

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**AMERICAN SOCIETY FOR METABOLIC AND BARIATRIC SURGERY,**  
**An Iowa Nonprofit Corporation**

**Adopted June 2004**

**Amended**  
**June 2005**  
**June 2006**  
**May & June 2007**  
**June 2008**  
**February 2009**  
**March & April 2011**  
**January 2012**  
**May 2013**  
**May 2015**  
**February 2016**  
**May 2016**  
**July 2018**  
**May 2019**  
**January 2022**

***DRAFT: April 2024***

***ECEC Approved: April 25, 2024***

***EC Approved: May 14, 2024***

***Voting Member Approved: May 29, 2024***

**TABLE OF CONTENTS**

ARTICLE I: OFFICES ..... 4

    1.01 Principal Office Location and Establishment ..... 4

    1.02 Registered Office and Agent..... 4

ARTICLE II: PURPOSE ..... 4

    2.01 Nonprofit Purpose..... 4

    2.02 Dedication and Distribution of Assets ..... 5

ARTICLE III: CONSTRUCTION..... 5

    3.01 Construction..... 5

ARTICLE IV: MEMBERSHIP CLASSES AND DESIGNATIONS ..... 5

    4.01 Classes..... 5

    4.02 Special Designations ..... 6

    4.03 Qualifications and Voting Rights..... 6

    4.04 Member Dues and Fees..... 6

    4.05 Good Standing ..... 6

    4.06 Termination and Suspension..... 6

    4.07 Reinstatement..... 6

    4.08 Transferability..... 6

    4.09 Calling Special Meetings ..... 7

    4.10 Place of Meetings..... 7

    4.11 Notices ..... 7

    4.12 Member Voting Rights ..... 7

    4.13 Establishing a Quorum..... 7

    4.14 Proceeding in Absence of Quorum..... 7

    4.15 Voting Rights of Members..... 7

    4.16 Waivers and Record Date ..... 7

    4.17 Meeting Management ..... 8

    4.18 Adjournment and Continuation..... 8

    4.19 Remote Participation..... 8

ARTICLE V: BOARD OF DIRECTORS ..... 8

    5.01 Board Composition and Authority..... 8

    5.02 Board Procedures ..... 8

    5.03 Powers of the Board..... 8

    5.04 Composition and Eligibility of the Board of Directors..... 9

5.05 Terms of Service for Board Members .....	9
5.06 Nomination Process .....	9
5.07 Eligibility Criteria for Nominees .....	9
5.08 Candidate Selection .....	10
5.09 Voting Process .....	10
5.10 Election Outcome.....	10
5.11 Annual Board Meeting.....	10
5.12 Regular Board Meetings .....	10
5.13 Special Board Meetings .....	10
5.14 Remote Participation in Meetings.....	10
5.15 Board of Directors and Committee Quorum and Voting.....	10
5.16 Decisions Without a Meeting.....	11
5.17 Attendance at Board Meetings.....	11
5.18 Director Compensation .....	11
5.19 Meeting Conduct.....	11
5.20 Meeting Adjournment.....	11
5.21 Director Vacancies.....	11
5.21.1 Director Removal .....	11
5.21.2 Director Resignation.....	11
5.22 Board Size Adjustment .....	11
5.23 Establishment and Authority of Committees.....	12
5.24 Restrictions on Committees, Task Forces, and Work Groups .....	12
ARTICLE VI: OFFICERS.....	12
6.01 Election and Term Duration of Society Officers .....	12
6.02 President.....	13
6.03 President-Elect .....	13
6.04 Vice President .....	13
6.05 Appointment of Additional and Temporary Officers .....	13
6.06 Officer Resignations .....	13
6.07 Filling Vacancies .....	13
6.08 Officer Compensations .....	13
6.09 Chief Executive Officer .....	13
6.10 Officer Compensation.....	14
6.11 Other Elected and Appointed Officials.....	14
ARTICLE VII: INTEGRATED HEALTH SECTION.....	14

