

ISBNPA By-laws: comparison of the current text (May 2022) with the proposed text (2026–27)

This document shows every change between the By-laws in force (revised 12 May 2022) and the amendments proposed for the Members' vote of 16 November to 14 December 2026, as approved by the Executive Committee on 20 October 2026. It is a reading aid; the proposed clean text is the authoritative wording.

How to read it: ~~red struck-through text~~ is removed; blue underlined text is added; plain text is unchanged. Articles are listed in the proposed numbering, with the May 2022 number in brackets. Articles VII, XIV and XV are new.

Article I. Name [May 2022: Article I]

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.~~ By-laws. In these By-laws, the terms ISBNPA and Corporation refer to the same legal entity.

Article II. Purposes [May 2022: Article II]

The ~~ISBPNA~~ 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,~~ 1986, 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~~ that person's 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-~~ 1986.

Notwithstanding any other provision of these ~~articles,~~ By-laws, 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~~ any future United States Internal Revenue Law) (b) by an organization described in sections ~~509(a)(1), (2),~~ 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),~~ 170(c)(2), 2055(a)(2) of the Internal Revenue Code of 1986 (or the ~~correspondence~~ corresponding 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 or~~ 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~~ Promote and facilitate the dissemination of knowledge on ~~research being done in~~ behavioral issues in nutrition and physical activity to researchers, educators, health professionals, policy makers, the public, and members of scientific and scholarly organizations, through ~~newsletters~~ scientific meetings, scientific journals and other ~~communications;~~ publications published or sponsored by the ISBNPA, and any other lawful means;

(c) Provide independent, evidence-based scientific information to public and private bodies that support research in behavioral issues in nutrition and physical ~~activity-~~ activity;

(d) ~~Promote~~ Support the participation and ~~facilitate the dissemination~~ development of ~~knowledge~~ early career researchers and of ~~behavioral issues in nutrition~~ researchers from low- and ~~physical activity to the public and to educators, scholars and health professionals through any lawful means;~~ middle-income countries;

(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 ~~lawfuzl-~~ 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-~~ other licensed profession.

Article III. Members [May 2022: Article III]

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)~~ a. Regular Members are individuals who are professionally active in the area of behavioral issues in nutrition and physical activity and/or conducted or conduct research into behavioral issues in nutrition and physical ~~activity-~~
~~activity.~~ These Members are entitled to vote and hold office.

~~(b)~~ b. Student Members are individuals who are students ~~(full-(full-~~ or part-time) in undergraduate or graduate degree ~~programs (up to programs, and individuals within~~ 12 months ~~after of~~ the ~~date award~~ of their doctoral ~~degree).~~ degree (extended by any period of career interruption). Student Members are entitled to ~~hold one officer-~~
~~position-vote~~ and to ~~vote-~~ hold the Executive Committee seat reserved for the Student Representative.

~~(c)~~ c. Early Career ~~Researchers-Researcher~~ Members are individuals who ~~have~~ completed their doctoral degree ~~to-~~
~~the equivalent to full-~~ not more than five ~~years-~~ years previously, not counting any period of career interruption, and
are not Student Members. Early Career ~~Researchers-Researcher~~ Members are entitled to ~~hold one officer-~~
~~position-vote~~ and to ~~vote-~~ hold the Executive Committee seat reserved for the Early Career Researcher Representative.

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-~~
membership, subject to the non-discrimination provisions of these By-laws.

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.

Section 5. Suspension and Expulsion.

A Member may be suspended for a stated period or expelled from the ISBNPA for cause, including but not limited to violation of these By-laws or of any policy or code of conduct adopted by the Executive Committee, or conduct prejudicial to the interests or reputation of the ISBNPA. Cause shall include representing ISBNPA membership as a professional certification or credential, material misrepresentation in an application for membership, and a finding of scientific or professional misconduct. Proceedings may be started by the Membership Committee or by a written complaint from any Member to the Secretary, and are referred to the Executive Committee.

