

**BY-LAWS OF THE INTERNATIONAL SOCIETY OF
BEHAVIORAL NUTRITION AND PHYSICAL ACTIVITY
REVISED
April 25, 2017**

**ARTICLE I
NAME**

The name of the Corporation is the International Society of Behavioral Nutrition and Physical Activity. It shall be referred to as the ISBNPA throughout the rest of these By-Laws.

**ARTICLE II
PURPOSES**

The ISBNPA is formed to conduct activities that are exclusively scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time. It is expressly intended that no part of the net earnings of the ISBNPA shall inure to the benefit of any member or other individual in his private capacity, that no substantial part of the activities of the ISBNPA shall be the carrying on of propaganda, or otherwise attempting to influence legislation and that the ISBNPA shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall be empowered to make the election authorized under section 501(h) of the Internal Revenue Code of 1986. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (b) by an organization described in sections 509 (a)(1), (2)), or (3) of the Internal Revenue Code of 1986, and/or (c) by an organization, contributions to which are deductible under section 170(c)(2), 2055(a)(2) of the Internal Revenue Code of 1986 (or the correspondence provision of any future United States Internal Revenue Law). In the event of dissolution or final liquidation of the corporation, the Executive Committee shall, after paying or making provisions for payment of all lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the categories or recipients as the Executive Committee of the corporation shall determine:

- (a) a non-profit organization or organizations which may have been created to succeed the corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1986 or an organization described in section 501(c)(3) of such Code; and/or
- (b) a non-profit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1986 for an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code.

In furtherance, but not in limitation, of the foregoing scientific and educational purposes the ISBNPA shall:

- (a) Conduct scientific meetings, congresses and symposia in which current research on behavioral issues in nutrition and physical activity will be discussed by researchers in related fields;

- (b) Disseminate information on research being done in behavioral issues in nutrition and physical activity through newsletters and other communications;
- (c) Provide information to public and private bodies that support research in behavioral issues in nutrition and physical activity.
- (d) Promote and facilitate the dissemination of knowledge of behavioral issues in nutrition and physical activity to the public and to educators, scholars and health professionals through any lawful means;
- (e) Promote and assist communication between researchers on issues of behavioral nutrition and physical activity and members of scientific and scholarly organizations whose members do research in other related health and medical fields through joint meetings, shared membership lists, joint publications and any other lawful means;
- (f) Conduct any and all other activities as shall from time to time be found appropriate in connection with the foregoing and as are lawful for not-for-profit corporations.

The ISBNPA shall not operate an institution of higher learning; nor shall the ISBNPA engage in the practice of medicine or any of the professions designated in Title VIII of the Education Law.

ARTICLE III MEMBERS

Section 1. Members. Membership shall be open to all people interested in the purposes of the ISBNPA. A schedule of dues shall be adopted by the Executive Committee. The schedule shall be reviewed at the beginning of each fiscal year or when deemed appropriate by the Executive Committee.

Section 2. Membership Classes. There will be three classes of membership:

- (a) Regular Members are individuals who are professionally active in the area of behavioral issues in nutrition and physical activity and/or have conducted research into behavioral issues in nutrition and physical activity, including post-doctoral students/fellows (up to 60 months after the date of their doctoral degree). These Members are entitled to vote and hold office.
- (b) Student Members are individuals who are students (full or part-time) in undergraduate or graduate degree programs (up to 12 months after the date of their doctoral degree). Student Members are entitled to hold one officer position and to vote.
- (c) Early Career Researchers Members are individuals who have completed their doctoral degree to the equivalent to full five years. Early Career Researchers Members are entitled to hold one officer position and to vote.

Section 3. Determination of Membership. A prospective regular or student member shall submit an application for membership via the ISBNPA website. The Executive Committee shall have complete discretion to accept or reject any application, to determine the class or classes of membership for which a candidate is eligible and to set and revise the criteria for membership.

Section 4. Members in Good Standing. Members shall continue to be Members in good standing as long as they pay annual dues or other assessments levied by the Executive Committee.

**ARTICLE IV
ANNUAL GENERAL MEETING OF THE MEMBERS**

Section 1. Meetings. The Members of the ISBNPA will meet at least once a year. The Annual General Meeting of the Members will be held each year at a date, time and place to be fixed by the Executive Committee. The date, time and place shall be set at least 60 days before the meeting. Special meetings shall be held whenever called by the Executive Committee or the President.