7.01 Purpose and Membership.....	14
7.02 Governance by the IH Section Executive Council .....	14
7.02.1 Composition .....	14
7.02.2 Term of Office.....	14
7.02.3 Quorum and Voting.....	15
7.02.4 Election Procedures .....	15
7.02.5 Candidate Qualifications .....	15
7.02.6 Candidate Slate Formation .....	15
7.02.7 Election Process .....	15
7.02.8 Vacancy Filling .....	15
7.03 Voting Rights and Quorum.....	15
7.04 Committees .....	15
ARTICLE VIII: INDEMNIFICATION.....	15
8.01 Indemnification Policy.....	15
ARTICLE IX: INSURANCE COVERAGE.....	16
9.01 Insurance Coverage for Officers, Directors, Employees, and Agents .....	16
ARTICLE X: CONFLICTS OF INTEREST IN CONTRACTS INVOLVING DIRECTORS AND OFFICERS .....	16
10.01 Disclosure and Approval of Conflicts of Interest .....	16
ARTICLE XI: MAINTENANCE AND INSPECTION OF CORPORATE RECORDS.....	17
11.01 Record-Keeping Requirements.....	17
11.01.1 Inspection Rights.....	17
11.01.2 Photocopying Policy.....	17
ARTICLE XII: WAIVER OF NOTICE .....	18
12.01 Waiver of Notice Requirements.....	18
ARTICLE XIII: JURISDICTION FOR LEGAL PROCEEDINGS .....	18
13.01 Jurisdiction and Governing Law.....	18
ARTICLE XIV: AFFILIATION WITH INTERNATIONAL ORGANIZATIONS .....	18
14.01 Participation in the International Federation for the Surgery of Obesity and Metabolic Disorder (IFSO) .....	18
ARTICLE XV: AMENDING THE BYLAWS .....	18
15.01 Amendment Process.....	18

# AMENDED AND RESTATED BYLAWS

## OF

### AMERICAN SOCIETY FOR METABOLIC AND BARIATRIC SURGERY,

#### An Iowa Nonprofit Corporation

### ARTICLE I: OFFICES

#### 1.01 Principal Office Location and Establishment

The principal administrative location of the American Society for Metabolic and Bariatric Surgery is hereby recognized as an Iowa nonprofit corporation aligned with Section 501(c)(6) of the Internal Revenue Code (henceforth referred to as the "Corporation" or the "Society"), is designated as:

14407 SW 2<sup>nd</sup> Place, Ste F3, Newberry, FL 32669

The Corporation reserves the right to relocate its principal office or establish additional offices elsewhere, as deemed necessary by the Board of Directors ("the Board"; formerly known as the "Executive Council"), to meet the operational demands and objectives of the Society in accordance with Iowa's nonprofit corporation standards.

#### 1.02 Registered Office and Agent

The Corporation shall maintain a registered office and a registered agent in accordance with the requirements of the Revised Iowa Nonprofit Corporation Act. The Board of Directors shall approve the location of the registered office and the designation of the registered agent.

### ARTICLE II: PURPOSE

#### 2.01 Nonprofit Purpose

This Corporation is hereby established as a nonprofit entity, expressly prohibited from operating for the private benefit of any individual. It is formed in accordance with the Revised Iowa Nonprofit Corporation Act expressly for the purposes sanctioned under Section 501(c)(6) of the Internal Revenue Code, or any future corresponding regulations of the United States federal tax law. The primary mission of the Corporation is dedicated to the comprehensive study of obesity and the enhancement of metabolic and bariatric surgery's practice and science. This mission includes:

1. Supporting its members in conducting clinical and laboratory research;
2. Facilitating the exchange of ideas, data, and experiences relevant to metabolic and bariatric surgery;
3. Developing and disseminating guidelines for the appropriate selection and management of patients;
4. Advancing protocols for patient selection and care to enhance perioperative and long-term patient outcomes while minimizing risks;
5. Endorsing educational initiatives for healthcare professionals, support staff, and the general public;

6. Promoting research on surgical outcomes and quality assurance measures.

In its operations and activities, the Corporation shall strictly adhere to its nonprofit objectives and shall not partake in any endeavors that do not significantly further these objectives. Furthermore, it is restricted from engaging in any activities that are not permissible for an organization exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code or equivalent provisions in subsequent federal tax legislation.

## **2.02 Dedication and Distribution of Assets**

- a. **Asset Dedication:** All assets of this organization are permanently devoted to the [nonprofit purpose objectives](#) outlined in these bylaws. The corporation's net earnings will not benefit any director, trustee, officer, member, or any individual, except as payment for legitimate services rendered, goods supplied, or other valuable considerations received by the corporation in furtherance of its purposes.
- b. **Dissolution and Distribution:** Upon the dissolution or winding up of the corporation, once all debts, obligations, and liabilities have been satisfied or provisioned for, the remaining assets shall be allocated to one or more nonprofit entities. Such entities must be recognized as tax-exempt under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code, or a corresponding section of any future federal tax law. Furthermore, these organizations must operate primarily within the State of Iowa and focus on promoting research and education related to metabolic and bariatric surgery.

## **ARTICLE III: CONSTRUCTION**

### **3.01 Construction**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Revised Iowa Nonprofit Corporation Act shall govern the construction of these Bylaws.

