

**Amended and Restated**  
**Bylaws**  
**of**  
**Obesity Medicine Association**  
**(Effective October 1, 2016)**

**Article 1**

**Offices**

Section 1.01 Registered Office and Agent. The registered office and agent of the Obesity Medicine Association (the "Association"), formerly known as the American Society of Bariatric Physicians, shall be as designated by the Board of Trustees from time to time.

Section 1.02 Other Offices. The Association may establish and maintain such other offices at such other places of business both within and without the State of Colorado as the Board of Trustees may from time to time determine.

**Article 2**

**Membership**

Section 2.01 Categories of Membership. The Association shall have six (6) categories of membership: Physician, Nurse Practitioner/Physician Assistant, Associate, International Physician, Retired, and Clinician in Training.

Section 2.02 Physician. The Physician category of membership shall have the following structure:

- (a) Definition. Any physician legally practicing under and holding a qualified allopathic degree (MD) or osteopathic degree (DO) and practicing in the United States. Physician members must also have an active and current state medical license.
- (b) Membership Benefits. Physician members are eligible to vote, hold elected office, and chair committees. Physician members are also listed on the Association's patient referral service.
- (c) Additional Membership Requirements. A Physician member shall have the following additional requirements:
  - (1) A special interest in the treatment of obesity and its associated conditions.

- (2) Diligent maintenance of the ethical standards and ideals of his or her profession in the Association.
- (3) Payment of annual membership fee as established by the Board of Trustees.

Section 2.03 Nurse Practitioner/Physician Assistant. The Nurse Practitioner/Physician Assistant category of membership shall have the following structure:

- (a) Definition. Any nurse practitioner/physician assistant who has completed an accredited NP or PA program and/or maintains certification with an approved national certifying body. Nurse practitioner and physician assistant members must also have an active and current state license.
- (b) Membership Benefits. Nurse Practitioner/Physician Assistant members are eligible to vote but not hold elected office. Nurse Practitioner/Physician Assistant members are eligible to chair committees and are listed on the Association's patient referral service.
- (c) Additional Membership Requirements. Nurse Practitioner/Physician Assistant members shall have the following additional requirements:
  - (1) A special interest in the treatment of obesity and its associated conditions.
  - (2) Diligent maintenance of the ethical standards and ideals of his or her profession in the Association.
  - (3) Payment of the annual membership fee as established by the Board of Trustees.

Section 2.04 Associate. The Associate category of membership shall have the following structure:

- (a) Definition. Any health care professional who is not a physician, nurse practitioner, or physician assistant and who holds a Bachelor's, Master's, or Doctorate degree in a field supportive of obesity medicine. International individuals with equivalent credentials or degrees may also apply for associate membership.
- (b) Membership Benefits. Associate Members are eligible to vote but not hold elected office.
- (c) Additional Membership Requirements. Associate member shall have the following additional requirements:
  - (1) A special interest in the treatment of obesity and its associated conditions.
  - (2) Diligent maintenance of the ethical standards and ideals of his or her profession in the Association.

- (3) Payment of the annual membership fee as established by the Board of Trustees.

Section 2.05 International Physician. The International Physician category of membership shall have the following structure:

- (a) Definition. Any physician who holds a medical degree from another country that is equivalent to an MD/DO degree.
- (b) Membership Benefits. International Physician members are eligible to vote but not hold elected office.
- (c) Additional Membership Requirements. The International Physician members shall have the following additional requirements:
  - (1) A special interest in the treatment of obesity and its associated conditions.
  - (2) Diligent maintenance of the ethical standards and ideals of his or her profession in the Association.
  - (3) Payment of the annual membership fee as established by the Board of Trustees.

Section 2.06 Retired. The Retired category of membership shall have the following structure:

- (a) Definition. Any member who has been an active member for at least ten consecutive years and has completely retired from active practice of medicine.
- (b) Membership Benefits. Retired members are eligible to vote but not hold elected office.
- (c) Additional Membership Requirements: A Retired member shall have the following additional requirements:
  - (1) A special interest in the treatment of obesity and its associated conditions.
  - (2) Payment of the annual membership fees established by the Board of Trustees.
  - (3) Notification to Association of return to active practice.

Section 2.07 Clinician in Training. The Clinician in Training category of membership shall have the following structure:

- (a) Definition. Any individual currently enrolled in a medical school, residency program, internship, fellowship program, nursing school, or other medical professional training program. Applicants must provide verification of being enrolled in such a program prior to membership activation.

- (b) Membership Benefits. Clinician in Training members are ineligible to vote or hold elected office.
- (c) Additional Membership Requirements. A Clinician in Training member shall have the following additional requirements:
  - (1) A special interest in the treatment of obesity and its associated conditions.
  - (2) Diligent maintenance of the ethical standards and ideals of his or her profession in the Association.
  - (3) Payment of the annual membership fee as established by the Board of Trustees.

Section 2.08 Adjustment of Membership Requirements. The Board of Trustees may adjust the requirements of the various categories of membership with an amendment to the Bylaws.

Section 2.09 Membership Dues. The dues investment for each category of membership shall be determined from time to time by the Board of Trustees.

