

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19

## 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

20  
21  
22  
23  
24  
25  
26  
27  
28

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.

29  
30  
31

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

32  
33

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.

- 34  
35  
36  
37  
38  
39  
40  
41  
42  
43  
44
- 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

45 2.1.1.2 Associate Member – Open to individuals with a professional interest in obesity  
46 regardless of career stage, but who are not currently interested in becoming a full member of  
47 the Society and who are not eligible for the other classes of membership. However, an  
48 Associate member can upgrade their membership by renewing at the Regular Member level.

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

52  
53 2.1.1.3 Post-Graduate Trainee – Open to individuals who are actively involved in a post  
54 graduate training program (e.g., postdoctoral fellows, medical residents, and clinicians-in-  
55 training) with a professional interest in obesity.

- 56 • Subscription to the Society’s journal, *Obesity*
- 57 • Subscription to TOS members newsletter
- 58 • Eligible for TOS awards
- 59 • Eligible for TOS grants
- 60 • Eligible for participation in special programs directed at post-graduate trainees
- 61 • Eligible for reduced registration rates for the annual meeting and other society  
62 programming as specified by the Governing Board for this level of membership

63  
64 2.1.1.4 Student – Open to individuals with a professional interest in obesity who are actively  
65 enrolled in a degree granting program.

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

72  
73 2.1.1.5 Emeritus – Open to individuals who are retired but who are interested in maintaining  
74 their affiliation with the Society and whose membership has been in good standing for at least  
75 five (5) years prior to transitioning to Emeritus status.

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

## 83 84 2.2 Loss of Membership

85  
86 The loss or forfeiture of membership can occur for nonpayment of dues as well as violations of  
87 the Code of Conduct, established Society policies, or other violations of generally accepted

88 professional ethics. Forfeiture of membership (i.e., loss of all member benefits) will occur if  
89 dues payment are more than two months in arrears but will be reinstated upon receipt of  
90 payment. However, if dues are not paid within a two-month grace period it will be considered  
91 as a break in membership with regard to any requirements for periods of membership in good  
92 standing for any such benefits set forth by the Governing Board. A forfeiture of membership  
93 may also occur based upon failure to meet the criteria for membership as determined by the  
94 Governing Board but may be reinstated once the appropriate criteria are met. Additionally, a  
95 Violation of the Code of Conduct, established Society policies, or generally accepted  
96 professional ethics may result in forfeiture of membership, and require a recommendation from  
97 the Ethics Committee and a vote to approve by the Governing Board for reinstatement.  
98

### 99 2.3 Fellowship

100  
101 Fellowship in TOS is one of the highest honors our organization can confer and is open to all  
102 Regular members in good standing who meet the criteria set forth by the Governing Board. A  
103 prestigious mark of distinction, Fellowship highlights an individual's contributions to the field  
104 of obesity research, treatment, and prevention. Fellows have the right to include FTOS among  
105 their credentials.  
106

## 107 **Article 3. Governance**

### 109 3.1 Nominations and Elections

#### 111 3.1.1 Nominations Board

112  
113 The Nominations Board shall be chaired by the Immediate Past-President and consist  
114 of six additional members elected by the membership. The Nominations Board is charged  
115 with the vetting of all potential candidates for all elected offices in the Society and for overseeing  
116 and certifying all election results. Each elected member shall serve for two years with terms  
117 staggered in their start year to three per year. The general Membership along with the  
118 Governing Board may nominate members for the Nominations Board.  
119

#### 120 3.1.2 Nominations

121  
122 The Nominations Board shall propose and certify at least two nominations each for the offices  
123 of Vice-President, and Secretary/Treasurer, and for each open member seat on the Governing  
124 Board. Names of individuals may also be proposed from the membership for consideration and  
125 review by the Nominations Board. All nominees must be Regular Members in good standing  
126 with the Society. Nominees for Secretary/Treasurer must possess sufficient financial expertise  
127 to serve in the role as demonstrated by previous service as Chair of the TOS Finance or Audit  
128 Committees, or equivalent positions in another professional organization. If two qualified  
129 candidates for the position of Secretary/Treasurer are not available to be nominated, there are  
130 two options: (1) extend the sitting Treasurer's term or (2) one candidate may run unopposed.  
131