## **ARTICLE IV: MEMBERSHIP CLASSES AND DESIGNATIONS**

### **4.01 Classes**

The Corporation shall maintain various membership classes to support the diverse roles and contributions of its members, in compliance with Iowa nonprofit law. These classes include, but are not limited to:

1. Regular Surgeon and Physician Members
2. Affiliate Surgeon and Physician Members
3. Integrated Health, Regular Associate Members, Associate Members
4. Affiliate Integrated Health Members (including IH Affiliates, IH Students, IH International Associate, IH International Affiliate)
5. Candidate Members
6. Senior Members
7. Honorary Members
8. Distinguished Members
9. International Members

Membership shall be granted upon application and fulfillment of criteria set forth in the Society's policies and procedures.

#### **4.02 Special Designations**

Fellows and International Fellows are special designations awarded to members who meet specific criteria detailed in the Society's policies and procedures.

#### **4.03 Qualifications and Voting Rights**

Membership qualifications and voting rights are detailed per class, with distinctions made between Regular Surgeon and Physician Members, Affiliate Members, Candidate, Senior, Honorary, Distinguished, Integrated Health, and International Members. Criteria include professional certifications, scholarly interest, and other standards relevant to the field of metabolic and bariatric surgery. Voting rights and eligibility for Board positions vary by membership class.

- a. Regular Members are granted voting rights and Board eligibility, with specific offices limited to Regular Surgeon Members.
- b. Affiliate Members, including Surgeons and Physicians without Board certification or specific bariatric surgery experience, have no voting rights nor Board eligibility.
- c. Candidate Members include students and fellows interested in obesity treatment but lacking voting rights and Board eligibility.
- d. Senior Members are long-standing members or those aged 65 or over, maintaining their existing rights.
- e. Integrated Health, Honorary, and Distinguished Members are recognized for their contributions to the field but do not have voting rights or Board eligibility.
- f. International Members are those living outside the USA, ineligible for Regular membership but active in bariatric surgery, with no voting rights or Board eligibility.

#### **4.04 Member Dues and Fees**

Members are required to pay dues and fees as set by the Board of Directors, with approval by a majority vote of members pending a [quorum](#). Special provisions are made for initiation fees and exemptions for Senior Members.

#### **4.05 Good Standing**

Members must be current on dues and fees to maintain good standing and voting rights.

#### **4.06 Termination and Suspension**

Membership can be terminated or suspended for non-payment of dues, failure to meet qualifications, or ethical violations, following a defined process that includes notification and the opportunity for a hearing.

#### **4.07 Reinstatement**

Terminated or suspended members may seek reinstatement under conditions set by the Board.

#### **4.08 Transferability**

Membership rights are non-transferable.

#### **4.09 Calling Special Meetings**

The Board of Directors, the President, or 20 percent (20%) or more of the Members having a right to vote may call a special meeting of the Members for any lawful purpose at any time.

To call a special meeting, a written request outlining the business to be transacted, signed by the requisite number of members, must be submitted to the Chief Executive Officer or President. This triggers the process for notifying eligible members and scheduling the meeting between 10 to 120 days after the request receipt.

#### **4.10 Place of Meetings**

Member meetings will be held at locations, physical and/or virtual, designated by the Board of Directors, facilitating participation and access.

#### **4.11 Notices**

Notices for any meeting where members take action will specify details like location, date, and agenda. Notices are to be sent within a timeframe of 10 to 120 days before the meeting, via methods ensuring delivery. This includes special considerations for annual meetings, amendments, or significant corporate actions.

#### **4.12 Member Voting Rights**

Members eligible to vote have the right to participate in critical decisions such as electing officers, amending bylaws, mergers, dissolutions, and other key matters. One vote per member is standard, with specific eligibility requirements to maintain fairness and integrity.

#### **4.13 Establishing a Quorum**

A quorum, constituting 10% of voting power amongst the full voting eligible membership, is necessary for conducting business, ensuring decisions are made with adequate member representation.

#### **4.14 Proceeding in Absence of Quorum**

Business can continue until adjournment if a quorum is initially present, even if members depart. Actions require majority approval of the initial quorum to proceed.

#### **4.15 Voting Rights of Members**

Voting rights are linked to members' standing in the Society's records by a determined record date. Decisions are made by a majority of votes present unless state law or the Articles of Incorporation require otherwise. This includes the election of officers and Board members through the highest number of votes.

#### **4.16 Waivers and Record Date**

Attendance at a meeting waives notice objections unless immediately declared. The record date for notice or action entitlement is set by the Board, providing clear guidelines for member participation.