Suspension or expulsion requires a vote of two-thirds of the Executive Committee Members then in office. The Member shall be given written notice of the proposed action and the grounds for it not less than thirty days before the Executive Committee considers the matter, together with notice of the date and manner of that consideration, and shall be given an opportunity to respond in writing and to be heard by the Executive Committee before it votes.

A Member who is suspended or expelled forfeits the rights of membership for the period of the suspension or from the date of expulsion, and is not entitled to any refund of dues. The Executive Committee may reinstate a Member on such terms as it determines.

Article IV. Annual General Meeting Of The Members [May 2022: Article IV]

Section 1. Meetings.

The Members of the ISBNPA will meet at least once a ~~year.~~~~The year in an~~ Annual General Meeting (AGM). The AGM of the Members will be held each year at a date, time and place ~~to be (in person, by electronic means, or combination)~~ fixed by the Executive ~~Committee.~~~~The date, time and place shall be set~~ Committee at least 60 days before the meeting. Special meetings shall be held Ad-Hoc 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~~ ISBNPA's website, not less than ten nor more than ~~fifty-sixty~~ 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~~ meetings of Members. In the absence of the President, the ~~Past-President~~ President-Elect shall preside. In the absence of the President and President-Elect, the ~~Past-President, the President-Elect~~ Secretary 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~~ Member in good standing will be entitled to one vote. A member must have had ~~his or her~~ their application approved by the Secretary at least two weeks prior to the ~~annual membership meeting~~ AGM of the Members and subsequently been approved by the Executive Committee in order to be eligible to vote at that ~~annual membership meeting.~~ AGM of the Members. 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.~~ By-laws.

Section 6. Voting by Mail, Electronic Mail or ~~Fax.~~ Online Survey.

The Executive Committee may authorize members to vote by mail, electronic mail or ~~fax~~ online survey on the election of Executive Committee members and officers or on any other matter that the members may vote on.

Article V. Executive Committee [May 2022: Article V]

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.~~ formation.

Section 2. Eligibility.

~~Regular~~ Members entitled to vote and in good standing who are at least eighteen years of age are eligible to serve as Members of the Executive ~~Committee.~~ Committee. Any Member entitled to vote and in good standing may stand for election as a Member-at-Large. The seats reserved for the Student and Early Career Researcher Representatives are additional to this right.

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.~~ years. The Members-at-Large will include a Student Representative and an Early Career Researcher Representative that will be elected for a two-year term.

Members-at-Large will include at least one representative from each geographical region of the world. These regions are Africa, Asia, Europe, Oceania, North America, and South America or the Caribbean.

The ~~nominations committee~~ Nominations Committee will strive to have nominees representing the regions for which its representative term is ending during the electoral ~~process.~~ process. The Nominations Committee will also strive to achieve diversity on the Executive Committee. Consistent with ISBNPA's commitment to inclusivity and diversity, it welcomes nominations of candidates of all genders, ethnicities, religions, career stages and backgrounds, including those from underrepresented regions and communities.

The votes will be stratified so that at least one of these regions' representatives is elected (for example, person A from Africa may have fewer votes than one from South America or the Caribbean and be elected if there is no African representation in the ~~EC).~~ Executive Committee).

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~~ 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~~ the Secretary's proxy, not less than 120 days prior to the ~~Annual General Meeting~~ AGM 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.~~ election.

Ballots must be received by the Secretary at least 90 days prior to the ~~Annual General Meeting-AGM~~ of the Members and before 5:00 PM on the last day designated for their receipt. A ballot counter chosen by the ~~Nominating-~~ Nominations Committee shall count all of the ballots at least 80 days before the ~~Annual General Meeting-AGM~~ of the Members. The counts will be verified by another member designated by the ~~Nominating-~~ Nominations 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-AGM~~ of the Members.

The new Executive Committee will take office at the end of the ~~Annual General Meeting-AGM~~ 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-~~ Committee. This Section does not apply to the offices of President and President-Elect.