#### 132 3.1.3 Elections

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

137

### 138 3.1.4 Electoral Decisions

139

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

141

## 142 3.2 Governing Board

143

### 144 3.2.1 Responsibilities

145

146 3.2.1.1 Subject to the Articles of Incorporation and these Bylaws, The Obesity Society  
147 Governing Board shall determine the policies of the Society and shall manage, supervise, and  
148 control its business, property, and affairs including establishment of its budget, raising, and  
149 disbursing of funds, and the adoption of rules and regulations for the conduct of business  
150 consistent with the Society's purposes and Strategic Plan. Annually, the Governing Board shall  
151 review all audit reports and approve a budget for each fiscal year. In addition, the Governing  
152 Board shall routinely review and approve the Strategic Plan (the operational plan and  
153 aspirational goals for the Society) and may amend it as needed.

154

155 3.2.1.2 The Governing Board will be responsible for setting the requirements for all membership  
156 classes as well as the benefits accorded to each. The Governing Board shall establish the  
157 rates for annual member dues, as well as the amount of member discounts for registration  
158 fees for the annual meeting and other programming offered by the Society.

159

### 160 3.2.2 Composition

161

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

166

- 167 • Basic/Experimental/Preclinical Science
- 168 • Population/Epidemiology/Community Science
- 169 • Clinical Research
- 170 • Clinical Practice
- 171 • Policy/Advocacy/Regulatory
- 172 • Representative of the membership from Canada
- 173 • Representative of the membership from Mexico

174

175 3.2.2.1 The Chief Executive Officer shall be an ex-officio, non-voting member of the  
176 Governing Board.

177

178 3.2.2.2 Additional ex-officio non-voting members may be added to the Governing Board as  
179 deemed appropriate by the Executive Committee and the Governing Board.

180  
181 3.2.3 Terms of Office

182  
183 The term of office for members of the Governing Board is three years. Membership on the  
184 Governing Board shall be staggered such that approximately one-third of the members are  
185 elected each year.

186  
187 3.2.3.1 Previous members of the Governing Board are eligible for nomination to serve more  
188 than one non-consecutive term.

189  
190 3.2.3.2 Under extenuating circumstances, a member of the Governing Board, with a formal  
191 recommendation from the Nominations Board, may have their term extended with the approval  
192 of the Executive Committee.

193  
194 3.2.4 Vacancies

195  
196 Vacancies on the Governing Board shall be filled at the next scheduled election. However, if  
197 more than three vacancies occur at one time, a special election shall be held if determined to  
198 be needed by the Executive Committee and Nominations Board. The Executive Committee,  
199 with recommendations from the Nominations Board, will make all interim appointments.

200  
201 3.2.5 Removal

202  
203 Members of the Governing Board and other positions of leadership may be removed from office  
204 for (a) violation of these Bylaws, (b) violation of the Code of Conduct, (c) engaging in any  
205 conduct prejudicial to the best interests of the Society, (d) missing without good cause two  
206 consecutive meetings of the Governing Board, or (e) lapse of membership due to failure to pay  
207 annual dues. Removal shall occur only after thirty (30) days written notice to the member in  
208 question by certified or registered mail, to his or her last known address, of the proposed  
209 removal from office and its causes, of the member's opportunity to respond in writing, and of  
210 the time and place at which the Governing Board member may respond by oral presentation.  
211 Final decision to remove a Governing Board member will require a majority vote of the full  
212 Governing Board.

213  
214 3.2.6 Meetings

215  
216 The Governing Board will hold a minimum of six meetings per year, with at least one of these  
217 being held face-to-face ahead of the annual scientific meeting (however, in the event of  
218 extenuating circumstances such as a pandemic or other natural disaster which requires that  
219 the annual scientific meeting cannot be held in person this requirement for a live meeting will  
220 be waived). Meetings of the Governing Board can be conducted by conference call or as an  
221 online meeting providing that all participants are available to hear and speak with all other  
222 participants. Meetings shall be open unless otherwise determined by the Governing Board. A  
223 minimum of eight (8) voting members of the Governing Board are required for a quorum.