#### **4.17 Meeting Management**

Meetings, including the annual business meeting, are led by the President, adhering to procedural fairness, and allowing member input on resolutions and agendas, subject to advance submission requirements.

#### **4.18 Adjournment and Continuation**

Meetings can be adjourned with majority consent, with reconvening details provided at the time. New notice requirements apply if the adjournment exceeds 60 days, or a new record date is set.

#### **4.19 Remote Participation**

Actions permissible at member meetings can also occur via mail or electronic ballots, facilitating broader participation. This includes detailed procedures for nomination, election, and ballot management, ensuring integrity and transparency in the voting process.

### **ARTICLE V: BOARD OF DIRECTORS**

#### **5.01 Board Composition and Authority**

In accordance with the Iowa Nonprofit Corporation Act and subject to any limitations set forth in the Articles of Incorporation and applicable law, the Society's operations and activities will be governed, and all corporate powers exercised by a Board of Directors. The Board is entrusted with the Society's control, management, and policy direction. While the Board may delegate operational management to individuals, Chief Executive Officer, or committees, final oversight, and authority rest with the Board.

#### **5.02 Board Procedures**

The Board may establish rules for its meetings, provided these do not conflict with Iowa law, the Articles of Incorporation, or these Bylaws.

#### **5.03 Powers of the Board**

The Board's specific powers, without limiting its general authority from previous sections and other bylaws, include:

1. Adopting and amending policies and disciplinary procedures for members, within the framework of these Bylaws.
2. Acquiring property, rights, or privileges on the Society's behalf under terms deemed appropriate by the Board.
3. Authorizing payments for acquisitions.
4. Borrowing funds and incurring debts on behalf of the Society, including issuing securities.
5. Appointing, suspending, or removing officers, agents, and employees, determining their duties, compensation, and requiring bonds as deemed necessary.
6. Delegating certain powers to appointed officers to manage subordinate staff.
7. Designating authorized signatories for financial transactions and legal documents.
8. Relocating the registered office, appointing registered agents, and conducting business across jurisdictions.
9. Recommending and approving the Chief Executive Officer appointment.

#### **5.04 Composition and Eligibility of the Board of Directors**

The Board of Directors shall consist of fifteen (15) voting members unless otherwise modified through amendments to the Articles of Incorporation or these bylaws. The composition of the Board of Directors shall include the President, the President-Elect, the Vice President, eight (8) Directors-at-Large (with no more than two (2) of these positions occupied by Regular Physician members), the two (2) most immediately preceding Past Presidents, the President of the Integrated Health Section, and the President-Elect of the Integrated Health Section.

Non-voting members of the Board of Directors include the Chief Executive Officer and President of the Foundation.

#### **5.05 Terms of Service for Board Members**

Board members, including the Vice President and Directors-at-Large, shall be chosen by the voting members per the bylaws.

All [levels of President](#) serve for a term of one (1) year. After serving, the President cannot re-run for a position on the Board. Directors-at-Large are elected for three-year terms and may be re-elected for one additional term if they continue to be voting members in good standing. Terms are staggered to ensure continuity.

Board members officially begin their terms at the end of the Society's Annual Meeting and continue until their successors are duly elected and assume their roles.

#### **5.06 Nomination Process**

Nominations for the Vice President and Directors-at-Large shall be electronically solicited and submitted by the voting members. At least 120 days before the Society's annual meeting, the Nominating Committee will request nominations for the open positions on the Board of Directors. Details about the nomination process, including qualifications for each role, how to submit nominations, and the nomination timeline, will be electronically communicated to all eligible voting members and posted on the Society's website. The Nominating Committee will accept nominations for at least twenty-one (21) days following this announcement.

#### **5.07 Eligibility Criteria for Nominees**

Nominees must be voting members in good standing with proven leadership abilities and a history of effective service within the Society. Criteria include:

- a. Directors-at-Large nominees should have substantial involvement in metabolic and bariatric surgery and leadership experience within the Society or related accreditation committees within the last five (5) years.
- b. Vice President nominees should be actively engaged in metabolic and bariatric surgery and have current or past Board of Directors service within the last two (2) years.

All nominees are required to provide additional documentation as specified by the Chief Executive Officer or Society for consideration by the Nominating Committee.

### **5.08 Candidate Selection**

Following the nomination period, the Nominating Committee reviews submissions to ensure nominees meet the required qualifications. Qualified nominees are then notified and included in the candidate slate. The Nominating Committee may also nominate additional candidates to ensure a diverse and qualified selection. The final ballot will not list more than three candidates for any open position, with each candidate running for only one position.