Section 2. Notice of Meetings. Written notice of the date, time and place of any meeting shall be given to each member entitled to vote at such meeting by mailing or emailing the notice or posting the notice on the Corporation's website, not less than ten nor more than fifty days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons who called the meeting.

Section 3. Quorum. A quorum shall consist of 20 Members entitled to vote or one tenth of the voting membership of the ISBNPA, whichever is lesser. In the absence of a quorum, a majority of the Members present and entitled to vote present may adjourn the meeting.

Section 4. Organization of Meetings. The President shall preside at all meeting of Members. In the absence of the President, the Past-President shall preside. In the absence of the President and the Past-President, the President-Elect shall preside. The Secretary of the ISBNPA shall act as Secretary at all meetings of the Members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting. Meetings will be conducted according to Robert's Rules of Order.

Section 5. Voting. At any meeting of the Members, each present Regular member in good standing will be entitled to one vote. A member must have had his or her application approved by the Secretary at least two weeks prior to the annual membership meeting and subsequently been approved by the Executive Committee in order to be eligible to vote at that annual membership meeting. Upon demand of any member, any vote of the Members shall be by secret ballot. Proxy voting is not allowed for any action other than the amendment of these By-Laws.

Section 6. Voting by Mail, Electronic Mail or Fax. The Executive Committee may authorize members to vote by mail, electronic mail or fax on the election of Executive Committee members and officers or on any other matter that the members may vote on.

**ARTICLE V
EXECUTIVE COMMITTEE**

Section 1. Powers. The Executive Committee shall have general power to control and manage the affairs of the ISBNPA in accordance with the purposes and limitations set forth in the certificate of incorporation.

(a) The fiscal year of the ISBNPA shall be determined by the Executive Committee.

Section 2. Eligibility. Regular Members in good standing who are at least eighteen years of age are eligible to serve as Members of the Executive Committee.

Section 3. Number and Classes of Executive Committee Members. The Executive Committee shall have no more than 15 members. The number of officers will change every other year between:

(a) Four officers - President-elect (serving a one year term), President (serving the second year of a two-year term), Secretary and Treasurer;

(b) Three officers – President (serving the first year of a two-year term), Secretary and Treasurer.

The Members at Large will range from 7 to 11, depending on the Executive Committee priorities, for a three-year term. The Members-at-Large will be divided into three groups whose terms expire in successive years.

All members of the Executive Committee will have full voting rights on the Executive Committee. If the Executive Committee vote is tied, the President will make the final decision. All conflicts of interest – professional, personal, or financial – should be declared and the voting process for these resolved at the Executive Committee’s discretion.

Section 4. Election of Executive Committee. Voting will be by an electronic mail ballot or electronic survey. The Secretary or his/her proxy, 120 days prior to the Annual General Meeting of the Members, shall email to every voting member of the ISBNPA a ballot listing the slate of candidates for the Executive Committee. Each voting member may cast votes for as many candidates as there are seats open for election. The voting member must then return the ballot by means of an electronic message to the designated member of the Nominating Committee. The ballot can also be returned by fax.

Ballots must be received by the Secretary at least 90 days prior to the Annual General Meeting of the Members and before 5:00 PM on the last day designated for their receipt. A ballot counter chosen by the Nominating Committee shall count all of the ballots at least 80 days before the Annual General Meeting of the Members. The counts will be verified by another member designated by the Nominating Committee. The candidates receiving the largest number of votes shall be elected. The ballot counter shall inform the President and Secretary, who shall in turn inform the candidates. The names of the elected candidates will be made public at the Annual General Meeting of the Members.

The new Executive Committee will take office at the end of the Annual General Meeting of the Members immediately following the election and shall continue in office until their successors shall have been elected and taken office, or until their death, resignation or removal. The ballots shall be kept by the Secretary and remain available for inspection for six months after they have been counted.

Section 5. Succession. Executive Committee Members may serve no more than two successive terms in the same role, but they may be reelected after a one-year hiatus from the Executive Committee.