224

225 3.3 Executive Committee

226

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

234

235 3.3.1 Terms of Office

236

237 The President shall serve for one year. The President-Elect shall serve for one year and  
238 advance to the office of President. The Vice-President shall serve one year and advance to  
239 President-Elect for one year, and then advance to President. The President shall advance to  
240 Immediate Past President and serve for one year. The Secretary/Treasurer shall be elected  
241 for a term of three years. The President, President-Elect, Vice President, Secretary/Treasurer,  
242 and Immediate Past President each hold one vote for matters requiring a vote by the Executive  
243 Committee or the Governing Board.

244

245 3.3.1.1 In support of TOS's commitment to rotating leadership, none of the Executive  
246 Committee terms shall be considered extendable except in the most extenuating and dire of  
247 circumstance. Such circumstance will be determined by and voted on by the full Governing  
248 Board and be limited to the lack of availability, through the normal process of elections, of a  
249 qualified TOS member willing to serve.

250

251 3.3.1.2 In the special case of the Secretary/Treasurer, the lack of availability of a new Treasurer  
252 with sufficient financial expertise to serve the role and the Society in this capacity (See Section  
253 3.1.2 above), a one-year extension of the sitting Secretary/Treasurer will be voted on by the  
254 full Governing Board. Furthermore, to ensure rotating financial leadership for The Society in  
255 general, the Secretary/Treasurer shall be precluded from serving on Audit and Finance  
256 committees for five (5) years following the end of the last year as Secretary/Treasurer.

257

258 3.3.2 Duties and Responsibilities

259

260 3.3.2.1 President

261 The President shall preside at the meetings of the Governing Board and at meetings of the  
262 Executive Committee. Unless otherwise specified, the President shall appoint members of all  
263 committees and shall appoint representatives to other organizations as appropriate. The  
264 President, President-Elect, and the Chief Executive Officer (CEO) shall be *ex-officio non-*  
265 *voting* members of all committees and task forces.

266

267 3.3.2.2 President-Elect

268

269 The President-Elect shall serve as Chair in the absence of the President and shall become  
270 President if the incumbent is unable to complete his or her term. The President-Elect shall  
271 serve as the chair of the Awards Committee and as a liaison to committees as designated by  
272 the President.

273

### 274 3.3.2.3 Vice President

275

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

278

### 279 3.3.2.4 Immediate Past-President

280

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

284

### 285 3.3.2.5 Secretary/Treasurer

286

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

289

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

298

299 3.3.2.5.1 The Secretary/Treasurer shall oversee the preparation of an annual budget in  
300 collaboration with the Director of Finance and Operations and the CEO for review and vote to  
301 recommend (approve versus not approve) by the following and in such order: a) Finance  
302 Committee who recommends to Executive Committee; b) Executive Committee who  
303 recommends to the Board for final approval; and c) final vote by the Board which requires a  
304 majority vote of the Board for authorization. The Secretary/Treasurer shall be responsible for  
305 working with the CEO and the Director of Finance and Operations to provide oversight of the  
306 ordinary and usual revenue and expenditures of the Society to ensure its ongoing financial  
307 performance and viability. All accounts of The Obesity Society will be maintained in reputable  
308 financial institutions in the name of the Society for investment and routine expenditures and  
309 shall require signatory authority from the CEO and/or Secretary/Treasurer as deemed  
310 appropriate to affect significant changes in such accounts.

311

312 3.3.2.5.2 The Secretary/Treasurer will serve as an ex officio non-voting member of both the  
313 Finance and Audit Committees and will attend their regularly scheduled meetings as a liaison

314 to the Executive Committee and Board. The Secretary/Treasurer will assist the Finance  
315 Committee with the review of monthly financial statements and provide updates on  
316 organizational financial affairs. The Secretary/Treasurer working with the Director of Finance  
317 and Operations shall provide necessary data on financial transactions and cash balances to  
318 the Finance Committee. The Secretary/Treasurer will assist the Finance and Audit  
319 Committee in performance of their duties and presentation of its recommendations to the  
320 Executive Committee and Board.