### **5.09 Voting Process**

The Nominating Committee will distribute the candidate slate and electronic ballots to eligible voters at least twenty-one (21) days before the Society's annual meeting. Voters have a minimum of ten days to submit their ballots, with extensions provided if necessary to meet quorum requirements. A minimum of 10% of voting members is required for the national election.

### **5.10 Election Outcome**

After the voting period, votes are tallied and verified. Candidates with the highest votes for each position are declared elected, assuming the number of votes meets or exceeds the [quorum](#). Election results are first shared with the Nominating Committee, then the President, then the Executive Committee of the Board, and finally announced to the membership before the annual meeting begins. Newly elected officials start their tenure at the conclusion of the annual meeting.

### **5.11 Annual Board Meeting**

The Board of Directors is required to convene at least once annually before the Society's member business meeting to deliberate on agenda items for the upcoming member meeting. Resolutions not initiated by the Board must be proposed in writing, signed by a minimum of ten members in good standing, and submitted at least thirty days before the member meeting to be considered for voting. Notification of the Board's annual meeting shall be provided to each director well in advance.

### **5.12 Regular Board Meetings**

The Board shall schedule regular meetings, aside from the annual meeting, at intervals and times determined by the Board itself.

### **5.13 Special Board Meetings**

Special meetings can be called by either the President or any Board member. Notice for such meetings must be given at least 48 hours in advance through direct or electronic communication methods. A Director's waiver of notice or attendance without protest constitutes acceptance of the meeting's validity. All consents or waivers related to the meeting must be recorded or included in the minutes.

### **5.14 Remote Participation in Meetings**

Board meetings, apart from the annual meeting, may utilize teleconferencing or similar technology, ensuring all participants can communicate effectively. Such participation counts as being present in person, provided identity and membership verification protocols are adhered to, and participants can actively engage in discussions and voting.

### **5.15 Board of Directors and Committee Quorum and Voting**

A quorum, constituted by a simple majority of the Board or committee, is required for business

transactions. Actions passed by a majority of those present at a quorum-held meeting are binding unless a greater vote count is specified by the law, Articles of Incorporation, or these bylaws. Meetings may proceed with business if a quorum is initially present, even if members leave, provided the remaining actions are approved by at least a majority of the required quorum.

#### **5.16 Decisions Without a Meeting**

The Board can act without convening a meeting if all members consent in writing to a proposed action, with the written consent filed with the Board's minutes.

#### **5.17 Attendance at Board Meetings**

Society members or committee chairs may attend Board meetings when invited by the President. The President may invite other individuals as appropriate, who can present reports and may be excused at the President's discretion, excluding them from executive sessions.

#### **5.18 Director Compensation**

Board members receive no salary or stipend but may be reimbursed for reasonable expenses incurred in their official capacities, subject to Board approval.

#### **5.19 Meeting Conduct**

The President, or in their absence the President-Elect or the Vice President, shall chair Board meetings. The Board staff liaison, or an appointee in their absence, will act as the meeting's secretary to document proceedings.

#### **5.20 Meeting Adjournment**

A meeting may be adjourned by a majority vote of the attending directors, whether a quorum is present or not. If adjourned for over 24 hours, notice must be given to absent voting members before the rescheduled meeting.

#### **5.21 Director Vacancies**

Vacancies, except for the President, are filled by presidential appointment until the next election. If the President's position is vacated, the President-Elect will assume the role.

##### **5.21.1 Director Removal**

Board members can be removed by a majority vote of the Board if deemed in the Society's best interest. The same applies to any member appointed by the President, as decided by the Board. Removal does not affect any contractual rights of the removed party.

##### **5.21.2 Director Resignation**

Directors may resign by submitting written notice to the President and Chief Executive Officer. A resignation can specify a future date, and its acceptance is not required to make it effective. A successor may be appointed by the President to fill the remaining term of the position vacated.

#### **5.22 Board Size Adjustment**

Any change in the number of Board members shall not remove any director before their term's end.

### **5.23 Establishment and Authority of Committees**

- a. The Board of Directors may create standing, special, or executive committees as it deems beneficial for the management of the Society, aligning with the Iowa Nonprofit Corporation Act. The formation of these committees is enacted through a Board resolution, passed by a majority of Directors then serving, which explicitly outlines the committee's powers and responsibilities. The creation of any committee does not absolve the Board or its members from their legal responsibilities.
- b. "Standing committee" or "special committee" refers to any committee appointed by the Board that, through explicit delegation, can make and enact decisions for the Board or implement decisions under Board-established guidelines without further Board action. Each committee chair is responsible for setting meeting notices and procedures. The Board or the committee chair can call committee meetings.
- c. The President may develop special task forces and work groups, including appointing members.
- d. Chairs and Co-Chairs of all standing, special, and ad hoc committees, task forces, and work groups must be voting members in good standing and will serve a maximum of two years, renewable for one additional term.

