BYLAWS OF
THE OBESITY SOCIETY

Article 1. Mission

The mission of The Obesity Society (TOS) is to advocate and promote the highest quality in research, clinical care, education, and policy development to address the needs of people living with obesity. In addition, we offer our members a community to facilitate professional networking with peers in all fields related to obesity. The Obesity Society’s membership is open to all individuals with a professional interest in obesity, and TOS recognizes the importance of diverse perspectives and experiences in our efforts to better understand, treat, and prevent obesity. The Obesity Society is committed to creating a diverse and inclusive organization. We encourage participation of individuals of all backgrounds, regardless of race, nationality, gender, sexual orientation, religion, political affiliation, body size or economic circumstances. We strive to be a leading force in furthering the scientific understanding of obesity and to highlight and promote equitable access to the best evidenced-based practice for its prevention and treatment while working with partner organizations to eliminate the stigma and discrimination associated with this chronic disease.

Article 2. Membership

2.1 Classes of Membership and Eligibility

Any person who has an interest in the field of obesity (e.g., basic or clinical research, clinical care and treatment, public policy, advocacy) is eligible for membership in the Society. TOS’s Governing Board (the Board) will set forth all requirements, benefits, and privileges associated with each category of membership.

2.1.1 Classes of membership and their associated responsibilities and benefits shall include the following:

2.1.1.1 Regular – Open to all individuals with a demonstrated professional interest in obesity and comes with full rights and privileges of membership.

- Eligible to hold elected office
- Eligible to vote for amendments to the Articles of Incorporation or these Bylaws
- Eligible to vote for officers, members of the Governing Board, and Nominations Board
- Eligible for election to Fellowship
- Subscription to the Society’s journal, Obesity
- Subscription to TOS members newsletter
- Eligible for TOS awards
- Eligible for TOS grants
- Eligible for reduced registration rates for the annual meeting and other society programming as specified by the Governing Board for this level of membership
2.1.1.2 Associate Member – Open to individuals with a professional interest in obesity regardless of career stage, but who are not currently interested in becoming a full member of the Society and who are not eligible for the other classes of membership. However, an Associate member can upgrade their membership by renewing at the Regular Member level.

- Eligible for reduced registration rates for the annual meeting and other society programming as specified by the Governing Board for this level of membership
- Subscription to the TOS members newsletter

2.1.1.3 Post-Graduate Trainee – Open to individuals who are actively involved in a postgraduate training program (e.g., postdoctoral fellows, medical residents, and clinicians-in-training) with a professional interest in obesity.

- Subscription to the Society’s journal, _Obesity_
- Subscription to TOS members newsletter
- Eligible for TOS awards
- Eligible for TOS grants
- Eligible for participation in special programs directed at post-graduate trainees
- Eligible for reduced registration rates for the annual meeting and other society programming as specified by the Governing Board for this level of membership

2.1.1.4 Student – Open to individuals with a professional interest in obesity who are actively enrolled in a degree granting program.

- Eligible for TOS grants
- Eligible for TOS awards
- Subscription to TOS members newsletter
- Eligible for participation in special programs directed at students
- Eligible for reduced registration rates for the annual meeting and other society programming as specified by the Governing Board for this level of membership

2.1.1.5 Emeritus – Open to individuals who are retired but who are interested in maintaining their affiliation with the Society and whose membership has been in good standing for at least five (5) years prior to transitioning to Emeritus status.

- No annual dues
- Subscription to TOS members newsletter
- Eligible for TOS awards
- Eligible to vote for amendments to the Articles of Incorporation or these Bylaws
- Eligible to vote for officers, members of the Governing Board, and Nominations Board
- Eligible for reduced registration rates for the annual meeting and other society programming as specified by the Governing Board for this level of membership

2.2 Loss of Membership

The loss or forfeiture of membership can occur for nonpayment of dues as well as violations of the Code of Conduct, established Society policies, or other violations of generally accepted
professional ethics. Forfeiture of membership (i.e., loss of all member benefits) will occur if dues payment are more than two months in arrears but will be reinstated upon receipt of payment. However, if dues are not paid within a two-month grace period it will be considered as a break in membership with regard to any requirements for periods of membership in good standing for any such benefits set forth by the Governing Board. A forfeiture of membership may also occur based upon failure to meet the criteria for membership as determined by the Governing Board but may be reinstated once the appropriate criteria are met. Additionally, a Violation of the Code of Conduct, established Society policies, or generally accepted professional ethics may result in forfeiture of membership, and require a recommendation from the Ethics Committee and a vote to approve by the Governing Board for reinstatement.