Section 2.10 Forfeiture of Membership. Membership in the Association shall be forfeited for any of the following reasons:

- (a) Gross misconduct, if such finding is made by the Board of Trustees by a two-thirds (2/3) vote of a quorum of such trustees present and voting; provided, however, that such finding shall not be made until after such member has been afforded an opportunity for a hearing according to the rules prescribed by the Board;
- (b) Failure to comply with medical practice standards previously adopted by the Board; provided, however, that such action shall not be made until after such member has been afforded an opportunity for a hearing according to the rules prescribed by the Board; or
- (c) Failure to pay dues in a timely manner.

Section 2.11 Reinstatement of Membership. Any member whose membership in the Association has been forfeited may be reinstated, at the sole discretion of the Board, upon such terms and conditions as it may establish.

### **Article 3**

#### **Meetings of Members**

Section 3.01 Annual Meetings. The annual meeting of members for discussing Association business, presenting awards, providing information to the attendees and inducting duly elected officers and members of the Board of Trustees shall be held at the Fall Conference of the Association at such time and place as may be designated by the Board of Trustees.

Section 3.02 Special Meetings. Special meetings of the members may be called by majority vote of the Board of Trustees. Notice to the members shall state the purpose or purposes of the special meeting. Business transacted at any special meeting of members shall be limited to the purposes stated in the notice thereof. Voting at special meetings may be in person or by electronic ballot or email, as determined in the discretion of the Board.

Section 3.03 Place of Meeting. All members' meetings shall be held at such place as shall be fixed from time to time by resolution of the Board of Trustees.

Section 3.04 Notice of Meetings. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by electronic mail to the members not less than ten (10) days or more than fifty (50) days before the date of the meeting.

Section 3.05 Organization. Meetings of the members shall be presided over by the President, or if the President is not present, by the President-Elect. The Secretary/Treasurer of the Association, or designee, shall act as secretary of every meeting.

Section 3.06 Voting. Except as otherwise specifically provided by the Articles of Incorporation or by these Bylaws or by statute, all matters coming before any annual or special meeting of members shall be decided by a vote of the majority of the votes validly cast. The vote upon any question shall be conducted by any method included in the notice of the meeting or otherwise approved at the meeting.

Section 3.07 Members Entitled to Vote. Each Physician, Nurse Practitioner/Physician Assistant, Associate, International Physician, and Retired Members of the Association has the right to vote, in person, by electronic ballot, email, or by proxy on all matters submitted to vote of the membership. The method of voting shall be determined by the Board of Trustees.

Section 3.08 Proxies. The right to vote by proxy shall exist only if the instrument authorizing such proxy to act shall have been executed in writing by the Physician, Nurse Practitioner/Physician Assistant, Associate, International Physician, and Retired Member or by such member's attorney-in-fact duly authorized in writing. Such proxy shall be filed with the Secretary/Treasurer of the Association or designee before or at the time of the meeting. Each proxy must pertain to the subject matter of the vote.

Section 3.09 Quorum. At any meeting of the members, the members present in person or by proxy who are entitled to vote at the meeting shall be sufficient to constitute a quorum for the transaction of business.

## Article 4

### Board of Trustees

Section 4.01 Composition. The management of the affairs of the Association shall be vested in a Board of Trustees of eleven (11) members. The Board shall be composed of the following: the Chairman of the Board; four (4) officers of the Association elected by the membership; and six (6) Physician Members elected by the membership. In addition, an Ex-Officio Trustee may meet with the Board of Trustees and shall be a non-voting member of the Board of Trustees.

Section 4.02 Role of the Board of Trustees. The role of the Board of Trustees shall include the following:

- (a) Basic Function. The Board shall have the ultimate responsibility for the property, affairs and business of the Association and to make policy on behalf of the membership of the Association. The Board may exercise all such lawful powers of the Association and do all such lawful acts that are not by statute or by the Articles of Incorporation required to be exercised by the members of the Association.
- (b) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Board shall include the following:
  - (1) Adopt policies that in the case of issues external to the affairs of the Association represent the public position of the Association and on issues of internal affairs provide guidance to the staff and organizational components of the Association.
  - (2) Implement a continuous strategic planning process encompassing the vision, mission, values and goals of the Association.
  - (3) Define organizational measures of success and track key performance indicators.
  - (4) Adopt an annual operating budget incorporating the business planning processes of the Association with attention to both immediate and long-range needs and opportunities. The Board shall require and review an annual audit of the Association.
  - (5) Select and employ the Executive Director who shall administer the executive office of the Association under the direction of the Board.
  - (6) Appoint committees of the Board.
  - (7) Approve annual committee assignments in accordance with the strategic plan.
  - (8) Conduct an annual assessment of its own performance.

Section 4.03 Role of Individual Board Members. The role of individual members of the Board of Trustees shall include the following:

- (a) Basic Function. The Board has been empowered by its membership to guide the direction of the Association through policy formulation and to monitor the performance of the Association. Individuals elected to Board positions become stewards of membership trust and have an obligation to act responsibly in carrying out the duties of the position to which they were elected.
- (b) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the individual Board members shall include the following:
  - (1) Act in a fiduciary capacity for the Association with specific legal and fiscal responsibilities, including the duties of loyalty and care for the proper conduct of Association business.
  - (2) Consider the impact of the decisions of the Board on the membership of the Association and its related entities.
  - (3) Communicate ideas constructively and in a professional manner.
  - (4) Understand and be prepared to explain the rationale of any decision made by the Board.
  - (5) Attend and fully participate in Board meetings and Board functions.
  - (6) Develop the proper foundation for decision making by studying all Board materials and participating in discussion on issues affecting Association business.
  - (7) Participate as a policymaker, delegating responsibility for organizational management to the Executive Director and the Association executive team.
  - (8) Utilize the strategic plan of the Association as a guide in making decisions.
  - (9) Monitor the financial welfare of the Association through regular reports from the Secretary/Treasurer.
  - (10) Listen to all points of view or requested action and remain open and positive in communications with other Board members, Association members and staff, and forward appropriate requested action to the Executive Committee for consideration and/or action.