### **5.24 Restrictions on Committees, Task Forces, and Work Groups**

Committees, task forces, and work groups are established with specific limitations and do not possess the authority to:

- a. Amend, repeal, or introduce new Bylaws;
- b. Modify, repeal, or institute new articles of incorporation;
- c. Approve plans for merging or consolidating;
- d. Recommend to members any major transactions involving the sale, lease, exchange, or disposition of significant assets;
- e. Engage in negotiations or enter into financial commitments on behalf of the Society;
- f. Suggest the voluntary dissolution of the Society or its termination.

## **ARTICLE VI: OFFICERS**

### **6.01 Election and Term Duration of Society Officers**

The Society's leadership includes the roles of President, President-Elect, Vice President, Immediate Past President, Senior Past President, and eight Directors-at-Large. The Vice President and the Directors-at-Large are selected through a majority vote by the members. All Presidents serve for one (1) year terms. The progression for presidential roles follows:

1. Vice President
2. President-Elect
3. President
4. Immediate Past President
5. Senior Past President

Directors-at-Large are appointed for three-year staggered terms to maintain organizational continuity. Officers and Directors-at-Large begin their terms after the Society's Annual Meeting and continue until their successors are officially elected and ready to serve. The Board retains the authority to establish new officer positions as necessary for the effective management of Society affairs, with the stipulation that no individual may simultaneously hold more than one office.

### **6.02 President**

Serving as the Society's Chief Elected Officer, the President oversees and chairs all meetings of both the Board and the membership. The President ensures adherence to proper conduct and signs off on meeting minutes. With Board approval, the President holds the authority to appoint or dismiss the Chief Executive Officer and oversees the performance of all other officers, ensuring their duties are fulfilled. The President also carries out additional tasks as directed by the Board.

### **6.03 President-Elect**

In the President's absence or incapacity, the President-Elect assumes all presidential duties and powers. This role involves assisting the President and undertaking tasks delegated by them. The President-Elect also fulfills other responsibilities as assigned by the Board.

### **6.04 Vice President**

The Vice President, formerly known as the Secretary-Treasurer, is responsible for managing dues, maintaining financial records, and presenting financial reports as required by the Board.

The Vice President serves as Chair of the Audit Committee, which consists of the Vice President, CEO, President, and Comptroller, and annually audits the Society's accounts.

### **6.05 Appointment of Additional and Temporary Officers**

The President, with approval from the Board, may appoint subordinate officers or temporary substitutes for specific duties or purposes. Such appointments are made according to Board resolutions, with actions taken by these appointees deemed fully authoritative as if performed by regular officers.

### **6.06 Officer Resignations**

Officers can resign at any time by submitting a written notice, effective upon receipt or at a specified future date. Resignations do not require acceptance to become effective.

### **6.07 Filling Vacancies**

Vacancies, except for the President, are filled by presidential appointment until the next election. Should the Presidency become vacant, the President-Elect immediately steps into the role.

### **6.08 Officer Compensations**

Officers serve without salary but may be reimbursed for reasonable expenses incurred in their official capacity, subject to Board approval.

### **6.09 Chief Executive Officer**

The Chief Executive Officer (CEO), formerly known as the Executive Director, shall serve for a term prescribed by the Board of Directors. Subject to direction from the Board of Directors, the

Chief Executive Officer shall be responsible for the fiscal and operational management of the Society headquarters and staff. The Chief Executive Officer may serve as a representative of the Society and shall provide support to the Board of Directors in the development and execution of the strategic plan and values. The Chief Executive Officer shall serve on the Board of Directors and its Executive Committee as a non-voting member.

#### **6.10 Officer Compensation**

The Board of Directors and officers of the Society shall have no authority to establish compensation for services to the Society as an officer, except the Board of Directors may establish and pay compensation to the Chief Executive Officer for services to the Society. Officers serve without salary but may be reimbursed for reasonable expenses incurred in their official capacity, subject to Board approval.

#### **6.11 Other Elected and Appointed Officials**

The Society shall have the officials set forth in this Article, but such officials shall not be deemed officers of the Society.

### **ARTICLE VII: INTEGRATED HEALTH SECTION**

#### **7.01 Purpose and Membership**

The Integrated Health (IH) Section includes all Regular Associate, Associate, Affiliate, International Associate, International Affiliate, and Student members of the Society. IH aims to provide a national platform for scientific and intellectual advancement in understanding and managing the disease of obesity. IH operates within the ASMBS organizational structure in accordance with all bylaws, policies, and procedures

#### **7.02 Governance by the IH Section Executive Council**

The IH Section Executive Council oversees IH Section activities, reporting to the Society's Board of Directors. Resolutions, policies, and procedures of the IH Section and all related committees require approval from both the IH Section Executive Council and the Society's Board.

