, elect Officers and Nominating Committee; 2) Early-Career Members may hold office or vote for amendments to Articles of Incorporation or these Bylaws, elect Officers and Nominating Committee; 3) Emeritus Members may vote for amendments to the Articles of Incorporation or these Bylaws, elect Officers and Nominating Committee; 4) Student Members; and 5) Honorary Members

### **B. Election of Members**

Membership in The Obesity Society shall be determined by criteria set forth by the Council.

### **C. Loss of Membership**

Forfeiture of membership will occur from nonpayment of dues but can be reinstated upon current payment. Failure to meet the criteria for membership as determined by the Council will result in forfeiture of membership unless or until criteria can be met. Violation of the Code of Conduct will result in forfeiture of membership. Reinstatement would require a recommendation from the Ethics Committee and vote of Council.

## **Article III. Governance**

### **A. Council**

#### **1. Responsibilities**

Subject to the Articles of Incorporation and these Bylaws, The Obesity Society Council (hereinafter "Council") shall determine the policies of the Society and shall manage, supervise, and control its business, property, and affairs including establishment of its budget, raising and disbursing of

funds, and the adoption of rules and regulations for the conduct of business consistent with the Society's purposes and Strategic Plan. Annually, the Council shall approve a budget for each fiscal year and shall review the audit of the previous fiscal year. Every fifth year (or more frequently as needed), the Council shall approve a Strategic Plan which shall form the operational plan for the Society which shall be reviewed and may be amended at intervening meetings of the Council. The Council shall establish the monetary amount of the annual dues. The Council may require that subscription to the official journal(s) of the Society be mandatory.

## 2. Composition

The Council shall be composed of: 15 voting members as follows:

- a. The President, Past President, President-Elect, Vice-President and Secretary/Treasurer;
- b. One representative each of the following disciplines: Scientific-basic/bench/preclinical, Scientific- population/epidemiological/community, Clinical-Research, Clinical-Practice, and Advocacy/Public Affairs/regulatory;
- c. An IASO Regional Vice-President for North America, and 4 at-large members;
- d. Elections shall be structured such that there is at least one representative from Canada and one from Mexico among the 15 positions on Council;
- e. The Executive Director shall be an *ex-officio* non-voting member of the Council.

## 3. Nominating Committee

A Nominating Committee shall consist of the Past-President as chair and six members elected by the membership. Each elected member shall serve for two years with terms staggered in start year to three per year. Membership and Council may nominate members for the Nominating Committee.

## 4. Nominations

The Nominating Committee shall propose at least two nominations each for the offices of Vice-President, and Secretary/Treasurer, and for each councilor and IASO Regional Vice-President for North America in the years when applicable. Nominations may also be made by the membership. In such cases, the nomination petition must be signed by ten regular active members. All nominees must be Fellows or Regular Members in good standing of the Society. Nominees for Secretary/Treasurer must possess sufficient financial expertise to serve in the role. Candidates should be vetted before nomination. If two qualified candidates are not available to be nominated, there are two options: (1) extend the sitting Treasurer's term or (2) one candidate may run unopposed.

## 5. Elections

The list of nominees will be sent to Fellows and Regular Members. The individual receiving the most votes will be elected to the office under consideration.

## 6. Electoral Decisions:

In the event of a tie vote the Council shall decide the election.

## 7. Terms of Office

Term of Office for members of the Council is three years, except for the IASO Regional Vice-President

for North America, whose term is six years. Membership in the Council shall be staggered such that approximately 1/3 of the members are elected each year.

- Members of the Council may be nominated to serve consecutive terms in different positions.
- Previous members of the Council may be nominated to serve more than one non- consecutive term in the same position.
- Members of the Council may be nominated to serve for more than one consecutive term in the same position under special circumstances. A recommendation would come from the Nominating Committee and be voted on by the Executive Committee with a majority vote needed for approval (if the individual being considered is on the Executive Committee, he/she would abstain from the vote).

#### 8. Vacancies

Vacancies on Council shall be filled at the next scheduled election. However, in the event that more than three vacancies occur at one time, a special election shall be held if determined to be needed by the Executive Committee and Nominating Committee. The Executive Committee, with recommendations from the Nominating Committee, will make all interim appointments.

#### 9. Removal

Members of the Council may be removed from office for (a) violation of these Bylaws, (b) violation of the Code of Conduct, (c) engaging in any conduct prejudicial to the best interests of the Society, (d) missing without good cause two consecutive meetings of the Council. Removal shall occur only after 30 days written notice to the member in question by certified or registered mail, to his or her last known address, of the proposed removal from office and its causes, of the member's opportunity to respond in writing, and of the time and place at which the Councilor may respond by oral presentation.