2.3 Fellowship

Fellowship in TOS is one of the highest honors our organization can confer and is open to all Regular members in good standing who meet the criteria set forth by the Governing Board. A prestigious mark of distinction, Fellowship highlights an individual’s contributions to the field of obesity research, treatment, and prevention. Fellows have the right to include FTOS among their credentials.

Article 3. Governance

3.1 Nominations and Elections

3.1.1 Nominations Board

The Nominations Board shall be chaired by the Immediate Past-President and consist of six additional members elected by the membership. The Nominations Board is charged with the vetting of all potential candidates for all elected offices in the Society and for overseeing and certifying all election results. Each elected member shall serve for two years with terms staggered in their start year to three per year. The general Membership along with the Governing Board may nominate members for the Nominations Board.

3.1.2 Nominations

The Nominations Board shall propose and certify at least two nominations each for the offices of Vice-President, and Secretary/Treasurer, and for each open member seat on the Governing Board. Names of individuals may also be proposed from the membership for consideration and review by the Nominations Board. All nominees must be Regular Members in good standing with the Society. Nominees for Secretary/Treasurer must possess sufficient financial expertise to serve in the role as demonstrated by previous service as Chair of the TOS Finance or Audit Committees, or equivalent positions in another professional organization. If two qualified candidates for the position of Secretary/Treasurer are not available to be nominated, there are two options: (1) extend the sitting Treasurer’s term or (2) one candidate may run unopposed.

3.1.3 Elections
A ballot listing the nominees certified by the Nominations Board for each open position will be sent to all Regular and Emeritus Members. The individual receiving the most votes will be elected to the office under consideration.

3.1.4 Electoral Decisions

In the event of a tie vote the Governing Board shall decide the election.

3.2 Governing Board

3.2.1 Responsibilities

3.2.1.1 Subject to the Articles of Incorporation and these Bylaws, The Obesity Society Governing Board 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 Governing Board shall review all audit reports and approve a budget for each fiscal year. In addition, the Governing Board shall routinely review and approve the Strategic Plan (the operational plan and aspirational goals for the Society) and may amend it as needed.

3.2.1.2 The Governing Board will be responsible for setting the requirements for all membership classes as well as the benefits accorded to each. The Governing Board shall establish the rates for annual member dues, as well as the amount of member discounts for registration fees for the annual meeting and other programming offered by the Society.

3.2.2 Composition

The Governing Board will consist of fifteen (15) voting members composed of the President, Immediate Past President, President-Elect, Vice-President, and Secretary/Treasurer (comprising the Executive Committee), three (3) at-large members and seven (7) members with the following portfolios:

- Basic/Experimental/Preclinical Science
- Population/Epidemiology/Community Science
- Clinical Research
- Clinical Practice
- Policy/Advocacy/Regulatory
- Representative of the membership from Canada
- Representative of the membership from Mexico

3.2.2.1 The Chief Executive Officer shall be an ex-officio, non-voting member of the Governing Board.
3.2.2.2 Additional ex-officio non-voting members may be added to the Governing Board as deemed appropriate by the Executive Committee and the Governing Board.

3.2.3 Terms of Office

The term of office for members of the Governing Board is three years. Membership on the Governing Board shall be staggered such that approximately one-third of the members are elected each year.

3.2.3.1 Previous members of the Governing Board are eligible for nomination to serve more than one non-consecutive term.

3.2.3.2 Under extenuating circumstances, a member of the Governing Board, with a formal recommendation from the Nominations Board, may have their term extended with the approval of the Executive Committee.

3.2.4 Vacancies

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

3.2.5 Removal

Members of the Governing Board and other positions of leadership 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 Governing Board, or (e) lapse of membership due to failure to pay annual dues. Removal shall occur only after thirty (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 Governing Board member may respond by oral presentation. Final decision to remove a Governing Board member will require a majority vote of the full Governing Board.