##### **7.02.1 Composition**

The IH Section Executive Council, which comprises 13 members, includes a Section President, Section President-Elect, Section Past President, Section Senior Past President, Section Secretary, and eight (8) Section Members-at-Large. An ASMBS Board member serves as a non-voting member. Diverse disciplines, such as nursing, behavioral health, nutrition science, and advanced practice providers, must be represented among the Members-at-Large.

##### **7.02.2 Term of Office**

Section leaders are elected by the IH Section's Regular Associate and Associate members. Terms are one year for executive roles and three years for Members-at-Large, with staggered elections for continuity. The Section Secretary advances to Section President-Elect and then to Section President.

### **7.02.3 Quorum and Voting**

A simple majority of the IH Section Executive Council constitutes a quorum for business transactions, with majority votes deciding actions.

### **7.02.4 Election Procedures**

IH Section elections are conducted electronically, following a nomination process that invites submissions from eligible members. An IH Section Nominating Committee, established prior to the Society's annual meeting, facilitates this process, ensuring candidates meet specified qualifications.

### **7.02.5 Candidate Qualifications**

Candidates must demonstrate a commitment to metabolic and bariatric surgery or obesity care, with specific experience requirements for various roles. Additional materials are required for nomination consideration as defined in the IH Section policies and procedures for elections.

### **7.02.6 Candidate Slate Formation**

After nomination validation, a final slate is presented to IH Section members for electronic voting, aiming for a balanced representation of disciplines and geographic locations.

### **7.02.7 Election Process**

The electronic voting period opens at least 21 days before the Society's annual meeting, with results announced prior to the meeting commencement. IH Section leaders assume their roles at the conclusion of the annual meeting.

### **7.02.8 Vacancy Filling**

Vacancies, except for the IH Section President, are filled by appointment until the next election. For all IH Section Committees, the Section Committee Chair-Elect automatically succeeds a vacant Section Committee Chair.

## **7.03 Voting Rights and Quorum**

Voting rights extend to all eligible IH Section members, and a 5% quorum is required for decision-making. Resolutions need Society Board approval to be binding.

## **7.04 Committees**

The IH Section Executive Council may establish IH Section committees as needed, with committee members and committee directors being in good standing. IH Committee Chairs serve two-year terms, renewable once, and are appointed by the IH Section President.

## **ARTICLE VIII: INDEMNIFICATION**

### **8.01 Indemnification Policy**

In accordance with the provisions of the Revised Iowa Nonprofit Corporation Act, specifically Iowa Code sections 504.852 and 504.857, this Corporation commits to indemnify its directors and officers, including those who have previously served in such capacities, against all costs, attorney's fees, judgments, fines, settlements, and other liabilities incurred in legal proceedings.

This indemnification applies when such proceedings arise from their official capacity within the Corporation, provided they meet the conduct standards outlined in Iowa Code sections 490.851 or 490.856.

Upon receiving a written indemnification request, the Board of Directors shall promptly assess whether the conduct standards have been met, pursuant to Iowa Code section 490.855(2). If the standards are met, indemnification will be approved as specified in section 490.855(3).

Before the final resolution of any proceeding, the Corporation may advance expenses to officers or directors seeking indemnification, subject to the limits set by Iowa Code section 490.853, unless such advancement is prohibited by the mandatory indemnification requirements of Iowa Code section 490.852.

Exclusions to this indemnification include liabilities incurred from:

- Unauthorized financial benefits received by an officer or director.
- Deliberate harm caused to the Corporation.
- Intentional legal violations.

These indemnification rights are not exclusive and do not preclude other indemnification rights available under any agreement, resolution by disinterested directors, or applicable laws. These rights extend to the heirs, executors, and administrators of the indemnified individuals.

Similarly, the corporation's employees and agents are entitled to indemnification and expense advancement on par with directors and officers, subject to Board approval in specific cases involving proceedings by or in the right of the Corporation.

## **ARTICLE IX: INSURANCE COVERAGE**

### **9.01 Insurance Coverage for Officers, Directors, Employees, and Agents**

In accordance with the laws of Iowa, the Society shall obtain and maintain insurance coverage to the maximum extent permitted by law for its officers, directors, employees, and other agents. This insurance is intended to cover any liability claims or expenses arising from actions taken in their official capacities or as a result of their association with the Society, irrespective of whether the Society possesses the authority to indemnify or reimburse expenses to these individuals under these Bylaws or applicable Iowa law.