321  
322 3.3.2.5.3 The Secretary/Treasurer shall oversee and actively engage in the financial  
323 development activities of The Society in close collaboration with the CEO (who is responsible  
324 for The Society's development activities).

325  
326 3.3.2.6 Chief Executive Officer

327  
328 The Chief Executive Officer (CEO) of the Society will be responsible for the operations of  
329 the national office. The CEO will act by appointment and be responsible to the Board. The  
330 CEO will have the authority to sign any deeds, mortgages, bonds, contracts, checks, or other  
331 instruments which the Board has authorized to be executed, except documents the execution  
332 of which shall be expressly delegated by applicable law, the Articles of Incorporation, these  
333 Bylaws, or the Board to some other officer or agent of the Society. The CEO will be responsible  
334 for seeing that the Board's instructions are executed. The CEO is expected to recommend  
335 budgets and plans of work and to conduct the day-to-day business of the organization. The  
336 CEO shall designate for each committee, taskforce, and section a member of the Society's staff  
337 to provide logistical and administrative support.

338  
339 3.3.3 Vacancies

340  
341 In the event the President is unable to complete his or her term of office, the President-  
342 Elect shall assume the Presidency for the remainder of the term. In the event the President-  
343 Elect is unable to complete his or her term and therefore not ascend to the Presidency, the  
344 Vice President will assume the office of President-Elect. If two vacancies occur among the  
345 officers, the Nominations Board shall hold a special election to fill the vacancies.

346  
347 3.3.4 Removal

348  
349 Officers may be removed from office for (a) violation of these Bylaws, (b) violation of the Code  
350 of Conduct, (c) engaging in any conduct prejudicial to the best interests of the Society, (d)  
351 missing without good cause two consecutive meetings of the Executive Committee or Board,  
352 or (e) lapse of membership due to failure to pay annual dues. Removal shall occur only after  
353 thirty (30) days written notice to the officer in question by certified or registered mail, to his  
354 or her last known address, of the causes, of the member's opportunity to respond in writing,  
355 and of the time and place at which the trustee may respond by oral presentation. Final decision  
356 to remove a Board member will require a majority vote of the full Board.

357  
358 3.3.5 Meetings

359



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

### 365 366 3.3.6 Annual Business Meeting of the Membership

367  
368 The Society will hold an annual business meeting open to all members. It is expected that this  
369 meeting will be held in person during the Annual Scientific meeting with the exact location and  
370 time announced to all members no less than one month prior to the meeting. At the direction  
371 of the Board, the annual business meeting may also be held by conference call or by online  
372 meeting in the event of extenuating circumstances with the exact time and access information  
373 announced to all members no less than one month prior to the meeting.

## 374 **Article 4. Distribution of Assets in Event of Dissolution**

375  
376 It is intended that the existence of the Society shall be perpetual. However, should the Society  
377 be terminated for any reason, the residual funds of the Society shall be assigned by majority  
378 vote of the Board to one or more non-profit organizations engaged in activities substantially  
379 similar to those of the Society.

## 381 **Article 5. Publications**

382  
383 The Board shall designate official publications of the Society.

### 384 5.1 Editor-in-Chief

385  
386 The Board shall have final approval on the selection of the editor(s) of official Society  
387 publication(s), members of the editorial board(s), and terms of service.

### 388 5.2 Copyrights and Trademarks

389  
390 Copyrights and trademarks shall be vested in the Society.

## 391 **Article 6. Committees**

### 392 6.1 Standing Committees

393  
394 Standing committees shall consist of the following: Audit, Ethics, Finance, Membership,  
395 Communications, Policy & Advocacy, Awards, Clinical, Science Development, Annual  
396 Meeting, Education, and Publications Committees. The President-Elect shall recommend to  
397 the Executive Committee, for approval by the Board, appointments of chairpersons and  
398 members of the standing committees. Terms of office for standing committees shall be two  
399 years, renewable for two years by the Board. Terms of office shall be staggered to ensure  
400  
401  
402  
403  
404

405 new appointments each year. All standing committees shall be composed of no fewer than  
406 three members unless otherwise stated below.