Section 4.04 Term. The term of each member of the Board shall be for a maximum of three (3) two (2) year terms, which may be served consecutively. In the event the Nominating Committee determines that extraordinary circumstances have occurred that warrant an occasion whereby it is advisable that an individual who has served the maximum number of terms allowed should nonetheless be nominated to the Board, it may request a vote of the Board to waive the term limitation provision.

Section 4.05 Vacancies. Any vacancy occurring in the Board may be filled by appointment of the Executive Committee or such vacancy may remain until the election of Board members as provided in Article 8, below, as determined at the discretion of the Executive Committee. In the event the Executive Committee proceeds to fill the vacancy and the unexpired term being filled is for a period of fewer than twelve (12) months, the service of the appointed Board member shall not be considered a "term" for purposes of the three-term limitation provided in Section 4.04, above.

Section 4.06 Resignation and Removal. Any Trustee may resign at any time by mailing or delivering written notice of such resignation to the Chairman of the Board. Any such resignation shall take effect at the time specified therein or if no time be specified, then at the time of receipt thereof. In addition, a Trustee may be removed from office pursuant to such procedures as adopted by the Board of Trustees.

Section 4.07 Reliance in Good Faith. In performing the duties of a Trustee, each Trustee shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by (a) one or more officers or employees of the Association whom the Trustee reasonably believes to be reliable and competent in the matters presented; (b) counsel, public accountants, or other persons as to matters which the Trustee reasonably believes to be within such person's professional or expert competence; or (c) a committee of the Board upon which the Trustee does not serve, duly designated in accordance with provisions of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence; but the Trustee shall not be considered to be acting in good faith if the Trustee has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

Section 4.08 Ex-Officio Trustee. The position of Ex-Officio trustee shall be governed by the following:

- (a) Basic Function. The Ex-Officio trustee shall have the responsibility to provide a historical perspective in guidance to the Board of Trustees. The Ex-Officio trustee shall assist the Board as a non-voting member in an advisory capacity. Selection of an Ex-Officio trustee for any fiscal year shall be at the discretion of the Board.
- (b) Duties and Responsibilities. The Ex-Officio trustee shall be expected to attend the Board meetings which occur at the Association's biannual conferences. Attendance on Board telephone conference calls shall be optional, to be mutually determined by the president and the Ex-Officio trustee. The Ex-Officio trustee shall maintain an active involvement and membership with the Association and must develop a proper foundation for providing advice to the Board by studying all Board materials and participating in discussion of issues affecting Association business.
- (c) Election. The Ex-Officio trustee shall be selected by the Board at the Fall Conference of the Association to serve for the following year. The nominee shall be a Master Fellow of the Association or a former Chairman of the Board of the Association.
- (d) Term. The term of the Ex-Officio trustee shall be for a maximum of three one-year terms, which may be served consecutively.



- (e) Compensation. The Ex-Officio trustee shall be provided without charge registration to conference educational programs, two hotel nights and airline and ground transportation to the Association biannual conferences.

Section 4.09 Board of Trustee Educational Requirements. In order to be eligible to serve as a member of the Board of Trustees elected by the Membership, such members must be current Diplomates, as certified by the American Board of Obesity Medicine.

## **Article 5**

### **Meetings of Trustees**

Section 5.01 Regular Meetings. The Board of Trustees from time to time may hold regular meetings and fix the time and place of such meetings. The Board shall meet in person two (2) times during each Association fiscal year at the biannual conferences.

Section 5.02 Special Meetings. Special meetings of the Board of Trustees may be called by the Chairman of the Board, the President or the Vice-President on twenty-four (24) hours notice to each Trustee specifying the time and place of the meeting, and shall be called by such officers in like manner and on like notice on the written request of six (6) or more Trustees.

Section 5.03 Notice of Special Meetings. Notice of a special meeting shall be given to every Trustee, stating the date, time and place of the meeting. The notice need not describe the purpose of the meeting. Notice may be given orally to each Trustee, personally or by telephone, facsimile, electronic mail, first class mail, or private delivery service. The method of notice must be calculated to reasonably deliver actual notice to each Trustee.

Section 5.04 Waiver of Notice. Whenever any notice is required to be given to any Trustee under the provisions of any statute or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before, at or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a Trustee at a meeting of the Board shall constitute a waiver of notice of such meeting, except where a Trustee attends such a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 5.05 Quorum. At all meetings of the Board of Trustees a majority of the whole Board shall constitute a quorum for the transaction of business and, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws, the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board. In the absence of a quorum the Trustees present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum be present.

Section 5.06 Action by Trustees Without Meeting. Any action required to be taken at a meeting of the Board of Trustees or any action which may be taken at such a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof. Action shall be deemed to have been so taken by the Trustees at the time the last Trustee executes a written document describing the action taken. Such action shall be effective at the time and date it is so taken unless the Trustees establish a different effective date or time. Such action has the same

effect as action taken at a meeting of Trustees and may be described as such in any document. Consent shall be sufficient if it is executed in counterparts, in which event all of such counterparts, when taken together, shall constitute one and the same consent. Such consent shall include electronic polling of the Trustees provided polling results are received from all Trustees, with appropriate signatures thereon. Consent by email communication from each Trustee shall be sufficient if such email messages are reduced to print and maintained among the records of the Association. If a Trustee requests discussion of any topic, consent in writing or by email shall not be applicable.