## **ARTICLE X: CONFLICTS OF INTEREST IN CONTRACTS INVOLVING DIRECTORS AND OFFICERS**

### **10.01 Disclosure and Approval of Conflicts of Interest**

In situations where a member of the Board of Directors or an officer of the Society, or any business entity in which one or more of the Society's directors or officers have a significant financial interest, stands to benefit directly or indirectly from a contract or transaction involving the Society, the following stipulations must be adhered to, in compliance with Iowa's nonprofit corporation statutes:

- a. Full disclosure of the significant financial interest by the director or officer must be made to the Board of Directors. This disclosure should be recorded in the meeting minutes or be fully acknowledged by the Board before considering the contract or transaction.
- b. Approval of such contracts or transactions must be granted by a majority vote of the Board of Directors, with the vote excluding any interested director or officer. The approval must be based on a vote count sufficient for the purpose under standard voting procedures.
- c. The Board of Directors must, in good faith and after due diligence, determine that the contract or transaction is in the Society's best interest and that comparable deals or arrangements are not readily available to the Society under similar terms.
- d. The transaction must be demonstrably fair and reasonable to the Society at the time it is ratified.

Exceptions are made for transactions that are part of the Society's educational or charitable objectives, provided they are approved in good faith and without unjust favoritism, and they result in benefits to a class of persons that includes one or more directors or officers, consistent with the intended beneficiaries of the Society's programs.

The Society shall not extend loans to any of its officers or directors, ensuring full compliance with Iowa's legal framework governing nonprofit organizations and eliminating potential conflicts of interest.

## **ARTICLE XI: MAINTENANCE AND INSPECTION OF CORPORATE RECORDS**

### **11.01 Record-Keeping Requirements**

In compliance with the requirements for nonprofit corporations in Iowa, the Society is obligated to maintain accurate and comprehensive financial records, along with written minutes of all meetings involving its members, Board of Directors, and any committees empowered by the Board. Additionally, a current list of members eligible to vote, including their contact information, must be kept at the Society's registered or principal office.

#### **11.01.1 Inspection Rights**

Members of the Society or their designated representatives (including attorneys) are granted the right to inspect the Society's books and records for any legitimate purpose at reasonable times. This provision ensures transparency and accountability within the organization, allowing members to stay informed about its operations and governance.

#### **11.01.2 Photocopying Policy**

While the Society is not obligated to provide photocopies of its books and records, should a member or a member on a member's behalf request such a service, the Society reserves the right to levy a reasonable fee. This policy is intended to balance the members' rights to information with the practical considerations of managing the Society's resources.

## **ARTICLE XII: WAIVER OF NOTICE**

### **12.01 Waiver of Notice Requirements**

In instances where the law, the Articles of Incorporation, or these Bylaws mandate the provision of notice, a written waiver signed by the individual(s) entitled to such notice, either before or after the time specified, will be considered equivalent to receiving the actual notice. This flexibility allows for the efficient operation of the Society while ensuring that all procedural requirements are met through mutual agreement of the parties involved.

## **ARTICLE XIII: JURISDICTION FOR LEGAL PROCEEDINGS**

### **13.01 Jurisdiction and Governing Law**

Any legal proceedings initiated against the Society, covering a wide range of issues including membership disputes, must be filed in a federal or state court located in Iowa or in the state where the Society's main office is situated. The laws of the State of Iowa will govern these proceedings, ensuring that legal consistency is maintained in accordance with the Society's incorporation status.

## **ARTICLE XIV: AFFILIATION WITH INTERNATIONAL ORGANIZATIONS**

### **14.01 Participation in the International Federation for the Surgery of Obesity and Metabolic Disorder (IFSO)**

The Society commits to being an active member of IFSO. The Board of Directors will appoint two representatives to participate in IFSO activities, fostering global collaboration and exchange in the field of metabolic and bariatric surgery.

## **ARTICLE XV: AMENDING THE BYLAWS**

### **15.01 Amendment Process**

Proposals for adopting, altering, or repealing any Bylaw provision must first gain approval from the Board of Directors. Once approved, these proposals will be presented to the Society's members for a vote. A minimum of 10% vote from members is required to enact any changes. Additionally, amendments proposed by at least ten members in good standing, submitted to the Board at least thirty days before the annual member meeting, must also be presented for a member vote. While the Board of Directors holds the authority to modify the Bylaws, such changes will not take effect until ratified by a vote of members. This process ensures that all stakeholders have a voice in the governance of the Society.