3.2.6 Meetings

The Governing Board will hold a minimum of six meetings per year, with at least one of these being held face-to-face ahead of the annual scientific meeting (however, in the event of extenuating circumstances such as a pandemic or other natural disaster which requires that the annual scientific meeting cannot be held in person this requirement for a live meeting will be waived). Meetings of the Governing Board can be conducted by conference call or as an online meeting providing that all participants are available to hear and speak with all other participants. Meetings shall be open unless otherwise determined by the Governing Board. A minimum of eight (8) voting members of the Governing Board are required for a quorum.
3.3 Executive Committee

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

3.3.1 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 one 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 the Governing Board.

3.3.1.1 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 the full Governing Board and be limited to the lack of availability, through the normal process of elections, of a qualified TOS member willing to serve.

3.3.1.2 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 (See Section 3.1.2 above), a one-year extension of the sitting Secretary/Treasurer will be voted on by the full Governing Board. 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 five (5) years following the end of the last year as Secretary/Treasurer.

3.3.2 Duties and Responsibilities

3.3.2.1 President

The President shall preside at the meetings of the Governing Board and at 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 Chief Executive Officer (CEO) shall be *ex-officio* non-voting members of all committees and task forces.

3.3.2.2 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 the chair of the Awards Committee and as a liaison to committees as designated by the President.

3.3.2.3 Vice President

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

3.3.2.4 Immediate Past-President

The Immediate Past President or other designee by the Executive Committee will chair the Nominations Board and will act as the official TOS representative to the World Obesity Federation (WOF).

3.3.2.5 Secretary/Treasurer

The Secretary/Treasurer shall be responsible for working with the CEO and professional staff to:

- Record and archive accurate minutes for all of the Governing Board and Executive Committee meetings.
- Maintain a current and accurate roster of members
- Prepare and present financial reports to the Governing Board on an annual basis or as requested
- Present the annual financial report at the business meeting of the Society
- Ensure the timely filing of appropriate tax forms and other required government documents.

3.3.2.5.1 The Secretary/Treasurer shall oversee the preparation of an annual budget in collaboration with the Director of Finance and Operations and the CEO for review and vote to recommend (approve versus not approve) by the following and in such order: a) Finance Committee who recommends to Executive Committee; b) Executive Committee who recommends to the Board for final approval; and c) final vote by the Board which requires a majority vote of the Board for authorization. The Secretary/Treasurer shall be responsible for working with the CEO and the Director of Finance and Operations to provide oversight of the ordinary and usual revenue and expenditures of the Society to ensure its ongoing financial performance and viability. 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 shall require signatory authority from the CEO and/or Secretary/Treasurer as deemed appropriate to affect significant changes in such accounts.

3.3.2.5.2 The Secretary/Treasurer will serve as an ex officio non-voting member of both the Finance and Audit Committees and will attend their regularly scheduled meetings as a liaison
to the Executive Committee and Board. The Secretary/Treasurer will assist the Finance Committee with the review of monthly financial statements and provide updates on organizational financial affairs. The Secretary/Treasurer working with the Director of Finance and Operations shall provide necessary data on financial transactions and cash balances to the Finance Committee. The Secretary/Treasurer will assist the Finance and Audit Committee in performance of their duties and presentation of its recommendations to the Executive Committee and Board.

3.3.2.5.3 The Secretary/Treasurer shall oversee and actively engage in the financial development activities of The Society in close collaboration with the CEO (who is responsible for The Society’s development activities).

3.3.2.6 Chief Executive Officer

The Chief Executive Officer (CEO) of the Society will be responsible for the operations of the national office. The CEO will act by appointment and be responsible to the Board. The CEO will have the authority to sign any deeds, mortgages, bonds, contracts, checks, or other instruments which the Board 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 the Board to some other officer or agent of the Society. The CEO will be responsible for seeing that the Board’s instructions are executed. The CEO is expected to recommend budgets and plans of work and to conduct the day-to-day business of the organization. The CEO shall designate for each committee, taskforce, and section a member of the Society's staff to provide logistical and administrative support.

3.3.3 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. If two vacancies occur among the officers, the Nominations Board shall hold a special election to fill the vacancies.