Section 5.07 Meetings by Conference Telephone. Any Trustee may participate in a meeting of the Board of Trustees by conference telephone, and such participation shall constitute the presence of such person at such meeting.

## **Article 6**

### **Officers**

Section 6.01 Officers. The officers of the Association shall be the President, President-Elect, Vice-President, Secretary/Treasurer and Chairman of the Board. The Board of Trustees may elect and appoint such other assistant officers and agents as may be deemed necessary and prescribe their respective authorities and duties.

Section 6.02 President. The position of President shall be described as follows:

- (a) Basic Function. The President shall be the chief elected officer of the Association. The President shall exercise personal leadership in the motivation of other officers, Board members, committee chairs, committee members and membership, and influence the establishment of goals and objectives for the Association during the term of the President. The President shall act as a spokesperson and leader for the Association, working in partnership with the President-Elect and Vice-President.
- (b) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the President shall include the following:
  - (1) Preside over all Association conferences and be the chairperson of the meeting at the biannual conferences.
  - (2) Appoint the chairperson of all committees deemed necessary by the Association, except the Executive Committee and as otherwise provided in these Bylaws.
  - (3) Serve as the chairperson of the Executive Committee and the presiding officer at all Association meetings except the meetings of the Board of Trustees.
- (c) Term. The President shall serve a two-year term.

Section 6.03 President-Elect. The position of President-Elect shall be described as follows:

- (a) Basic Function. The President-Elect shall be the second highest ranking officer and a member of the Executive Committee. The President-Elect shall support the President in carrying out his or her work.
- (b) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the President-Elect shall include the following:
  - (1) Familiarize himself or herself with the Articles of Incorporation, Bylaws, strategic plan and policies of the Association.
  - (2) Identify strategies to be carried out during his or her term as President in order to accomplish the strategic planned goals.
  - (3) Serve as chairperson of the nominating committee.
  - (4) Perform the duties and exercise the powers of the President in the absence or incapacity of the President.
  - (5) Attend the biannual conferences to meet and learn the needs of the Association membership.
- (c) Term. The President-Elect shall serve a two-year term.

Section 6.04 Vice-President. The position of Vice-President shall be described as follows:

- (a) Basic Function. The Vice-President is the third highest ranking elected officer of the Association. The Vice-President shall serve as the primary liaison to the Association committees and support the President in carrying out his or her work.
- (b) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Vice-President shall be as follows:
  - (1) Identify the committees needed to complete the annual work identified in the strategic plan of the Association.
  - (2) Notify committee chairpersons of the expected outcomes of the committees and the deadlines for completion of the work.
  - (3) Monitor the work of the committees and provide updates to the Board and the Executive Director.
- (c) Term. The Vice-President shall serve a term of one year.

Section 6.05 Secretary/Treasurer. The position of Secretary/Treasurer shall be described as follows:

- (a) Basic Function. The Secretary/Treasurer is responsible for the review of the annual audit of the Association and in conjunction with the President and Executive Director, presentation of the annual budget to the Board of Trustees in order to implement the strategic plan of the Association.
- (b) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Secretary/Treasurer shall include the following:
  - (1) In conjunction with the assigned staff, serve as the recording secretary of the Association for all business transacted at the Board of Trustee meetings, the annual business meeting and all Executive Committee meetings.
  - (2) In close coordination with the Executive Director, have general supervision of the financial affairs of the Association and make financial statements available to the Board of Trustees and to the Executive Committee in such form and frequency as they may direct.
  - (3) In conjunction with the Executive Director and the Association legal counsel, have signed authorization on all bank accounts and investment accounts.
- (c) Term. The Secretary/Treasurer shall serve a term of one year.

Section 6.06 Chairman of the Board. The position of Chairman of the Board shall be described as follows:

- (a) Basic Function. The immediate past president shall serve as Chairman of the Board and preside over Board of Trustee meetings.
- (b) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Chairman of the Board shall include the following:
  - (1) Preside over all meetings of the Board of Trustees, voting only to break ties.
  - (2) Act on behalf of the Board when directed.
  - (3) Serve as chairperson of the Awards and Honors Committee.
- (c) Term. The Chairman of the Board shall serve a term of two (2) years.

Section 6.07 Vacancies. Any vacancy occurring in the officer positions may be filled by appointment of the Executive Committee or such vacancy may remain until the election of officer positions provided in Article 8, below, as determined at the discretion of the Executive Committee. In the event the Executive Committee proceeds to fill the vacancy and the unexpired term being filled is for a period of fewer than twelve (12) months, the service of the

appointed officer shall not be considered a "term" for purposes of the officer term limitations as provided herein.

Section 6.08 Resignation and Removal. Any officer may resign at any time by mailing or delivering written notice of such resignation to the Chairman of the Board, except written notice of resignation of the Chairman of the Board shall be made by mailing or delivering such notice to the President. Any such resignation shall take effect at the time specified therein or if no time be specified, then at the time of receipt thereof. In addition, an officer may be removed from office pursuant to such procedures as adopted by the Board of Trustees.