407  
408 6.1.1 Governance Committees

409  
410 6.1.1.1 Audit Committee

411  
412 The Audit Committee will be responsible for working with the Society's Director of Finance and  
413 Operations to plan for all audits or financial reviews and to receive and review all reports from  
414 the Society's auditors and to make formal recommendations to the Executive Committee and  
415 the Board on the appropriate action. The Secretary/Treasurer, Chair of the Finance Committee,  
416 and the CEO will serve as ex-officio non-voting members and do not count toward the three-  
417 member minimum.

418  
419 6.1.1.2 Ethics Committee

420  
421 The Ethics Committee of the Society shall implement the Code of Conduct of the Society and  
422 provide counsel on ethical matters to members.

423  
424 6.1.1.3 Finance Committee

425  
426 The Finance Committee shall review at least quarterly financial reports and review the  
427 Treasurer's report each year. The Committee shall review the investment policy for the Society  
428 funds each year and propose changes in the investment policy if necessary. The  
429 Secretary/Treasurer and the CEO will serve as ex-officio non-voting members and do not count  
430 toward the three-member minimum.

431  
432 6.1.1.4 Membership Committee

433  
434 The Membership Committee assists the Board in promoting programs and activities that  
435 support the professional activities of members of TOS and encourages Society membership  
436 among people whose professional and personal interests overlap with the goals and interests  
437 of the Society.

438  
439 6.1.2 Community Engagement Committees

440  
441 6.1.2.1 Communications Committee

442  
443 The Communications Committee's function is to assist the Board in disseminating information  
444 that furthers the goals and interests of our members and the field in general, as well as to the  
445 general population.

446  
447 6.1.2.2 Policy & Advocacy Committee

448

449 The Policy & Advocacy Committee is charged to assist the Board in developing and promoting  
450 statements of policy that further the goals and interests of TOS and in supporting advocacy for  
451 those statements and matters of importance to our members and patients living with obesity.  
452

### 453 6.1.3 Professional Practice Committees

454

#### 455 6.1.3.1 Awards Committee

456

457 The Awards Committee is charged with reviewing and vetting nominations for the various  
458 awards offered by the Society and selecting worthy recipients. The Awards Committee will be  
459 chaired by the President-Elect and will include a minimum of three additional members.  
460

461

#### 461 6.1.3.2 Clinical Committee

462

463 The Clinical Committee is charged with the Society's Clinical activities including responsibility  
464 for proposing programs and activities that further the clinical interest of TOS members and  
465 advancing the overall field of obesity.  
466

467

#### 467 6.1.3.3 Science Development Committee

468

469 The Science Development Committee is charged with the scientific activities of the Society  
470 including being responsible for proposing programs and activities that further the scientific  
471 interest of our members and advancing the overall field of obesity.  
472

473

### 473 6.1.4 Program and Education Committees

474

#### 475 6.1.4.1 Annual Meeting Program Committee

476

477 The Annual Meeting Program Committee is charged with the development and programming  
478 of TOS's annual meeting. The committee is responsible for identifying critical emerging topics  
479 and issues in obesity research and treatment and to develop symposia and other programming  
480 that effectively provides cutting edge information on these important topics to meeting  
481 participants. The Annual Meeting Program Committee shall be organized by tracks with each  
482 track having its own track chair, co-chair, and members. These track-based subcommittees will  
483 serve under the direction of the Annual Meeting Program Committee chair and co-chair.  
484

485

#### 485 6.1.4.2 Education Committee

486

487 The Education Committee is charged with developing and expanding TOS's educational  
488 offerings covering a range of topics of interest to the breadth of membership as well as the  
489 general scientific and clinical community.  
490

491

### 491 6.1.5 Publications Committee

492

493 The Publications Committee will make recommendations to the Editor-in-Chief, publisher, and  
494 Board for the improvement and expansion of the official publications of the Society. The

495 Editor-in-Chief will serve as an *ex-officio* non-voting member of the Publications Committee  
496 and will not count toward the three-member minimum.

497

## 498 6.2 Ad hoc Committees and Taskforces

499

500 6.2.1 Ad hoc committees may be established by the Executive Committee, with approval of the  
501 Board, to conduct activities necessary to deal with emerging issues not covered by the standing  
502 committees. Terms of service for ad hoc committees will terminate once the charge of the  
503 committee is completed. If the work of the committee extends beyond two years, then the  
504 membership will be rotated following the same process outlined for standing committees (See  
505 Section 6.1).