#### 10. Meetings

At least one regular meeting of the Council shall be held each year. Special meetings may be called at any time or from time to time at the call of the President or by a majority of the Council. Meetings may be held and business conducted by conference telephone or similar communication equipment if all persons participating in the meeting can hear each other at the same time. Meetings shall be open unless otherwise determined by the Council.

The quorum for meetings of the Council and Executive Committee shall be fifty-one percent of the members.

### B. Officers, Executive Committee, Executive Director

#### 1. President

##### Duties and Responsibilities

The President shall preside at the meetings of the Council and meetings of the Executive Committee. Unless otherwise specified, the President shall appoint members of all committees and shall appoint representatives to other organizations as appropriate. The President, President-Elect and the Executive Director shall be *ex-officio* members of all committees and task forces. The IASO Regional Vice-President for North America to the International Association for the Study of Obesity (IASO)

shall represent The Obesity Society at meetings of IASO.

## 2. Terms of Office

The President shall serve for one year. The President-Elect shall serve for one year and advance to the office of President. The Vice-President shall serve one year and advance to President-Elect for one year, and then advance to President. The President shall advance to Immediate Past President and serve for 1 year. The Secretary/Treasurer shall be elected for a term of three years. The President, President-Elect, Vice President, Secretary/Treasurer and Immediate Past President each hold one vote for matters requiring a vote by the Executive Committee or Council.

In support of TOS's commitment to rotating leadership none of the Executive Committee terms shall be considered extendable except in the most extenuating and dire of circumstance. Such circumstance will be determined by and voted on by a full Council vote and be limited to the lack of availability, through the normal process of elections, of a qualified TOS member willing to serve.

In the special case of the Secretary/Treasurer, the lack of availability of a new Treasurer with sufficient financial expertise to serve the role and the Society in this capacity, a one year extension of the sitting Secretary/Treasurer will be voted on by full Council. Expert qualifications may include but are not limited to prior experience as an elected and/or employed official in a significant financial role in another organization; prior faithful service on TOS or other organization finance and audit committees. Furthermore, to ensure rotating financial leadership for The Society in general, the Secretary/Treasurer shall be precluded from serving on Audit and Finance committees for 5 years following the end of the last year as Secretary/Treasurer.

## 3. President-Elect

The President-Elect shall serve as Chair in the absence of the President and shall become President if the incumbent is unable to complete his or her term. The President-Elect shall serve as liaison to committees as designated by the President.

## 4. Secretary/Treasurer

The Secretary/Treasurer shall be responsible for overseeing the fulfillment of the following responsibilities by the Executive Director: maintenance of a roster of members, keeping minutes of the meetings, conducting membership correspondence, safeguarding and disbursing the Society's funds, preparing annual financial reports, and filing the appropriate government tax forms. The Secretary/Treasurer shall oversee preparation of an annual budget in collaboration with the Director of Finance and the Executive Director for review and vote to recommend (approve vs. not approve) by the following a) Finance Committee who recommends to Executive Committee; b) Executive Committee who recommends to Council and c) Vote for final vote by the Council. An annual budget must be authorized by majority vote of the Council. The Secretary/Treasurer shall be responsible for overseeing the ordinary and usual revenue and expenditures of The Society and for and the ongoing financial performance and viability of The Society. All accounts of The Obesity Society will be maintained in reputable financial institutions in the name of the Society for investment and routine expenditures and require signatory authority from Executive Director and/or

Secretary/Treasurer as deemed appropriate to affect significant changes in such accounts.

The Secretary/Treasurer shall arrange for reports on the financial affairs of the Society as may be requested by the Council at its meetings and will present a financial report at the annual business meeting of the membership. The Secretary/Treasurer will serve as a non-voting member (liaison) to the Finance Committee and attend their regularly scheduled meetings to assist in review of monthly financial statements and provide updates on organizational financial affairs. The Secretary/Treasurer shall provide necessary data on financial transactions and cash balances to the Finance Committee. The Secretary/Treasurer will assist the Audit Committee in performance of their duties.

The Secretary/Treasurer shall oversee and actively engage in the financial development activities of The Society in close collaboration with the Executive Director (who is responsible for The Society's development activities). At the discretion of the Secretary/Treasurer and to meet specific development goals and needs, ad hoc committee(s) may be formed in support of specific revenue goals. The Secretary Treasurer will be actively involved in the ongoing activities and relationships related to our Corporate Engagement Groups.