Section 6.09 Officer Educational Requirements. In order to be eligible to serve as Chairman of the Board or one of the four officers of the Association elected by the Membership, such members must be Diplomates, as certified by the American Board of Obesity Medicine.

## **Article 7**

### **Committees**

Section 7.01 Formation. The Association shall have an Executive Committee, Nominating Committee, Honors and Awards Committee, Ethics Committee, Investment Committee and various committees.

Section 7.02 Executive Committee. The composition, function and operation of the Executive Committee shall be as follows:

- (a) Composition. The Committee shall be composed of the President, who shall act as the presiding officer of Executive Committee meetings; President-Elect; Vice-President; Secretary/Treasurer and Chairman of the Board. The Executive Director shall attend all meetings except those related to his or her performance evaluation and shall not have voting privileges.
- (b) Basic Function. The Executive Committee shall review and take action for items that, at the discretion of the President, must be acted upon prior to a full meeting of the Board of the Trustees in situations where a meeting with the full Board is not practicable. Actions of the Executive Committee, other than those relating to confidential personnel matters, shall be immediately communicated within ten (10) business days to the full Board of Trustees.
- (c) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Executive Committee shall include the following:
  - (1) Develop agenda for meetings of the Board of Trustees. and the annual business meeting of the Membership.
  - (2) Annually evaluate the Executive Director who shall administer the executive office of the Association under the direction of the Board.

- (3) Adopt policies that in the case of issues external to the affairs of the Association represent the public position of the Association and on issues of internal affairs provide guidance to the staff and organizational components of the Association.
- (4) Implement a continuous strategic planning process encompassing the vision, mission, values and goals of the Association.
- (5) Approve committee appointments.
- (6) Review items delegated to it by the Board.
- (d) Term. The members of the Executive Committee shall serve the term of their respective offices and positions.
- (e) Vacancies. Any vacancies in the membership of the Executive Committee shall be filled by the person assuming the position of the office of the member creating the vacancy.

Section 7.03 Nominating Committee. The composition, function and operation of the Nominating Committee shall be as follows:

- (a) Composition. The Nominating Committee shall be composed of the President-Elect, who shall serve as the chairperson of the Nominating Committee; and four members who are appointed by the Board of Trustees. In the absence of the President-Elect, the Vice-President shall serve as the chairperson.
- (b) Basic Function. The basic function of the Nominating Committee shall be to solicit nominations from the members of the Association and identify qualified nominees for Board of Trustee and officer positions and such other positions as may be provided for in these bylaws or delegated to the committee by the Board.
- (c) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Nominating Committee shall include the following:
  - (1) Seek input from the Association membership for the appropriate Board of Trustee and officer positions, with such solicitations to include a description of the skill sets desired for Board membership.
  - (2) Take into account the diversity of the Association membership and the potential of each nominee to fill the mission statement of the Association. Each nominee shall be chosen without regard to race, creed, color, gender, age, national origin, religion or disability of such person.
- (d) Term. Nominating Committee members shall serve no more than four (4) one-year terms.

- (e) Vacancies. Any member of the Nominating Committee who desires to seek election or reelection to the Board of Trustees or any officer position shall resign from membership on the committee and shall notify the President-Elect on or before the commencement of any meetings of the Nominating Committee, held with respect to such positions. In the event of such resignation, the President-Elect shall fill the vacancy by requesting the person who occupied the affected position in the previous year to serve on the Nominating Committee and continue such request until the position is filled. In addition, if a vacancy occurs on the Nominating Committee by reason of a death, disability or other reasons, such position shall be filled in similar manner by the President-Elect.

Section 7.04 Honors and Awards Committee. The composition, function and operation of the Honors and Awards Committee shall be as follows:

- (a) Composition. The Chairman of the Board, who shall serve as the chairperson of the committee; the most recent available past president of the Association; and one member appointed by the President.
- (b) Basic Function. The basic function of the Honors and Awards Committee shall be to identify and recommend to the Board of Trustees persons to be considered for acknowledgment of services rendered to the Association and/or have made major contributions to the field of obesity medicine.
- (c) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Honors and Awards Committee shall include the following:
  - (1) Review the criteria for candidate eligibility of each honor or award sanctioned by the Board of Trustees.
  - (2) Identify candidates who meet the criteria for each honor or award.
  - (3) Recommend qualified candidates to the Board of Trustees for approval.
- (d) Term. Committee members shall serve a term of one (1) year and may be appointed for successive terms by the then acting President.

Section 7.05 Ethics Committee. The composition, function and operation of the Ethics Committee shall be as follows:

- (a) Composition. The Ethics Committee shall consist of three (3) Physician Members in good standing who are appointed by the Board of Trustees.
- (b) Basic Function. The Ethics Committee shall implement and interpret rules and regulations to govern the conduct of practice of all members of the Association, subject to review and approval by the Board of Trustees.
- (c) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Ethics Committee shall include the following:
  - (1) Investigate any matters that have been reported to the Association as a possible breach of Association rules and regulations.

- (2) Make a recommendation to the Board of Trustees of a response to any such report of a potential infraction.
- (d) Term. Ethics Committee Members shall serve a term of one (1) year or may be appointed for successive terms by the then acting President.