Section 6. Removal before Termination of Office. An Executive Committee Member may be removed, with cause, by a vote of two thirds of the Members present at a business meeting of the ISBNPA. An Executive Committee Member may also be removed by a vote of three quarters of the other Executive Committee Members then in office, provided the Executive Committee Member has been given written notice of removal and the reasons therefore, and provided the Executive Committee Member has had a hearing before the Executive Committee.

Section 7. Vacancies. The Executive Committee shall fill any vacancy in the Executive Committee by selecting a candidate from the list of nominees from the previous election or from the list of Regular Members should the list of nominees be exhausted. At the next annual election replacements shall be elected for the unexpired terms by the same procedures as stipulated for the ordinary election of the Executive Committee Members. The replacement Executive Committee Member shall serve only until the next Annual Membership Meeting, and until his or her successor is elected.

Section 8. Executive Committee Meetings. The Executive Committee shall hold an Annual Meeting before the Annual Membership Meeting and at other times and places that it deems necessary. Three Executive Committee Members can request the President to call a special Executive Committee Meeting. The President must convene that meeting within one month.

Section 9. Notice of Meetings. Notice of the place, date and hour of any Executive Committee meeting

shall be given to each Executive Committee Member personally, by telephone, by electronic mail or by mailing the notice by first class mail, postage prepaid, or by personal delivery, not less than fourteen and no more than fifty days before the date of the meeting. Notice of a meeting need not be given to any Executive Committee Member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her.

Section 10. Quorum. A quorum of the Executive Committee shall consist of a majority of the entire Executive Committee.

Section 11. Action by the Executive Committee. At any meeting of the Executive Committee at which a quorum is present, a vote of the majority of Executive Committee Members present at the time of the vote shall be the Act of the Executive Committee. All conflicts of interest – professional, personal or financial – should be declared and the voting process for these resolved at the Executive Committee’s discretion. Participation of one or more Executive Committee Members by conference telephone or like means allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at the meeting.

Any action required or permitted by the Executive Committee or by any committee thereof may be taken without a meeting if all Members of the Executive Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the Executive Committee.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the ISBNPA shall be a President, a President-Elect, a Past-President, a Secretary and a Treasurer.

Section 2. Eligibility. Regular Members in good standing who are of at least twenty-five years of age are eligible to serve as officers.

Section 3. Terms of Officers. The term of President shall consist of two years (beginning in the election of 2014). The term of President-Elect shall be one year and the terms of Treasurer and Secretary shall be three years and they may be re-elected for no more than two consecutive terms. The President-Elect may be elected for a single term only, and may not be re-elected for the same office in successive years. The President-Elect automatically becomes President at the end of the Annual General Meeting of the Members.

Section 4. Election and Term of Office. Elections for President-Elect, Secretary and Treasurer shall be by electronic mail ballot, conducted at the same time and in the same manner as elections for Executive Committee Members, with each voting member entitled to cast one vote for each open office. The new officers shall take office at the end of the Annual Membership Meeting immediately following the election and shall continue in the office until their successors have been elected and taken office, or until their death, resignation or removal. The ballots shall remain available for inspection for six months after they have been counted.

Section 5. Removal of Officers. Any officer may be removed, with cause, by a vote of the Members entitled to vote present at a special or Annual Meeting of the Members. The Executive Committee, by a written vote of three-quarters of the other Executive Committee Members, may, with cause, suspend an officer’s authority to act as an officer.

Section 6. Vacancies. Should the office of President become vacant, prior to the end of the term, the

President-Elect shall become President and serve the remainder of the unexpired term as well as the succeeding term. Should the position of President-Elect become vacant, after a new President-Elect has been elected and before the Annual Membership Meeting, the newly elected President-Elect shall assume office. Should the position of President-Elect become vacant before a new President-Elect designate shall be able to assume office, the Executive Committee shall elect an Executive Committee Member to serve until the end of the term. In the event the office of Secretary or Treasurer becomes vacant, prior to the end of the term, the Executive Committee shall elect an Executive Committee Member to serve until the end of the term.

