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Society ByLaws

(Proposed Revision for vote by ASN members in Fall, 2018)

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ARTICLE I. Name

The name of the Society is: American Society for Nutrition.

ARTICLE II. Purpose

The purposes of the Society are: to develop and extend knowledge of nutrition of all species through fundamental, multidisciplinary, and clinical research; facilitate contact among investigators in nutrition, medicine and related fields of interest; support the dissemination and application of nutrition science to improve public health and clinical practice worldwide; promote graduate education; promote the training of physician scientists; provide reliable nutrition information to those who need it, and advocate for nutrition research and its application to development and implementation of policies and practices related to nutrition.

ARTICLE III. Membership

Section 1. Regular Members. Any individual with a doctoral-level degree and suitable scholarly achievements, as determined by the Board of Directors, shall be eligible to be a Regular Member.

Section 2. Associate Members. Any individual with a doctoral-level degree or relevant professional accomplishments, as determined by the Board of Directors, shall be eligible to be an Associate Member.

Section 3. Student Members. Any individual who is a candidate for an undergraduate, graduate, or medical degree shall be eligible to be a Student Member.

Section 4. Emeritus Members. Any member age 65 years or older may apply to the Membership Committee for Emeritus Membership.

Section 5. Early Career Professional Members. Any individual within three years of receiving a doctorate, medical degree, or other degree in nutrition or a related field shall be eligible to be an Early Career Professional Member.

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Section 6. The Society may have additional classes of members without voting rights, which the Board may create, in conjunction with the Membership Committee.

Section 7. Rights of Membership. All Members, except for Student Members, shall have the right to vote in Society elections and on any other matter that is required by law or these Bylaws to be submitted to a membership vote. Regular Members shall have the right to serve as a Society Officer.

Section 8. Obligations of Membership. All members shall abide by these Bylaws and any other rules or regulations, including the payment of dues, established by the Board of Directors that are not inconsistent with these Bylaws.

Section 9. Discipline of Members. Any member may be subject to discipline, including termination of membership status, for conduct contrary to the best interests of the Society or that may bring disrepute upon the Society, or for other good cause, as determined by, and upon majority vote of, the Board of Directors.

Section 9. Administration of Membership Process. The Board of Directors may further define any membership requirement and establish procedures for the application for membership, for the review, acceptance, or rejection of applications, and for the discipline of any member, as it deems appropriate in the best interests of the Society.

ARTICLE IV. The Board of Directors

Section 1. Authority. The affairs of the Society shall be governed by a Board of Directors.

Section 2. Composition. The Board of Directors shall consist of the President, the Past President, Vice President and Vice President-Elect, the Secretary, the Treasurer, and one representative from each of the member scientific disciplines: Nutrition Science Mechanisms, Nutrition Science Translation, Medical and Clinical Nutrition, Nutrition Population Science, Global Nutrition and Food and Nutrition Policy. In addition, the Board of Directors may appoint ex-officio, non-voting representatives of the Society to serve on the Board of Directors.

Section 3. Terms. The President, Secretary, and Treasurer shall each serve a term on the Board of Directors concurrent with their terms in those respective offices. The representatives of the member scientific disciplines shall each serve a term of two (2) years. Terms shall commence on July 1.

Section 4. Meetings. The Board of Directors shall provide by resolution the time and place for the holding of regular meetings. Special meetings may be called by the President or by a majority of the members of the Board of Directors then in office. Written notice of any meetings of the Board of Directors shall be sent to each Board Director before the date of the meeting by any reasonable means.

Section 5. Quorum; Manner of Acting. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Board of Directors members at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Board of Directors members may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

Section 6. Informal Action. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if unanimous written consent to such action is given.

Section 7. Executive Officer. The Board of Directors may appoint and compensate an Executive Officer. The Executive Officer shall be directly responsible to the Board of Directors and shall have the authority and responsibilities as assigned by

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the Board of Directors.

ARTICLE V. Officers

Section 1. Identification. The Officers of the Society shall be a President, a Secretary, a Treasurer, a Vice President, a Vice President-Elect, and a Past President. Only Regular Members may serve as an Officer of the Society.

Section 2. President. The President shall be the chief elected officer of the Society and shall preside at all meetings of the Society and of the Board of Directors. The President is an ex-officio member of all committees, except the Nominating Committee. The President shall serve a term of one year.

Section 3. Secretary. The Secretary shall serve as Chair of the Membership Committee and be responsible for verifying that the office of the Executive Officer maintains a roster of the members, keeps minutes of the meetings of the Society and of the Board of Directors, and shall handle official correspondence of the Society. The Secretary shall serve a term of three years.

Section 4. Treasurer. The Treasurer shall serve as Chair of the Finance Committee and, whether performed personally or through the Executive Officer, shall be responsible for safeguarding the Society's funds, for disbursing same in accordance with the approved budget, for maintaining proper records and accounts, and for preparing and submitting an annual report to the membership detailing the financial status of the Society. The Treasurer shall serve in the position as Treasurer-Elect for one year and then serve a three-year term as Treasurer.

Section 5. Vice President. The Vice President shall serve a term of one year and shall succeed to the office of President.

Section 6. Vice President-Elect. The Vice President-Elect shall serve a term of one year and shall succeed to the office of Vice President.

Section 7. Past President. The President shall become the Past President upon expiration of his or her term as President, and shall serve in this office for a one-year period.

Section 8. Vacancies. Should any office become vacant for any reason, the Board of Directors shall appoint a replacement for the balance of the remaining term.