Section 7.06 Investment Committee. The composition, function and operation of the Investment Committee shall be as follows:

- (a) Composition. The Investment Committee shall consist of the Secretary/Treasurer who shall serve as chairman, two Board of Trustee members appointed by the Board of Trustees and the Executive Director who shall be a nonvoting member. In addition the Investment Committee may include a non-Association member who has special financial expertise and shall be selected by the Investment Committee.
- (b) Basic Function. The Investment Committee shall make recommendations to the Board of Trustees on the investment policy of the Association and review the investment reports and asset allocations at least semi-annually.
- (c) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Investment Committee shall include the following:
  - (1) Review the investment reports at least semi-annually.
  - (2) Review the Association investment policy annually.
  - (3) Make recommendations to the Board of Trustees of changes in the Association investment policy or investment advisors.
- (d) Term. Committee members shall serve a term of two (2) years and may be appointed for one successive term, consistent with the committee composition requirements of Section 7.06(a), above.

Section 7.07 Committees. The composition, function and operation of the committees shall be as follows:

- (a) Composition. All members of the Association who pay annual dues are eligible to serve on committees. Each committee shall have a member of the Board of Trustees serve as a liaison between each committee and the Board.
- (b) Basic Function. The committees shall complete specific tasks with specific timelines for completion of their duties and report on their activities and accomplishments to the Board of Trustees.
- (c) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the committees shall include the following:
  - (1) Identify and approve a plan to complete the assigned task from the Board of Trustees, with specific timelines.



- (2) Provide the Board liaison with quarterly progress reports and if necessary, a request for additional assistance to complete the assigned task within the intended timeline.
- (3) Provide a written report or recommendation for approval by the Board upon completion of the task.

Section 7.08 Proceedings, Quorum and Manner of Acting. Except as otherwise prescribed by the Board of Trustees, each committee may adopt such rules and regulations governing its proceedings, quorum and manner of acting as it shall deem proper and desirable, provided that the quorum shall not be fewer than two members.

Section 7.09 Action by Committee Without Meeting. Any action required to be taken at a committee meeting or any action which may be taken at such a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the committee members entitled to vote with respect to the subject matter thereof. Action shall be deemed to have been so taken by the committee members at the time the last committee member signs a writing describing the action taken. Such action shall be effective at the time and date it is so taken unless the committee members establish a different effective date or time. Such action has the same effect as action taken at a meeting of committee members and may be described as such in any document. Consent shall be sufficient if it is executed in counterparts, in which event all of such counterparts, when taken together, shall constitute one and the same consent. Consent by email communication from each committee member shall be sufficient if such email messages are reduced to print and maintained among the records of the Association. If a committee member requests discussion of any topic, consent in writing or by email shall not be applicable.

Section 7.10 Meetings by Conference Telephone. Any committee member may participate in a meeting of the committee by conference telephone, and such participation shall constitute the presence of such person at such meeting.

## **Article 8**

### **Nomination and Election of Board Members and Officers**

Section 8.01 Nomination and Election Process. Each year the voting members of the Association (Physician, Nurse Practitioner/Physician Assistant, Associate, International Physician, and Retired Members) elect Board of Trustee members and officers of the Association with the results of the election announced at the Fall Conference. For each election year three (3) members of the Board of Trustees and the Vice-President and Secretary/Treasurer are elected by the membership. In addition, in alternate years the membership elects the President-Elect. The election process shall be held by electronic ballot with appropriate information sent to the membership in sufficient time to complete the electronic ballot and announce the results at the Fall Conference. The nomination and election process is further described in this Article 8.

Section 8.02 Criteria for Board of Trustee Positions. The criteria is as follows:

- (a) A Physician Member in good standing.
- (b) Willingness to observe fiduciary duties including the duties of loyalty and care to the Association.
- (c) Avoidance of any conflict of interest.
- (d) Willingness to maintain the confidentiality of Association information.
- (e) Ability to contribute necessary time to attend two meetings per year in person and participate in conference calls as needed.
- (f) Ability to contribute necessary time to monitor selected committees.

Section 8.03 Criteria for Elected Officer Positions. The criteria is as follows:

- (a) A Physician Member in good standing with experience preferred as a member of the Board of Trustees.
- (b) Ability to motivate and lead the Association membership in a strategic direction.
- (c) Willingness to observe fiduciary duties including the duties of loyalty and care to the Association.
- (d) Avoidance of any conflict of interest.
- (e) Willingness to maintain the confidentiality of Association information.
- (f) Ability to contribute necessary time to attend two board meetings per year in person, chair meetings as required, serve as spokesperson for the Association, travel as required to represent the Association, monitor Association committees and participate in Association conference calls and the strategic planning sessions as needed.

Section 8.04 Selection Process for Elected Board of Trustee and Elected Officer Positions by Nominating Committee. The selection process utilizing the Nominating Committee is as follows:

- (a) Interested Physician Members must complete an Association nomination application form developed by the Nominating Committee for the position to which they wish to be considered and a conflict of interest form and return the completed forms to the Nominating Committee at least 120 days prior to the Fall Conference. In addition, the nominee must confirm his or her expectation of the time commitment for the position and indicate that they are willing and able to serve in the position.
- (b) The Nominating Committee shall review the application and conflict of interest forms and select at least one and preferably two qualified candidates for each position for recommendation to the voting membership.

- (c) The candidates recommended by the Nominating Committee shall be presented to the Board of Trustees for its final approval before the mailing of an election ballot to the Membership.

