BYLAWS OF THE OBESITY SOCIETY

Article 1. Mission

The mission of The Obesity Society (TOS) is to advance the science, prevention, and treatment of obesity through promoting excellence in research, clinical care, education, and policy. We support a multidisciplinary professional community that fosters collaboration and networking across all fields related to obesity. TOS welcomes members of all backgrounds. We promote equitable access to evidence-based care and work with partners to eliminate obesity-related stigma and discrimination.

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 Membership Committee will work with the designated TOS staff liaison and recommend all requirements, benefits, and privileges associated with each category of membership and propose said recommendations to TOS's Executive Committee for consideration of TOS's membership strategy to be approved by the governing Board.

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 nomination for Fellow designation
- 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 an interest in obesity, 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.

- 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 post graduate 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 – To be eligible for student membership, individuals must provide proof of active enrollment in a degree-granting program at an accredited university or college. Acceptable proof includes any one of the following:
- A current student ID with an expiration date to indicate currency
- A letter from the university registrar or academic advisor
- A transcript showing current enrollment
- Students must resubmit proof of enrollment annually to maintain membership.
- 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 for reduced registration rates for the annual meeting and other society programming as specified by the Governing Board for this level of membership

<u>2.2 Loss of Membership</u>

The loss or forfeiture of membership can occur for nonpayment of dues as well as violations of the Code of Ethics, 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 payments 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 Ethics, 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 Fellows

Fellows of TOS have received one of the highest honors the organization can confer and are open to all Regular members in good standing who meet the criteria set forth by the Governing Board. A prestigious mark of distinction, the Fellows award highlights an individual's contributions to the field of obesity research, treatment, and prevention.

Fellows have the right to include FTOS among their credentials, as long as they are members in good standing with the Society. To maintain good standing, fellows must:

- Be current on membership dues
- Comply with the Society's Code of Ethics

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 three 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

An annual ballot listing the nominees certified by the Nominations Board for each open position will be sent to all Regular 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.

<u>3.2 Governing Board</u>

3.2.1 Responsibilities

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.

3.2.2 Composition

The Governing Board shall consist of 15 voting members:
Executive Committee (5): President, Immediate Past President, President-Elect, Vice-President, Secretary/Treasurer

Members with **areas of expertise** (7):
- Basic/Experimental/Preclinical Science
- Population/Epidemiology/Community Science
- Clinical Research
- Clinical Practice
- Policy/Advocacy/Regulatory
- One international member
- Finance

Three (3) at-large members
The Mexico representative term expires in December 2026 and will not be on the 2027 ballot, replaced by the finance position to keep the board at 15 members. The Canada representative term expires in December 2027, and the international member will then be placed on the ballot for 2028.

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 as follows:

- If a board member is temporarily unable to fulfill their duties (less than 3 months) due to medical leave or other approved reason, the Executive Committee, with recommendations from the Nominations Board, may appoint an interim member to serve until the original member returns or the end of their term, whichever is sooner.
- If a vacancy occurs and more than 12 months remain in the term, the position shall be filled at the next scheduled election. If fewer than 12 months remain, the Executive Committee, with recommendations from the Nominations Board, may appoint a member to fill the remainder of the term.
- 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 Ethics, (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, the member’s opportunity to respond in writing, and 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 three (3) meetings a year, with at least one of these being held in conjunction with 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 Executive Committee, composed of the President, President-Elect, Vice-President, Secretary/Treasurer, Immediate Past-President, and CEO (ex officio, non-voting), shall have final authority to act on behalf of the Governing Board between meetings, with such actions being reported to the Governing Board for informational purposes. The Executive Committee's decisions shall be binding, subject to subsequent review and modification 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 circumstances. Such circumstances 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.

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.
- Work with TOS's designated staff to 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 with TOS's designated finance team member and/or the CEO.
- Ensure a record of the timely filing of appropriate tax forms and other required government documents is completed and reported appropriately in TOS's annual reporting system
- Work with TOS's designated staff to maintain a current and accurate roster of members

3.3.2.5.1

The Secretary/Treasurer shall oversee the preparation of an annual budget in collaboration with TOS's CEO and designated finance team members for review and vote to recommend (approve versus not approve) by the following and in such order: a) TOS's accounting team (e.g., fractional CFO, accounting team) who advises the leadership team (CEO and Executive committee), b)

Finance Committee who recommends to Executive Committee; c) final vote by the Executive Committee which requires a majority vote. The Secretary/Treasurer shall be responsible for working with the CEO and designated financial team resources to provide support 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 effect significant changes in such accounts and to ensure standard controls are in place and adhered to.