ARTICLE VI. Nominations and Elections

Section 1. Nominating Committee. The Nominating Committee shall consist of the Chair plus four elected members. The Chair of the Nominating Committee will be the Immediate ASN Past President, who shall serve a term of one year. The candidates for the Nominating Committee shall be slated by the Board of Directors. These Nominating Committee candidates shall be voted upon by the ASN members. From the proposed slate, those candidates who receive the largest number of votes shall be elected to the Committee. The term of service for Committee members shall be three years, and no person shall serve for more than two consecutive terms.

Section 2. Nominations. The Nominating Committee shall make nominations for all board positions. The Chair of the Nominating Committee, having ascertained that each nominee is willing to serve if elected, shall transmit the Committee's list of nominees to the office of the Executive Officer. The latter shall prepare a ballot listing the nominees and also providing space for write-in nominations. The ballot shall be sent to each voting member of the Society, together with instructions and a deadline for its return.

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Section 3. Election of Officers. To the extent allowed by law, the Board of Directors may allow any vote to be conducted in whole or in part via electronic means. A majority of the votes cast shall be required to elect. In the event that no one candidate receives a majority of the votes cast, a second ballot shall be taken between the two candidates with the highest number of votes on the first ballot.

ARTICLE VII. GEMS- Groups Engaging Members

GEMS are member groups that serve scientific/research interests, research areas, career stage and/or other common interests. The Board of Directors may approve the establishment and dissolution of GEMS as needed. Activities of GEMS shall be aligned with the organizational strategic plan. Strategic governance/function guidelines for GEMS will be reviewed and approved periodically by the Board of Directors. Membership in GEMS is open to all ASN members.

ARTICLE VIII. Committees and Representatives

Section 1. Authority. The Society Board of Directors shall establish or disband committees and designate such representatives as necessary or appropriate to serve the needs of the Society.

Section 2. Standing Committees. In addition to any other committees established by the Board of Directors, the Society shall have two board committees Finance and Audit and Nominating Committees, and four standing program committees: Education and Professional Development, Membership Services, Publications and Science Policy and Advocacy Committees.

Section 3. Composition. The Nominating Committee members, Treasurer, who serves as Chair of the Finance and Audit Committee and the Secretary, who serves as the Chair of the Membership Committee are elected by ASN members. The President appoints all of committee members in consultation with the Committee Chairs.

ARTICLE IX. Publications

Section 1. Official Scientific Publications. The official scientific publications of the Society include The Journal of Nutrition, The American Journal of Clinical Nutrition, Advances in Nutrition and Current Developments in Nutrition. The Board of Directors shall designate and develop management policies for the official scientific publications of the Society.

Section 2. Editors and Editorial Boards. The editorial responsibilities and policies for each official scientific journal of the Society shall be vested in an Editor. Each editor will be independently responsible for the scientific integrity of his/her journal and enjoy freedom with respect to editorial matters and the scientific content of his/her journal. No editor will be obligated to accept any recommendation or instruction from the Board of Directors or the Executive Officer regarding the selection or content of any article accepted for publication as long as the editor is exercising his/her responsibilities in good faith and in the best interests of the Society and his/her journal.

Section 3. The Editor. The Editor of ASN scientific journals shall be appointed by the Board of Directors with the recommendation of a search committee, appointed by the Board of Directors. The Editor shall be appointed for a term of five years and may be reappointed once. The reappointment may be for a period of less than five years by mutual agreement of the Editor and the Board of Directors. The Editor may nominate individuals to assist with content selection and development by acting as Deputy Editors, Associate Editors, Academic Editors or in other editorial roles as appropriate. These editors will be approved and appointed by the Board of Directors, appointed for terms of three years, and may be reappointed.

Section 4. The Editorial Board. Members of the Editorial Board of scientific journals shall be nominated by journal editors and approved and appointed by the Board of Directors. Editorial Board members shall be appointed for a period of two years, except for persons filling vacancies, and may be reappointed. The recommendation of the Editor shall be considered

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by the Board of Directors in the reappointment of Board members.

ARTICLE X. Meetings

Section 1. Annual Business Meeting. A business meeting of the Society shall be held yearly at the time and place selected by the Board of Directors. The Annual Business meeting may be held either virtually or in-person.

Section 2. Special Meetings. A special meeting may be scheduled by the Board of Directors. A meeting must be called at the written request of 10% of the Regular, Associate, and Emeritus members of the Society. Notice specifying the purpose of the meeting, and the time and place of the meeting, shall be sent to each member at least ten days before the date of the meeting.

Section 3. Quorum. A quorum at all membership meetings of the Society shall be 100 voting members or one-tenth of all voting members, whichever is less.

Section 4. Electronic Meetings and Voting. To the extent allowed by law, the Board of Directors may allow any membership meeting to be conducted in whole or in part via electronic means, and/or to allow electronic voting in connection with any meeting.

ARTICLE XI. Indemnification

To the extent allowed by law, any person who is named as a defendant in a legal proceeding brought by a third party in their capacity as a current or former Officer or Board of Directors member shall be indemnified by the Society for costs, expenses, and damages actually and necessarily incurred by such person in defense of the legal proceeding.

ARTICLE XII. Amendments

A proposed amendment to the Bylaws may be made by any Regular Member of the Society by forwarding such proposal(s) in writing to the Secretary, who shall present the proposal(s) to the Board of Directors. After Board of Directors approval, the Secretary shall send a copy of the proposed amendment(s) to each member with voting instructions. A simple majority of the votes cast shall be required to pass the amendment(s).

ARTICLE XIII. Parliamentary Authority

The business of the Board of Directors and all committees shall be conducted in accordance with the principle and procedures given in the current edition of Robert's Rules of Order Newly Revised unless the Board of Directors at any time shall have adopted special rules of order.