#### 5. Vice-President

The Vice-President shall assist the President and President-Elect and serve as liaison to committees as designated by the President.

#### 6. Immediate Past President

The Immediate Past President will chair the Nominations, Awards and Scientific Review Committees and will remain an active participant in the Executive Committee.

#### 6. Vacancies

In the event the President is unable to complete his or her term of office, the President-Elect shall assume the Presidency for the remainder of the term. In the event the President-Elect is unable to complete his or her term and therefore not ascend to the Presidency, the Vice President will assume the office of President-Elect. In the event that two vacancies occur among the officers, the Nominating Committee shall hold a special election to fill the vacancies.

#### 7. Removal

Officers may be removed from office for (a) violation of these Bylaws, (b) violation of the Code of Conduct, (c) engaging in any conduct prejudicial to the best interests of the Society, and (d) missing without good cause two consecutive meetings of the Executive Committee or Council. Removal shall occur only after 30 days written notice to the officer in question by certified or registered mail, to his or her last known address, of the causes, of the member's opportunity to respond in writing, and of the time and place at which the trustee may respond by oral presentation.

#### 8. Executive Director

The Executive Director shall be the chief executive officer of the Society, and will be in charge of the national office. S/he will act by appointment and be responsible to the Council. The Executive

Director, acting as Assistant Secretary/Treasurer may sign any deeds, mortgages, bonds, contracts, checks, or other instruments which Council has authorized to be executed, except documents the execution of which shall be expressly delegated by applicable law, the Articles of Incorporation, these Bylaws, or Council to some other officer or agent of the corporation. S/he will be responsible for seeing that the Council's instructions are carried out. S/he is expected to recommend budgets and plans of work and to conduct the day-to-day business of the organization. The Executive Director shall designate for each committee and section a member of the Society's staff to work with each committee, task force and section to provide administrative support.

#### 9. Executive Committee

The President, President-Elect, Vice-President, Secretary/Treasurer, Past-President and Executive Director, the latter serving *ex-officio* and without vote, shall constitute the Executive Committee. The Executive Committee shall have the powers of the Council as indicated above and is authorized to act in between meetings, provided however, the Executive Committee may not diminish the authority of the Council and all acts of the Executive Committee shall be reported to Council at its next meeting and ratified by Council.

### **Article IV. Dissolution**

#### Distribution of Assets in Event of Dissolution

It is intended that the existence of the Society shall be perpetual. However, should the Society be terminated for any reason, the residual funds of the Society shall be assigned by majority vote of the Council to one or more non-profit organizations engaged in activities substantially similar to those of the Society.

### **Article V. Publications**

The Council shall designate official publications of the Society.

#### A. Editor-in-Chief and Publications Board

The Council shall select the editor(s) of official publication(s), approve members of the editorial board(s) and determine terms of service. The Council shall appoint a Publications Board composed of members experienced in scientific and medical publications which shall oversee the official publications of the Society and make recommendations to the editor-in-chief, publisher and Council for the improvement and expansion of the official publications of the Society. The Publications Board shall be composed of no fewer than 5 members. The Editor-in-Chief will additionally sit on the Publications Board as an *ex-officio* non-voting member.

#### B. Copyrights and Trademarks

Copyrights and trademarks shall be vested in the Society.

### **Article VI. Committees**

#### A. Standing and Ad Hoc Committees

Standing committees shall consist of the following: Audit Committee, Finance Committee, and Ethics

Committee. The President-Elect shall recommend to the Executive Committee, for approval of Council, appointments of chairpersons and members of the standing and Ad hoc committees. Terms of office for standing committees shall be two years, renewable for two years by Council. Terms of office shall be staggered to insure new appointments each year. Ad hoc committees and task forces may be appointed by the President with approval of the Council to conduct activities necessary to the Society. Such Ad hoc committees might include the following: Annual Program, Awards, Diversity, Education, Membership, Public Affairs, Clinical, Corporate Advisory and Early-Career Committees. The Secretary/Treasurer will have the authority to form ad hoc Development committees according to the guidance offered above in III, B, 4.

#### 1. Audit Committee

The Audit Committee shall be responsible for planning and carrying out in conjunction with the Society's auditors the annual audit. It shall be composed of not fewer than 3 members.

#### 2. Finance Committee

The Finance Committee shall review quarterly financial reports and review the Treasurer's report each year. The Committee shall review the investment policy for the Society funds each year and propose changes in the investment policy if necessary. It shall be composed of not fewer than 3 members.