Section 8.05 Selection Process for Elected Board of Trustee and Elected Officer Positions by Nomination by Petition. The selection process utilizing nomination by petition is as follows:

- (a) Criteria. Candidates nominated by petition must fulfill the qualification for Board of Trustee and elected officer positions as provided in Sections 8.02 and 8.03, above, respectively. In addition, such candidates must have maintained membership in the Association for a continuous period of at least five (5) years, measured from the date membership or reinstatement of membership in the Association began.
- (b) Form of Petition. A form of the petition for nomination may be obtained from the Executive Director. The petition should state the name, address, employment and telephone number of the individual or organization submitting the petition; the name, address, employment and telephone number of the person being nominated; and the position for which the candidate is being nominated.
- (c) Number of Required Signatures. A completed petition for nomination must contain the name, address, telephone number, employment and signature of at least one percent (1%) of the eligible Association voting members executing the petition. The eligible voting members shall be measured as of December 31 previous to the date of submission of the petition. The number of eligible voting members as of such date shall be provided by the Executive Director.
- (d) Delivery of Petition. All petitions for nomination, and the information required in paragraphs (e) and (f), below, shall be sent to the Executive Director on or before June 1 in order that the candidate nominated by such petition may be considered by the Association voting membership in the same mail-in ballot as those candidates proposed by the Nominating Committee.
- (e) Commitment Requirements. A letter signed by the nominee must accompany delivery of the petition in which such person confirms his or her expectation of the time commitment for the position and indication that they are willing and able to serve in the position.
- (f) Information Requirements. Information about the nominee must also be included with delivery of the petition, which information should include a resume, summary of the nominee's activities within the Association and any other information the nominee wishes to bring to the attention of the Association membership.
- (g) Verification of Petition Requirements. Under the direction of the Secretary/Treasurer, the Executive Director and staff shall verify the number and eligibility of the individuals signing the petition in support of the nominee. In addition, the Secretary/Treasurer shall verify the other requirements of the petition process, as set forth in these bylaws, have been satisfactorily completed. In the event it is determined that some information is missing, the

Secretary/Treasurer shall give the nominee a period of time, not inconsistent with the deadline requirements of these bylaws, to supply such information. If the Secretary/Treasurer is satisfied the petition conforms to all requirements of these bylaws, such officer shall certify his or her verification to the Board of Trustees.

- (h) Notification of Membership. In the event the petition for nomination has been verified by the Secretary/Treasurer to the Board of Trustees, the nominee shall be submitted for consideration of the membership pursuant to Section 8.6, below, in the same manner as nominees selected by the Nominating Committee.

Section 8.06 Election Procedure for Elected Board of Trustee and Elected Officer Positions. Candidates recommended by the Nominating Committee or nomination by petition shall be chosen pursuant to the following procedure:

- (a) Preparation of Ballot. The Board of Trustees shall inform the Association staff in a timely manner of the slate of candidates for the purposes of preparing an electronic ballot and candidate information.
- (b) Candidate Information. Each candidate shall have an opportunity to provide information about their qualifications and interests in serving in their respective position. Such information shall accompany the electronic ballot when disseminated to the membership online.
- (c) Election. The ballot and related candidate information shall be delivered electronically to all eligible Association members at least ninety (90) days prior to the Fall Conference. All votes must be cast electronically at least sixty (60) days prior to the Fall Conference. The Association executive staff shall tally the votes under the direction of the Secretary/Treasurer and announce the results of the election at the general session of the Fall Conference and in Association communications.

## **Article 9**

### **Indemnification**

Section 9.01 Authority to Indemnify Trustees. The Association may indemnify Trustees as follows:

- (a) Except as provided in Section 9.01(d), the Association may indemnify a person made a party to a proceeding because the person is or was a Trustee against liability incurred in the proceeding if:
  - (1) The person conducted himself or herself in good faith; and
  - (2) The person reasonably believed:
    - (i) In the case of conduct in an official capacity with the Association, that his or her conduct was in the Association's best interests; and
    - (ii) In all other cases, that his or her conduct was at least not opposed to the Association's best interests; and

- (3) In the case of any criminal proceeding, the person had no reasonable cause to believe his or her conduct was unlawful.
- (b) A Trustee's conduct with respect to an employee benefit plan for a purpose the Trustee reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of Section 9.01(a)(2)(b).
- (c) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Trustee did not meet the standard of conduct described in this Section.
- (d) The Association may not indemnify a Trustee under this Section:
  - (1) In connection with a proceeding by the Association in which the Trustee was adjudged liable to the Association; or
  - (2) In connection with any other proceeding charging that the Trustee derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the Trustee was adjudged liable on the basis that he or she derived an improper personal benefit.
- (e) Indemnification permitted under this Section in connection with a proceeding by or in the right of the Association is limited to reasonable expenses incurred in connection with the proceeding.

Section 9.02 Mandatory Indemnification of Trustees. The Association shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a Trustee, against reasonable expenses incurred by him or her in connection with the proceeding.

Section 9.03 Advance of Expenses to Trustees. The Association may advance Trustee expenses as follows:

- (a) The Association may pay for or reimburse the reasonable expenses incurred by a Trustee who is a party to a proceeding in advance of final disposition of the proceeding if:
  - (1) The Trustee furnishes to the Association a written affirmation of the Trustee's good faith belief that he or she has met the standard of conduct described in Section 9.01;
  - (2) The Trustee furnishes to the Association a written undertaking, executed personally or on the Trustee's behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct; and
  - (3) A determination is made that the facts then known to those making the determination would not preclude indemnification under this article.