Section 7. President: Powers and Duties. The President has the authority to sign alone, unless the Executive Committee shall specifically require an additional signature, in the name of the ISBNPA all contracts and other legal documents authorized either generally or specifically by the Executive Committee. The President shall be the chief executive officer of the ISBNPA, shall preside at meetings of the Executive Committee and of the Members, shall be responsible for executing policies determined by the Executive Committee, shall act as spokesperson for the ISBNPA and shall see that all orders and resolutions of the Executive Committee are put into effect. The President shall present or have presented a summary of the actions of the Executive Committee over the past year at the Annual Membership Meeting. The Past-President and President-Elect shall assist the President and shall substitute for the President when necessary. The Past-President shall take precedence over the President-Elect in substituting for the President. These officers shall also perform such duties as shall from time to time be assigned by the Executive Committee.

Section 8. Secretary: Powers and Duties. The Secretary shall keep all written records of the organization, especially minutes of meetings and official correspondence of the Executive Committee. The Secretary shall disseminate all written notices of meetings and other mailings, such as ballots or votes for amendment. The Secretary shall substitute for the President, if neither the President-Elect nor the Past-President is available. The Secretary shall also perform such other duties as shall from time to time be assigned by the Executive Committee.

Section 9. Treasurer: Power and Duties. The Treasurer has the authority to sign alone, unless the Executive Committee shall specifically require an additional signature, in the name of The ISBNPA all contracts and other legal documents authorized either generally or specifically by the Executive Committee. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of The ISBNPA and shall deposit or cause to be deposited all monies and other valuable effects of The ISBNPA in such banks or depositories as the Executive Committee may designate. At the Annual Meeting of the Executive Committee and whenever else required by the Executive Committee, he or she shall render a state of The ISBNPA accounts. He or she shall at all reasonable times exhibit The ISBNPA books or accounts to any officer or Executive Committee Member of The ISBNPA and shall perform all duties incident to the position of Treasurer subject to the control of the Executive Committee, and shall, when required, give such security for the faithful performance of his or her duties as the Executive Committee may determine.

The Treasurer shall be responsible for maintaining current membership lists and for the preparation of a detailed annual financial report to be presented to the Executive Committee at the Annual Membership Meeting. The annual financial report will contain all information required by the Not-for-Profit Corporation Law of the state where ISBNPA is registered.

Section 10. Fellows of the International Society of Behavioral Nutrition and Physical Activity (FISBNPA). The Executive Committee can elect members of ISBNPA who have achieved noteworthy accomplishments for the Society as 'Fellows of ISBNPA'. Nominees for the Fellows must meet the following criteria:

- (a) Be a current ISBNPA member

- (b) Have been actively involved in ISBNPA for > 5 years
- (c) Have served ISBNPA in more than one of the following roles:
 - i. Officer within the Executive Committee (president, secretary, treasurer);
 - ii. Chair or prominent member of the local organising committee of an ISBNPA annual meeting;
 - iii. Member of the Editors team of the IJBNPA (the ISBNPA Journal); and/or
 - iv. Chair of one of the committees or subcommittees of ISBNPA.

Fellows may be nominated by the Nominating Committee every year. The Executive Committee votes on the nominees, and awardees are decided by a majority of EC members. Fellows are allowed to indicate that they are ‘Fellows of the International Society of Behavioral Nutrition and Physical Activity’ with FISBNPA following their name and credentials.

ARTICLE VII COMMITTEES

Section 1. Committees. The Executive Committee shall appoint, each year, committees of the corporation to meet strategic and operational needs of the Society. Each Committee shall be chaired by an Executive Committee Member. Members should be appointed by the chair and approved by the Executive Committee; all committee must be current ISBNPA members. The Corporation will maintain a registered office and registered agent in Texas. The Executive Committee may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

Section 2. Nominating Committee. The Nomination Committee shall consist of a designated Member-at-Large, who shall be chair, and four persons appointed by the chair and approved by the Executive Committee to serve a one-year term. It is recommended that most or all of the committee consist of ISBNPA Fellows. After the first Annual General Meeting of the Members, the Nominating Committee will select the first slate of officers for ISBNPA to serve terms specified in the By-Laws. A slate of candidates for the Executive Committee (Members-at-Large) and for the Officers shall be prepared annually according to the terms of office for the members of the Executive Committee and Officers, specified in the By-Laws, from the roll of Regular Members by the Nominating Committee, obtained from the Treasurer ninety days before the Annual General Meeting. Except as provided below, a slate of no more than four candidates shall be prepared for each open Officer’s position, and a slate of no more than three candidates shall be prepared to fill each open seat on the Executive Committee for Members-at-Large. The slate shall take into consideration the representation of scientific disciplines and geographical distribution of Members and the suggestions of Members made by a nominating petition, circulated by the secretary not less than 180 days before the Annual General Meeting of the Members Meeting. Completed nominating petitions shall be received by the chair of the Nominating Committee not less than 150 days before the Annual General Meeting of the Members to be considered by the Nominating Committee.