#### 3. Ethics Committee

The Ethics Committee of the Society shall implement the Code of Conduct of the Society and provide counsel on ethical matters to members. It shall be composed of no fewer than 3.

#### B. Agency

No member of a committee shall have the authority to sign contracts, bind the Society or speak on behalf of the Society.

### **Article VII. Meetings**

An annual scientific session of the Society shall be held at a time and place approved by the Council. A business meeting shall be held annually during the annual scientific meeting.

### **Article VIII. Amendments**

#### A. Amendments by Council

The Council, at any regular or special meeting thereof, may recommend the repeal, the adoption, or amendment of the Bylaws of the Society. Proposed changes will be sent to each Fellow and Regular Member at least 30 days before voting is closed. Fellows and Regular Members shall vote with two-thirds votes cast being required for passage of the proposed changes.

#### B. Amendment by Members

If submitted in a petition containing signatures from 10% of the active Fellows or Regular Members, amendments to the Bylaws must be submitted to all Fellows and Regular Members for a vote. Proposed amendments to the Bylaws from the membership must be sent to the national office at least

six months in advance of voting. Proposed changes will be sent to each Fellow and Regular Member at least 30 days before voting is closed. Fellows and Regular Members shall vote with two-thirds votes cast being required for passage of the proposed changes.

## **Article IX. Records, Procedures and Customs**

### **A. Records**

The national office shall maintain all official records, archives, and historical material. All records of all committees (including deliberations, minutes, reports, etc.) shall be regularly forwarded by the committee chairman to the national office for indexing, retention and security.

### **B. Procedures and Customs**

The national office shall maintain current an operational guide detailing the procedures and customs of the Society as well as the duties and responsibilities of officers, committees, and major employees.

## **Article X. Special Interest Sections (referred to as "Sections")**

### **A. Establishment of Sections**

Any group of members with similar interests, expertise or educational background who have developed goals which advance the Society's strategic plan may petition the Council in accordance with the procedures established by the Council, for approval of the establishment of a Section. Such petition shall include a specific plan describing the mission and goals of the Section and how it will support the Society's strategic plan and mission. The national office shall maintain a current operational guide detailing the procedures and customs of the Society as well as the duties and responsibilities of officers, committees, and employees.

### **B. Qualifications**

Any Society Member shall be eligible to join Sections in accordance with policies established by the Council.

### **C. Leadership of Sections**

Each Section will maintain a Chair, Chair-Elect and Secretary/Treasurer to fulfill duties of the Section consistent with requirements by the Society. These duties include: submitting an annual work plan on time, soliciting funds to support activities (within keeping of Society guidelines), holding an annual business meeting and keeping staff and Council liaisons informed of all activities and included in communications.

The Chair, Chair-Elect and Secretary/Treasurer positions will be determined by an initial slate of candidates (which includes names not selected for Slate) approved by the Council Liaison and elected by a full vote of Section membership. There will be an open nomination period for Section members and elections will be completed in keeping with the Council guidelines. Each position will be held for a period of no longer than two years.

### **D. Section Communication**

Each Section will be required to hold an annual business meeting at The Obesity Society's Annual Meeting and inform Society members of such meeting, in advance. The Council will designate one member to serve as liaison between the Council and the Section who shall report regularly to the Council on the affairs of the Section.

#### E. Work Plans

Sections are an integral part of the Society and each section will submit an annual work plan consistent with the Society Strategic Plan for approval by the Council.

#### F. Agency

No member of a Section shall have authority to bind the Society to any contracts or to speak on behalf of, or otherwise represent, the Society.

#### G. Remediation

If there are noted difficulties within a Section with following the appropriate TOS policies and procedures it will be brought to the attention of TOS leadership and:

- Step 1 – A probationary period will be established to correct the issue.
- Step 2 – If the issue is not corrected, TOS reserves the right to appoint new officers until such time as the Section can hold another election.
- Step 3 – Officers who were replaced are not eligible to re-run for position in that Section or any other Section for a period of two years.

### **Article XI. Parliamentary Authority**

Robert's Rules of Order Newly Revised, as it may be amended from time to time, shall govern meetings of the Council and Executive Committee to the extent that it is not inconsistent with these Bylaws or the Articles of Incorporation or special rules of order the Society may adopt.

### **Article XII. Indemnification**

The Society shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Society against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Society; and further provided that any compromise or settlement shall be approved by a majority vote of a quorum of Councilors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The rights of indemnification under

this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.