- (b) The undertaking required by Section 9.03(a)(2) shall be an unlimited general obligation of the Trustee but need not be secured and may be accepted without reference to financial ability to make repayment.
- (c) Determinations and authorizations of payments under this Section 9.03 shall be made in the manner specified in Section 9.04.

Section 9.04 Determination and Authorization of Indemnification of Trustees. The Association may indemnify Trustees according to the following provisions:

- (a) The Association may not indemnify a Trustee under Section 9.01 unless authorized in the specific case after a determination has been made that indemnification of the Trustee is permissible in the circumstances because the Trustee has met the standard of conduct set forth in Section 9.01. The Association shall not advance expenses to a Trustee under Section 9.03 unless authorized in the specific case after the written affirmation and undertaking are received and the determination has been made.
- (b) The determinations required by Section 9.04(a) shall be made:
  - (1) By the Board of Trustees by a majority vote of those present at a meeting at which a quorum is present, and only those Trustees not parties to the proceeding shall be counted in satisfying the quorum; or
  - (2) If a quorum cannot be obtained, by a majority vote of a committee of the Board designated by the Board, which committee shall consist of two or more Trustees not parties to the proceeding; except that Trustees who are parties to the proceeding may participate in the designation of Trustees for the committee.
- (c) If a quorum cannot be obtained as contemplated in Section 9.04(b)(1), and a committee cannot be established under Section 9.04(b)(2) if a quorum is obtained or a committee is designated, if a majority of the Trustees constituting such quorum or such committee so directs, the determination required to be made by Section 9.04(a) shall be made by independent legal counsel selected by a vote of the Board or the committee in the manner specified in Section 9.04(b)(1) or 9.04(b)(2), or, if a quorum of the full Board can not be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board.
- (d) Authorization of indemnification and advance of expenses shall be made in the same manner as the determination that indemnification or advance of expenses is permissible; except that, if the determination that indemnification or advance of expenses is permissible is made by independent legal counsel, authorization of indemnification and advance of expenses shall be made by the body that selected such counsel.

Section 9.05 Indemnification of Officers, Employees, Fiduciaries, and Agents. The Association may indemnify officers, employees, fiduciaries and agents as follows:

- (a) An officer is entitled to mandatory indemnification under Section 9.02 to the same extent as a Trustee;
- (b) The Association may indemnify and advance expenses to an officer, employee, fiduciary, or agent of the Association to the same extent as to a Trustee; and
- (c) The Association may also indemnify and advance expenses to an officer, employee, fiduciary, or agent who is not a Trustee to a greater extent than is provided in these bylaws, if not inconsistent with public policy, and if provided for by general or specific action of the Board of Trustees or by contract.

Section 9.06 Insurance. The Association may purchase and maintain insurance on behalf of a person who is or was a Trustee, officer, employee, fiduciary, or agent of the Association, or who, while a Trustee, officer, employee, fiduciary, or agent of the Association, is or was serving at the request of the Association as a Trustee, officer, partner, trustee, employee, fiduciary, or agent of another domestic or foreign corporation or other person or of an employee benefit plan, against liability asserted against or incurred by the person in that capacity or arising from his or her status as a Trustee, officer, employee, fiduciary, or agent, whether or not the Association would have power to indemnify the person against the same liability under Section 9.02, 9.03, or 9.05.

Section 9.07 Notice to Members of Indemnification of Trustee. If the Association indemnifies or advances expenses to a Trustee under this Article 9 in connection with a proceeding by the Association, the Association shall give written notice of the indemnification or advance to the Association and individual members of the Association with or before the notice of the next annual business meeting of the Association.

## **Article 10**

### **Miscellaneous**

Section 10.01 Seal. The Association shall not have a seal.

Section 10.02 Books and Records. The Board of Trustees shall have power from time to time to determine whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Association shall be open to the inspection of the membership.

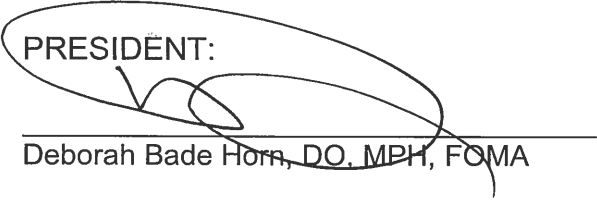
Section 10.03 Surety Bonds. The Board of Trustees may require any officer, agent or employee of the Association to execute a bond to the Association in such sum and with such surety or sureties as the Board may determine, conditioned upon the faithful performance of such person's duties to the Association, including responsibility for negligence and for the accounting of any of the Association's property, funds or securities that may come into such person's hands.

Section 10.04 Waivers of Notice. Whenever any notice is required to be given by law, or under the provisions of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before, at or after the time stated therein, shall be deemed equivalent of notice.

Section 10.05 Amendments. The Board of Trustees shall have the power by majority vote to alter, amend or repeal these Bylaws of the Association at any regular meeting of the Board of Trustees or at any special meeting called for that purpose.

Section 10.06 Effective Date. These Amended and Restated and Bylaws have been adopted by majority vote of the Board of Trustees, to be effective on October 1, 2016, and supersede any bylaws previously adopted by the Board of Trustees.

PRESIDENT:



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Deborah Bade Horn, DO, MPH, FOMA

SECRETARY/TREASURER:



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Ethan Lazarus, MD