Any candidate who is endorsed for nomination by a Member entitled to vote shall automatically be placed on the ballot. If greater than seven candidates for the Executive Committee (i.e. Members-at-Large) or greater than four candidates for any officer position are endorsed by a Member entitled to vote, the slate for that position shall be composed entirely of all of the candidates so endorsed.

The Nominating Committee shall submit its slate to the Secretary for email ballot not less than 130 days before the Annual General Meeting of the Members.

Section 3. Standing Committees. The Executive Committee may designate from among the Members other standing committees, each of which, to the extent provided in the resolution establishing the committee shall have all the authority of the Executive Committee, except that it may not: submit actions to the Members of the ISBNPA that require Members' approval, fill vacancies in the Executive Committee or in any committee, fix compensation for serving on the Executive Committee or any committee, amend or repeal by-laws, adopt new by-laws, or amend or repeal any resolution of the Executive Committee which by its terms shall not be so amendable or repealable.

Section 4. Reports. Each committee shall give a brief report of its activities at the Annual General Meeting of the Member and at other times when it is so directed by the Executive Committee. A copy of each report will be filed by the Secretary in the ISBNPA archives.

Section 5. Chair and Vice-Chair. One member of each committee will be designated as the committee chair, and another member of each committee will be designated as the vice-chair. The chair shall be a member of the Executive Committee as outlined in Article 7 Sections 1-2. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair will perform the chair's duties. When the vice-chair acts for the chair, the vice-chair has all the powers of, and is subject to all restrictions on, the chair.

Section 6. Notice of Meetings. Written or electronic notice of a committee meeting will be delivered to each member of a committee not less than seven nor more than 30 days before the date of the meeting. The notice will state the place, day, and time of the meeting, and the purpose or purposes for which it is called.

Section 7. Quorum. One-half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority or the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice. In committees where fewer than three members are able to vote (e.g. due to conflicts of interest), or where there is a tie vote, the final decision on any proposed action requiring a vote will be deferred to the Executive Committee.

Section 8. Rules. Each committee may adopt its own rules, consistent with these By-laws or with other rules that may be adopted by the Executive Committee.

ARTICLE VIII TRANSACTIONS OF CORPORATION

Section 1. Contracts. The Executive Committee may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Section 2. Deposits. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Executive Committee selects.

Section 3. Gifts. The Executive Committee may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Executive Committee may make gifts and give charitable contributions not prohibited by these By-laws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

Section 4. Potential Conflicts of Interest. The Corporation may not make any loan to an Executive Committee member or officer of the Corporation. A member, Executive Committee member, officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by these By-laws, the articles of incorporation, and applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from or otherwise transact business with a member, Executive Committee member, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from or otherwise transact business with a member, Executive Committee member, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Executive Committee's or the members' approval, not including the vote of any person having a personal interest in the transaction.

Section 5. Prohibited Acts. As long as the Corporation exists, and except with the Executive Committee's or the members' prior approval, no member, director, officer, or committee member of the Corporation may:

- (a) Do any act in violation of these By-laws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE IX OFFICE AND BOOKS

Section 1. Office. The office of The ISBNPA shall be located at such place as the Executive Committee may from time to time determine. The Corporation will maintain a registered office and registered agent in Texas. The Executive Committee may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

Section 2. Books. The Corporation will keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment,

restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

- (b) A copy of all by-laws, including these By-laws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the members, Executive Committee, and committees having any of the authority of the Executive Committee.
- (d) A list of the names and addresses of the members, Executive Committee members, officers, and any committee members of the Corporation.
- (e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years.
- (f) A financial statement showing the Corporation's income and expenses for the three most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (h) The Corporation's federal, state, and local tax information or income tax returns for each of the Corporation's three most recent tax years.