3.3.4 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, (d) missing without good cause two consecutive meetings of the Executive Committee or Board, or (e) lapse of membership due to failure to pay annual dues. Removal shall occur only after thirty (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. Final decision to remove a Board member will require a majority vote of the full Board.

3.3.5 Meetings
In addition to meetings of the full Board, the Executive Committee will meet as needed to conduct the business of the Society. These meetings may occur in person or via teleconference. Meetings shall be open unless otherwise determined by the Committee. A minimum of three (3) members (not including the CEO) of the Committee are required for a quorum.

3.3.6 Annual Business Meeting of the Membership

The Society will hold an annual business meeting open to all members. It is expected that this meeting will be held in person during the Annual Scientific meeting with the exact location and time announced to all members no less than one month prior to the meeting. At the direction of the Board, the annual business meeting may also be held by conference call or by online meeting in the event of extenuating circumstances with the exact time and access information announced to all members no less than one month prior to the meeting.

Article 4. 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 Board to one or more non-profit organizations engaged in activities substantially similar to those of the Society.

Article 5. Publications

The Board shall designate official publications of the Society.

5.1 Editor-in-Chief

The Board shall have final approval on the selection of the editor(s) of official Society publication(s), members of the editorial board(s), and terms of service.

5.2 Copyrights and Trademarks

Copyrights and trademarks shall be vested in the Society.

Article 6. Committees

6.1 Standing Committees

Standing committees shall consist of the following: Audit, Ethics, Finance, Membership, Communications, Policy & Advocacy, Awards, Clinical, Science Development, Annual Meeting, Education, and Publications Committees. The President-Elect shall recommend to the Executive Committee, for approval by the Board, appointments of chairpersons and members of the standing committees. Terms of office for standing committees shall be two years, renewable for two years by the Board. Terms of office shall be staggered to ensure
new appointments each year. All standing committees shall be composed of no fewer than three members unless otherwise stated below.

6.1 Governance Committees

6.1.1 Audit Committee

The Audit Committee will be responsible for working with the Society’s Director of Finance and Operations to plan for all audits or financial reviews and to receive and review all reports from the Society’s auditors and to make formal recommendations to the Executive Committee and the Board on the appropriate action. The Secretary/Treasurer, Chair of the Finance Committee, and the CEO will serve as ex-officio non-voting members and do not count toward the three-member minimum.

6.1.2 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.

6.1.3 Finance Committee

The Finance Committee shall review at least 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. The Secretary/Treasurer and the CEO will serve as ex-officio non-voting members and do not count toward the three-member minimum.

6.1.4 Membership Committee

The Membership Committee assists the Board in promoting programs and activities that support the professional activities of members of TOS and encourages Society membership among people whose professional and personal interests overlap with the goals and interests of the Society.

6.2 Community Engagement Committees

6.2.1 Communications Committee

The Communications Committee’s function is to assist the Board in disseminating information that furthers the goals and interests of our members and the field in general, as well as to the general population.

6.2.2 Policy & Advocacy Committee
The Policy & Advocacy Committee is charged to assist the Board in developing and promoting statements of policy that further the goals and interests of TOS and in supporting advocacy for those statements and matters of importance to our members and patients living with obesity.

6.1.3 Professional Practice Committees

6.1.3.1 Awards Committee

The Awards Committee is charged with reviewing and vetting nominations for the various awards offered by the Society and selecting worthy recipients. The Awards Committee will be chaired by the President-Elect and will include a minimum of three additional members.

6.1.3.2 Clinical Committee

The Clinical Committee is charged with the Society’s Clinical activities including responsibility for proposing programs and activities that further the clinical interest of TOS members and advancing the overall field of obesity.

6.1.3.3 Science Development Committee

The Science Development Committee is charged with the scientific activities of the Society including being responsible for proposing programs and activities that further the scientific interest of our members and advancing the overall field of obesity.

6.1.4 Program and Education Committees

6.1.4.1 Annual Meeting Program Committee

The Annual Meeting Program Committee is charged with the development and programming of TOS’s annual meeting. The committee is responsible for identifying critical emerging topics and issues in obesity research and treatment and to develop symposia and other programming that effectively provides cutting edge information on these important topics to meeting participants. The Annual Meeting Program Committee shall be organized by tracks with each track having its own track chair, co-chair, and members. These track-based subcommittees will serve under the direction of the Annual Meeting Program Committee chair and co-chair.