3.3.2.5.2

The Secretary/Treasurer shall serve as a voting member to the Executive Committee as well as the Finance and Audit Committees, attending their regularly scheduled meetings to provide liaison support to the Executive Committee and Board.
The Secretary/Treasurer and designated TOS financial representative (e.g., fractional CFO, staff accountant member, or consultant) shall assist the Finance Committee in reviewing monthly financial statements, providing updates on organizational financial affairs, and ensuring transparency and accountability in financial management.
In collaboration with the CEO and designated TOS financial representative, the Secretary/Treasurer shall provide the Finance Committee with accurate and timely financial data, including transaction records and cash balances.
The Secretary/Treasurer shall support the Finance and Audit Committees in fulfilling their duties and present recommendations to the Executive Committee and Board, promoting effective governance and oversight.

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 the Vice Presidency position is vacant or 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 Ethics, (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, the member's opportunity to respond in writing, and the time and place at which the officer 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. This meeting will be held either in person during the Annual Scientific meeting or at the direction of the Executive Committee, held as an online meeting with the exact time and access information announced in advance to all members 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.

<u>5.1 Editor-in-Chief</u>

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 Practice, 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 three years, renewable for three 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.

6.1.1 Governance Committees

6.1.1.1 Audit Committee

The Audit Committee will be responsible for working with the Society's CEO, designated finance team member (e.g., fractional CFO, accounting firm), and Director of Compliance to plan for all audits or financial reviews, 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, the CEO, and TOS's designated finance team member will serve as ex officio non-voting members and do not count toward the three-member minimum.

6.1.1.2 Ethics Committee

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

6.1.1.3 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.

6.1.1.4 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.

6.1.2 Community Engagement Committees

6.1.2.1 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.

6.1.2.2 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 Practice Committee

The Clinical Practice 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.

6.1.3.4 Pediatric Committee

The Pediatric Committee is charged with the Society's activities related to pediatric obesity, including responsibility for proposing programs and activities that further the clinical and research interests of TOS members and advancing the overall field of obesity in relation to the pediatric population.

6.1.3.4.1 Committee Membership Structure and Terms

Beginning in 2026, the Pediatric Committee will consist of seven members, each appointed by the President. The committee's composition will be as follows:
Three members will serve 3-year terms.
Three members will serve 2-year terms.
One member will serve a 1-year term.
Leadership roles within the committee will be designated from among these appointed members. One of the members with a 3-year term will be appointed as co-chair, while a member serving a 2-year term will be appointed as chair.

In 2027, the service of the 1-year member will be completed, and at that time, the replacement will be appointed for a 2-year term. Thereafter, all subsequent appointments to the Pediatric Committee will be for 3-year terms, ensuring continuity and experienced leadership within the group.

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.

Article 6.1.6 Committee Governance

The committees will hold an annual meeting at ObesityWeek®. Meetings of the Committee will be announced in advance. The committee's leadership is expected to meet at least three (3) times a year to work on committee activities.
The committees will have support from a TOS staff member as assigned by the CEO.

Each committee is expected to develop an annual plan of work in alignment with the strategic plan and an associated budget for the Committee and present this to the executive committee for approval.

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:

- Metabolism and Integrative Physiology
- 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 in 2030 and then every 5 years thereafter at a minimum.

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.

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.

Each Section may include up to two at-large members appointed for a one-year term by the Section leadership and approved by the President.

Each Section may include a Student/Post-Graduate Trainee representative who will be appointed for a two-year term by the Section leadership and approved by the President. 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.

7.3.1

The sections will hold an annual meeting at ObesityWeek®. Meetings of the Section will be announced in advance to all members of the Society. Section leadership is expected to meet at least three (3) times a year to work on all Section activities.
Section leadership will be responsible for soliciting and forwarding ideas for the annual program from the Section membership to the Program Committee. The section will have support from a TOS staff member as assigned by the CEO.

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 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.

7.5 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.

7.6 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.

7.6.1 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.

7.6.2 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, place, and in 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, member at least thirty (30) days before voting is closed. Regular 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 members) amendments to the Bylaws must be submitted to all 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 Regular 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.