Section 3. Inspection and Copying. Any member, director, officer, or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the by-laws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five working days after the Corporation receives a proper written request. The Executive Committee may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed one dollar per page. The Corporation will provide requested copies of books or records no later than five working days after receiving a proper written request.

Section 4. Audits. Any member may have an audit conducted of the Corporation's books. That member bears the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights so as to subject the Corporation to an audit more than once in any fiscal year.

ARTICLE X FISCAL YEAR

The Corporation's fiscal year will begin on the first day of January and end on the last day in December in each year.

ARTICLE XI INDEMNIFICATION

Section 1. When Indemnification is Required, Permitted, and Prohibited

- (a) The Corporation will indemnify a director, officer, member, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a

result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

- (b) The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she has no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent does not necessarily preclude indemnification by the Corporation.
- (c) The Corporation will pay or reimburse expenses incurred by a director, officer, member, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.
- (d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, member, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph 10.01(a), above.
- (e) The corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 10.03(c), below, have been satisfied. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in any proceeding brought by the Corporation or one or more members or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Section 2. Extent and Nature of Indemnity. The indemnity permitted under these By-laws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 3. Procedures Relating to Indemnification Payments

- (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. The Corporation may make these determinations and decisions by any one of the following procedures:
 - i. Majority vote of a quorum consisting of Executive Committee members who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - ii. If such a quorum cannot be obtained, by a majority vote of a committee of the Executive

Committee, designated to act in the matter by a majority vote of all Executive Committee members, consisting solely of two or more Executive Committee members who at the time of the vote are not named defendants or respondents in the proceeding.

- iii. Determination by special legal counsel selected by the Executive Committee by the same vote as provided in sub-subparagraphs (i) or (ii), above, or if such a quorum cannot be obtained and such committee cannot be established, by a majority vote of all Executive Committee members.
 - iv. *Majority* vote of members, excluding Executive Committee members or other members who are named defendants or respondents in the proceeding.
- (b) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii), above, governing selection of special legal counsel. A provision contained in the articles of incorporation, or a resolution of members or the Executive Committee that requires the indemnification permitted by paragraph 10.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that in the same manner as the determination that indemnification is permissible.
- (c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these By-laws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

- (d) *Any* indemnification or advance of expenses will be reported in writing to the Corporation's members. The report will be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report will be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE XII NOTICES

Section 1. Notice by Mail or Telegram. Any notice required or permitted by these By-laws to be given to a member, director, officer, or member of a committee of the Corporation may be given by mail or email. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by email, a notice is deemed delivered when sent and addressed to the person at his or her email address as it appears on the corporate records. A person may change his or her address or email address in the corporate records by giving written notice of the change to the treasurer of the corporation.

Section 2. Signed Waiver of Notice. Whenever any notice is required by law or under the articles of incorporation or these By-laws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Section 3. Waiving Notice by Attendance. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIII MISCELLANEOUS PROVISIONS

Section 1. Legal Authorities Governing Construction of By-laws. These By-laws will be construed under Texas law. All references in these By-laws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 2. Legal Construction. To the greatest extent possible, these By-laws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any by-law provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the by-laws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Section 3. Headings. The headings used in the by-laws are for convenience and may not be considered in construing the by-laws.

Section 4. Number. All singular words include the plural, and all plural words include the singular.

Section 5. Seal. The Executive Committee may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words International Society of Behavioral Nutrition and Physical Activity @ "Texas," in one circle and the word "Incorporated" together with the date of incorporation in the other circle.

Section 6. Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the corporate records.

Section 7. Parties Bound. The by-laws will bind and inure to the benefit of the members, Executive Committee members, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the by-laws otherwise provide.

ARTICLE XIV AMENDMENT OF BY-LAWS

On resolution, by majority of the Executive Committee then in office or by a written proposal signed by not less than ten percent of the Regular Members, these By-Laws may be amended by a 60 percent majority of Regular Members who vote. Voting shall be by mail or electronic ballot. Written notice of the substance and working of the proposed amendment is to be sent to all Members entitled to vote not less than 30 days prior to the stated deadline for the receipt of ballots. Approved changes in the By-Laws shall go into effect immediately following the counting of the ballots.