6.1.4.2 Education Committee

The Education Committee is charged with developing and expanding TOS’s educational offerings covering a range of topics of interest to the breadth of membership as well as the general scientific and clinical community.

6.1.5 Publications Committee

The Publications Committee will make recommendations to the Editor-in-Chief, publisher, and Board for the improvement and expansion of the official publications of the Society. The
Editor-in-Chief will serve as an *ex-officio* non-voting member of the Publications Committee and will not count toward the three-member minimum.

### 6.2 Ad hoc Committees and Taskforces

**6.2.1** Ad hoc committees may be established by the Executive Committee, with approval of the Board, to conduct activities necessary to deal with emerging issues not covered by the standing committees. Terms of service for ad hoc committees will terminate once the charge of the committee is completed. If the work of the committee extends beyond two years, then the membership will be rotated following the same process outlined for standing committees (See Section 6.1).

**6.2.2** Taskforces and Advisory Panels

**6.2.2.1** Taskforces may be appointed by the Executive Committee, with approval of the Board, or by the chairs of the standing committees with approval of the Executive Committee, to conduct very specific tasks (e.g., creation of reports or white papers) needed by the Society.

**6.2.2.2** Advisory Panels may be appointed by the President, with approval of the Board, to offer expert advice to the Society on specific topics as deemed necessary to further the mission of the Society. Advisory Panels expire at the end of the term of the President under whom they were appointed but may be renewed by the following President if circumstances are warranted.

### 6.3 Agency

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

### Article 7. Sections and Interest Groups

#### 7.1 Sections

TOS Sections fill a critical role by providing a home within the organization for members based on their self-described professional role and primary area of focus. Specifically, association with a section provides members increased networking opportunities with others with a similar professional focus. Additionally, the sections play an important function by providing representation in the overall operation and governance of the Society via representation by elected Section leadership. Section leadership will have regular and ongoing communication with the Executive Committee and the Board to make recommendations regarding programming for the annual meeting, suggest individuals for committee appointments, and in general advise the Society on matters of interest to the members represented by the Section. These Sections correspond to longstanding and well-established areas of professional activity in the field of obesity. All Society members are required to affiliate with at least one Section but not more than four. These Sections include:

- Basic Science
• Clinical Science
• Behavioral Science
• Bariatric Surgery and Devices
• Clinical Practice
• Pediatric Obesity
• Population Science and Public Health
• Neuroscience

The Board will review and evaluate the need for addition or deletion of sections at least once every five years.

7.1.1 Section functions and responsibilities include:

• Participate in the governance of the Society via regular and structured communication with the Executive leadership of the Society via elected Section leadership
• Advise the Society on matters of interest to the specialty group represented in the Section
• Assist the Society in identifying topics and areas of interest in the development of scientific programming
• Recommend individuals to serve on TOS committees
• Be open to all members of the Society expressing an interest in Section membership

The National Office will provide support in carrying out of Section business. Nothing in a section's Statement of Organization and Procedures may be construed as contradictory to the Bylaws or Operational Guide of the Society.

7.2 Section Membership

Each member must choose to affiliate with at least one Section, and Section membership is included as part of all categories of membership. Members may also choose to join additional Sections based on policies to be established by the Governing Board. Association with a Section is important as it provides a professional home within the larger organization for each member, allowing for enhanced networking and targeted communication around topics of specific professional interest, as well as eligibility for Section specific grants or awards when available. As such, all Society members are strongly encouraged to be active in their chosen Section(s). In addition, Sections fulfill a vital role in the overall governance of the Society by providing a formal mechanism of input to the Executive Leadership and the Board as well as offering entry-level leadership opportunities in the Society.

7.3 Section Organization and Governance

Section leadership will consist of a Chair, Chair-Elect, and Immediate Past-Chair who will be responsible for overseeing the activities of the Section and fulfillment of all duties consistent with requirements by the Society. Each position will be held for a period of one year. The
Chair-Elect will be selected as described below and will transition to the position of Chair at the completion of term as Chair-Elect. The Chair will transition to the position of Immediate Past-Chair at the completion of term as Chair. The leadership team of each Section will include a Student/Post-Graduate Trainee representative that will be appointed for a two-year term by the Society President in consultation with the Section leadership.