506

### 507 6.2.2 Taskforces and Advisory Panels

508

509 6.2.2.1 Taskforces may be appointed by the Executive Committee, with approval of the Board,  
510 or by the chairs of the standing committees with approval of the Executive Committee, to  
511 conduct very specific tasks (e.g., creation of reports or white papers) needed by the Society.

512

513 6.2.2.2 Advisory Panels may be appointed by the President, with approval of the Board, to offer  
514 expert advice to the Society on specific topics as deemed necessary to further the mission of  
515 the Society. Advisory Panels expire at the end of the term of the President under whom they  
516 were appointed but may be renewed by the following President if circumstances are warranted.

517

## 518 6.3 Agency

519

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

522

## 523 **Article 7. Sections and Interest Groups**

524

### 525 7.1 Sections

526

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

539

- 540 • Basic Science

- 541 • Clinical Science
- 542 • Behavioral Science
- 543 • Bariatric Surgery and Devices
- 544 • Clinical Practice
- 545 • Pediatric Obesity
- 546 • Population Science and Public Health
- 547 • Neuroscience

548

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

551

552 7.1.1 Section functions and responsibilities include:

553

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

562

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

566

## 567 7.2 Section Membership

568

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

579

## 580 7.3 Section Organization and Governance

581

582 Section leadership will consist of a Chair, Chair-Elect, and Immediate Past-Chair who will be  
583 responsible for overseeing the activities of the Section and fulfillment of all duties consistent  
584 with requirements by the Society. Each position will be held for a period of one year. The

585 Chair-Elect will be selected as described below and will transition to the position of Chair at the  
586 completion of term as Chair-Elect. The Chair will transition to the position of Immediate Past-  
587 Chair at the completion of term as Chair. The leadership team of each Section will include a  
588 Student/Post-Graduate Trainee representative that will be appointed for a two-year term by the  
589 Society President in consultation with the Section leadership.

591 7.3.1 In addition to holding an annual business meeting, the Section leadership will be  
592 responsible for soliciting and forwarding ideas for the annual program from the Section  
593 membership, developing an annual plan of work and associated budget for the Section, and to  
594 forward information of interest to the Section or membership at-large to the Society's Director  
595 of Communications and Media Relations for dissemination through the appropriate channels.  
596 The Section Leadership will also submit a brief written annual report to the Board summarizing  
597 the activities of the Section over the preceding year.

599 7.3.2 The Chair-Elect position will be elected from a slate of candidates drawn from members  
600 in good standing from the Section and nominated by the Section membership. All nominations  
601 must be reviewed by the Nominations Board and approved by the Governing Board. There  
602 will be an open nomination period which will be formally announced in established  
603 communication channels of the Society. Voting will only be open to registered members of the  
604 section with the winner receiving a simple majority of the votes cast. The elections will be  
605 managed by the Society's Director of Governance and Administration following the same  
606 mechanisms and practices for all other Society elections. While serving in an elected Section  
607 leadership position (Chair, Chair-Elect, Immediate Past-Chair), an individual is not eligible to  
608 hold another elected position in the Society and typically will not be considered for service on  
609 any standing committees of the Society during their tenure as Section Chair.

#### 611 7.4 Section meetings

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

#### 620 7.5 Agency

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

#### 625 7.6 Section Leadership Council

627 The Chair of each Section will also be a member of the Section Leadership Council. This  
628 Council will meet at least once a quarter and will be chaired by the Society President. The  
629 purpose of the Section Leadership Council is to encourage communication and interaction  
630 among the Sections and to maintain strong and direct contact with the Executive Leadership

631 of the Society. In addition to the Section chairs and Society President, this committee will also  
632 include the CEO as an ex-officio member.

633  
634 7.7 Interest Groups

635  
636 Like Sections, TOS Interest Groups provide an additional mechanism to encourage and  
637 facilitate networking among members who share interest in specific topics within the broader  
638 field of obesity. While Sections reflect broad long-standing areas of professional activity or  
639 training, Interest Groups are designed to be more fluid and to facilitate cross-disciplinary  
640 interaction by being more topic-focused. As a result, it is anticipated that some Interest Groups  
641 may be relatively short-lived based on changing techniques or approaches in the field, while  
642 others may be more permanent reflecting topics with broad cross-disciplinary interest.