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 the AGM or at a business-special meeting of the ~~ISBNPA- Members. "Cause" has the meaning given in Article III, Section 5.~~ 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 entitled to vote 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-~~ AGM of the Members. and until ~~his or her~~ their successor is elected.

Section 8. Executive Committee Meetings.

The Executive Committee shall ~~hold an Annual Meeting~~ meet as a full committee at least four times each year, including at least once before the ~~Annual Membership Meeting-AGM of the Members.~~ and at other times and places that it deems necessary. Regional sessions held to accommodate time zones act for the Executive Committee only if a quorum under Section 10 is present. 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 any other electronic means~~ the ~~notice by first class mail, postage prepaid, or by personal delivery,~~ Member has designated, 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,~~ that Member.

Section 10. Quorum.

A quorum of the Executive Committee shall consist of ~~a majority~~ more than one-half of the ~~entire~~ Executive ~~Committee.~~ Committee Members then in office, and in any case not fewer than three.

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~~ 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-~~ video conference, telephone or ~~like~~ similar 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.

Section 12. Executive Committee Governance and Delegation of Authority.

The Executive Committee retains ultimate responsibility for the governance, strategic direction and oversight of the ISBNPA. It may, by resolution adopted at a duly constituted meeting at which a quorum is present, establish a written Delegation of Authority and Decision Rights Framework authorising officers, the Executive Director or committees to decide and execute routine operational matters within defined limits, without a vote of the full Executive Committee on each action.

For the purposes of this Section, operational matters are actions that implement an Executive Committee approved strategy, policy, plan or budget and do not materially alter them or create a material financial, legal or reputational risk for the ISBNPA.

No delegation shall extend to:

a. matters requiring approval by the Members, including amendment of these By-laws;

b. adoption or material amendment of the ISBNPA's strategy, major priorities, governance policies or formal public positions;

c. approval of the annual budget or material departures from it, including significant unbudgeted expenditure, borrowing, investment decisions, use of reserves or material contractual commitments;

d. decisions concerning the frequency, overall format or host location of the ISBNPA's principal scientific meetings;

e. material changes to the ISBNPA's governance or organisational structure;

f. appointment, removal, remuneration or formal evaluation of the Executive Director, or material changes to the Society's staffing structure;

g. filling vacancies on the Executive Committee or fixing compensation for service on the Executive Committee or any committee;

h. adoption or material amendment of the Delegation of Authority and Decision Rights Framework; or

i. any other matter reserved to the Executive Committee or the Members by these By-laws, the certificate of formation or applicable law.

The Framework shall specify who may make each class of decision, the applicable financial and other limits, any restrictions on subdelegation, and the required record-keeping and reporting. No delegated authority shall be implied solely from a person's office, employment or committee membership.

All actions taken under delegated authority shall be documented and reported to the Executive Committee at its next regular meeting. Any action involving potentially significant financial, legal, strategic or reputational consequences shall be reported promptly.

Any Executive Committee Member may, before a proposed delegated action is implemented, require that it be referred to the Executive Committee for review. The action shall then be held pending that review, except to the minimum extent necessary to meet an existing legal obligation or prevent serious and imminent harm to the ISBNPA. An action already completed may be reviewed by the Executive Committee, which may require corrective action where appropriate.

The Framework and any subsequent amendments shall be recorded in the minutes of the Executive Committee. It shall be reviewed and reapproved at least annually and may be amended or revoked by the Executive Committee at any time.

Article VI. Officers [May 2022: Article VI]

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.~~
officers (President, President-Elect, Secretary and Treasurer) or as Treasurer-Elect.

Section 3. Terms of Officers.