7.3.1 In addition to holding an annual business meeting, the Section leadership will be responsible for soliciting and forwarding ideas for the annual program from the Section membership, developing an annual plan of work and associated budget for the Section, and to forward information of interest to the Section or membership at-large to the Society’s Director of Communications and Media Relations for dissemination through the appropriate channels. The Section Leadership will also submit a brief written annual report to the Board summarizing the activities of the Section over the preceding year.

7.3.2 The Chair-Elect position will be elected from a slate of candidates drawn from members in good standing from the Section and nominated by the Section membership. All nominations must be reviewed by the Nominations Board and approved by the Governing Board. There will be an open nomination period which will be formally announced in established communication channels of the Society. Voting will only be open to registered members of the section with the winner receiving a simple majority of the votes cast. The elections will be managed by the Society’s Director of Governance and Administration following the same mechanisms and practices for all other Society elections. While serving in an elected Section leadership position (Chair, Chair-Elect, Immediate Past-Chair), an individual is not eligible to hold another elected position in the Society and typically will not be considered for service on any standing committees of the Society during their tenure as Section Chair.

7.4 Section meetings

Sections will be required to hold an annual business meeting (this can be either in person during the Society’s Annual Meeting or conducted by conference call or as an online meeting) providing that all participants are able to hear and speak with all other participants. Such meetings of the Section will be announced in advance to all members of the Society. Additionally, Section leadership are expected to meet at least six (6) times a year to ensure progress on all Section activities.

7.5 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.

7.6 Section Leadership Council

The Chair of each Section will also be a member of the Section Leadership Council. This Council will meet at least once a quarter and will be chaired by the Society President. The purpose of the Section Leadership Council is to encourage communication and interaction among the Sections and to maintain strong and direct contact with the Executive Leadership.
of the Society. In addition to the Section chairs and Society President, this committee will also include the CEO as an ex-officio member.

7.7 Interest Groups

Like Sections, TOS Interest Groups provide an additional mechanism to encourage and facilitate networking among members who share interest in specific topics within the broader field of obesity. While Sections reflect broad long-standing areas of professional activity or training, Interest Groups are designed to be more fluid and to facilitate cross-disciplinary interaction by being more topic-focused. As a result, it is anticipated that some Interest Groups may be relatively short-lived based on changing techniques or approaches in the field, while others may be more permanent reflecting topics with broad cross-disciplinary interest.

7.7.1 Interest Groups are intended to be self-organized and open to all TOS members who share a stated interest in the topic of the group. Official recognition of a TOS Interest Group requires the submission of the name of the Interest Group along with the contact information for at least one member of the group to the National Office. Members may affiliate with as many Interest Groups as they choose.

7.7.2 The National Office will support officially recognized Interest Groups by assisting with communications with members via the TOS newsletter and social media outlets, and by providing a room, if available, to hold an in-person gathering at the annual meeting when requested through official channels. In addition, the National Office will maintain a list of the officially recognized Interest Groups and the contact information for the principal contacts for the group.

Article 8. Annual Scientific Meeting

An annual scientific meeting of the Society shall be held at a time and place, and of a manner approved by the Board.

Article 9. Amendments

9.1 Amendments by the Board

The Board, 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 Regular, and Emeritus member at least thirty (30) days before voting is closed. Regular and Emeritus members shall vote with two-thirds votes cast being required for passage of the proposed changes.

9.2 Amendment by Members

If submitted in a petition containing signatures from 10% of the active eligible membership (i.e., Regular and Emeritus members) amendments to the Bylaws must be submitted to all Regular and Emeritus 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 Regular and Emeritus Member at least thirty (30) days before voting is closed. Eligible Members shall vote with two-thirds votes cast being required for passage of the proposed changes.

Article 10. Records, Procedures and Customs

10.1 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.

10.2 Procedures and Customs

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.

Article 11. Parliamentary Authority

Robert’s Rules of Order Newly Revised, as it may be amended from time to time, shall govern meetings of the Board 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 12. 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 the Board 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.