643  
644 7.7.1 Interest Groups are intended to be self-organized and open to all TOS members who  
645 share a stated interest in the topic of the group. Official recognition of a TOS Interest Group  
646 requires the submission of the name of the Interest Group along with the contact information  
647 for at least one member of the group to the National Office. Members may affiliate with as  
648 many Interest Groups as they choose.

649  
650 7.7.2 The National Office will support officially recognized Interest Groups by assisting with  
651 communications with members via the TOS newsletter and social media outlets, and by  
652 providing a room, if available, to hold an in-person gathering at the annual meeting when  
653 requested through official channels. In addition, the National Office will maintain a list of the  
654 officially recognized Interest Groups and the contact information for the principal contacts for  
655 the group.

656  
657 **Article 8. Annual Scientific Meeting**

658  
659 An annual scientific meeting of the Society shall be held at a time and place, and of a  
660 manner approved by the Board.

661  
662 **Article 9. Amendments**

663  
664 9.1 Amendments by the Board

665  
666 The Board, at any regular or special meeting thereof, may recommend the repeal, the adoption,  
667 or amendment of the Bylaws of the Society. Proposed changes will be sent to each Regular,  
668 and Emeritus member at least thirty (30) days before voting is closed. Regular and Emeritus  
669 members shall vote with two-thirds votes cast being required for passage of the proposed  
670 changes.

671  
672 9.2 Amendment by Members

673  
674 If submitted in a petition containing signatures from 10% of the active eligible membership  
675 (i.e., Regular and Emeritus members) amendments to the Bylaws must be submitted to all  
676 Regular and Emeritus Members for a vote. Proposed amendments to the Bylaws from the

677 membership must be sent to the National Office at least six months in advance of voting.  
678 Proposed changes will be sent to each Regular and Emeritus Member at least thirty (30) days  
679 before voting is closed. Eligible Members shall vote with two-thirds votes cast being required  
680 for passage of the proposed changes.

681  
682 **Article 10. Records, Procedures and Customs**

683  
684 10.1 Records

685  
686 The National Office shall maintain all official records, archives, and historical material. All  
687 records of all committees (including deliberations, minutes, reports, etc.) shall be regularly  
688 forwarded by the committee chairman to the National Office for indexing, retention, and  
689 security.

690  
691 10.2 Procedures and Customs

692  
693 The National Office shall maintain a current operational guide detailing the procedures and  
694 customs of the Society as well as the duties and responsibilities of officers, committees, and  
695 employees.

696  
697  
698 **Article 11. Parliamentary Authority**

699  
700 Robert's Rules of Order Newly Revised, as it may be amended from time to time, shall govern  
701 meetings of the Board and Executive Committee to the extent that it is not inconsistent with  
702 these Bylaws or the Articles of Incorporation or special rules of order the Society may adopt.

703  
704 **Article 12. Indemnification**

705  
706 The Society shall, to the extent legally permissible, indemnify each person who may serve  
707 or who has served at any time as an officer, director, or employee of the Society against  
708 all expenses and liabilities, including, without limitation, counsel fees, judgments, fines,  
709 excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon  
710 such person in connection with any threatened, pending, or completed action, suit, or  
711 proceeding in which he or she may become involved by reason of his or her service in such  
712 capacity; provided that no indemnification shall be provided for any such person with respect  
713 to any matter as to which he or she shall have been finally adjudicated in any proceeding not  
714 to have acted in good faith in the reasonable belief that such action was in the best interests  
715 of the Society; and further provided that any compromise or settlement shall be approved by  
716 a majority vote of a quorum of the Board who are not at that time parties to the proceeding.

717  
718 The indemnification provided hereunder shall inure to the benefit of the heirs, executors,  
719 and administrators of persons entitled to indemnification hereunder. The rights of  
720 indemnification under this Article shall be in addition to and not exclusive of all other rights  
721 to which any person may be entitled.

722



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