The term of President shall ~~consist of~~ be ~~two years (beginning in the election of 2014).~~ years. The President-Elect shall serve a term of ~~President-Elect shall be~~ one year and shall automatically become President at the ~~terms end of~~ ~~Treasurer and Secretary shall be three years and they may be re-elected for no more than two consecutive terms.~~ the AGM of the Members. The President-Elect may be elected for a single term only, and no Member may serve

more than one term as President. Article V Section 5 does not ~~be re-elected for~~ apply to the ~~same office in successive years. The offices of~~ President-Elect ~~automatically becomes President at the end of the Annual General Meeting of the Members. and President.~~

The Secretary shall serve a term of ~~the Treasurer shall be four~~ three years and may ~~be re-elected for~~ serve no more than two consecutive terms.

The Treasurer shall serve a term of three years and may serve no more than two consecutive terms. The Treasurer position ~~will shall~~ be voted on in the ~~third-second~~ year of the incumbent ~~Treasurer. Treasurer's term.~~ If ~~the incumbent is~~ re-elected, ~~a the new term will start one year after. shall begin at the end of the incumbent's current term, and no Treasurer-Elect shall be elected.~~ If ~~the incumbent is~~ not ~~re-elected, re-elected or does not stand,~~ the incoming officer shall ~~have serve~~ a one-year ~~Treasurer-Elect term, term as Treasurer-Elect.~~ for a single term ~~only. During this term, only, during which~~ the Treasurer and the Treasurer-Elect shall work closely to ensure a smooth transition of the ~~treasurer. Treasurer's~~ duties. The Treasurer-Elect is not an officer of the ISBNPA and is not a Member of the Executive Committee. The Treasurer-Elect shall attend meetings of the Executive Committee in an ex officio capacity, shall not be entitled to vote, and shall not be counted in determining a quorum. The Treasurer-Elect shall automatically ~~becomes become~~ Treasurer at the end of the ~~Annual General Meeting AGM~~ of the Members.

Section 4. Election and Term of Office.

Elections for President-Elect, Secretary and Treasurer or Treasurer-Elect 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 and any Treasurer-Elect shall take office at the end of the ~~Annual Membership Meeting AGM of the Members~~ 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.

The ~~position for offices of~~ Treasurer ~~or and~~ Treasurer-Elect shall be available open only ~~for to~~ ISBNPA members ~~with United States citizenship who are able to allow for access to~~ hold signing authority on the ISBNPA bank accounts ~~based in this country. the United States.~~

Section 5. Removal of Officers.

Any officer may be removed, with cause, by a vote of two thirds of the Members entitled to vote who are present at the AGM or at a special ~~or Annual Meeting meeting~~ of the Members. "Cause" has the meaning given in Article III, Section 5. 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.

(a) President. Should the office of President become ~~vacant, prior to vacant before~~ the end of the term, the President-Elect shall become President and shall serve the remainder of the unexpired term ~~as well as together with~~ the succeeding term. ~~Should the position of Where no~~ 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 is then in~~ office, the Executive Committee shall elect ~~an Executive Committee Member one of its Members~~ to serve ~~until as President for the end remainder of the term. In the event unexpired term.~~

(b) President-Elect. Should the office of ~~Secretary or Treasurer becomes vacant, prior to~~ President-Elect become vacant before the end of the term, the Executive Committee shall elect ~~an one of its Members to serve as President-Elect~~ for the remainder of the term. A President-Elect elected under this paragraph shall not automatically become President; the succeeding President shall instead be elected by the Members in the manner set out in Section 4. Where the vacancy arises too late for that election to be conducted before the AGM of the Members, the President-Elect elected under this paragraph shall serve as President until a President is so elected, and that election shall be held no later than the following AGM of the Members.

(c) Treasurer. Should the office of Treasurer become vacant before the end of the term, the Treasurer-Elect, if one is then in office, shall become Treasurer and shall serve the remainder of the unexpired term together with the succeeding term. Otherwise the Executive Committee shall elect a Member of the Executive Committee who satisfies the signing-authority requirement of Section 4 to serve until the end of the term; where no Member of the Executive Committee satisfies that requirement, the Executive Committee may elect any Regular Member in good standing who does.

(d) Secretary. Should the office of Secretary become vacant before the end of the term, the Executive Committee shall elect one of its Members to serve until the end of the term.

Section 7. ~~President:~~ President and President-Elect: 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-elected~~ officer of the ISBNPA, shall preside at meetings of the Executive Committee and of the Members, shall ~~be responsible for executing-
oversee the execution of~~ policies determined by the Executive ~~Committee.~~ Committee through the Executive Director (see Article VII) and shall execute them directly where no Executive Director is in office, shall act as spokesperson for the ISBNPA and shall see that all orders and resolutions of the Executive Committee are put into ~~effect.~~ 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.~~ AGM of the Members.

The ~~Past-President and~~ President-Elect shall assist the ~~President and~~ President. shall substitute for the President when ~~necessary. The Past-President necessary, and~~ 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.~~ Committee assigns. Where no President-Elect is in office, or the President-Elect is unavailable, the Secretary shall substitute for the President.

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.~~ amendment.

Section 9. Treasurer: ~~Power~~ Powers 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~~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~~the ISBNPA and shall deposit or cause to be deposited all monies and other valuable effects of ~~The~~the ISBNPA in such banks or depositories as the Executive Committee may designate. At ~~the Annual Meeting~~each full meeting of the Executive Committee and whenever else required by the Executive Committee, ~~he or she~~the Treasurer shall render a state statement of ~~The~~the ISBNPA accounts. ~~He or she~~The Treasurer shall at all reasonable times exhibit ~~The~~the ISBNPA books or accounts to any officer or Executive Committee Member of ~~The~~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~~the Treasurer's 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~~, AGM of the Members. 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-~~10. Fellows.

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~~ISBNPA as 'Fellows of ISBNPA'. Nominees for the Fellows must meet the following criteria:

~~(a)~~a. Be a current ISBNPA member

~~(b)~~b. Have been actively involved in ISBNPA for > 5 years

~~(c)~~c. Have served ISBNPA in more than one of the following roles:

~~i.~~i. Officer within the Executive Committee (~~president, secretary, treasurer~~); (President, President-Elect, Secretary, Treasurer);

ii. Chair or prominent member of the local organising committee of an ISBNPA ~~annual~~scientific meeting;

iii. Member of the Editors team of the IJBPA (the ISBNPA Journal); and/or

iv. Chair of one of the committees or subcommittees of ISBNPA.

Fellows may be nominated by the ~~Nominating~~Nominations Committee every year. The Executive Committee votes on the nominees, and awardees are decided by a majority of ~~EC~~Executive Committee 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.

Section 11. Past-President.

The Executive Committee may confer the honorary title of Past-President on a former President. The title carries no seat, vote or duties.

Article VII. Executive Director [new article]

Section 1. Appointment.

The Executive Committee may appoint an Executive Director to manage the administrative and operational affairs of the ISBNPA. The Executive Director is a salaried professional position and is not an officer of the Corporation. The terms and conditions of the Executive Director's appointment, including compensation, shall be determined by the Executive Committee and set out in a written agreement. The Executive Director shall serve at the pleasure of the Executive Committee. Any role or attendance right conferred on the Executive Director by these By-laws subsists only while that appointment is in effect.

Section 2. Reporting and Attendance.

The Executive Director shall report to the Executive Committee and shall carry out the policies, decisions, and directives of the Executive Committee. The Executive Director acts on behalf of the Executive Committee and is not a member of it. The Executive Director shall attend meetings of the Executive Committee in an ex officio capacity, shall not be entitled to vote, and shall not be counted in determining whether a quorum is present. The Executive Director shall withdraw from any deliberation or vote concerning the Executive Director's own appointment, compensation, evaluation, or removal.

Section 3. Powers and Duties.

Subject to the direction and oversight of the Executive Committee, the Executive Director shall manage the day-to-day administrative and operational affairs of the ISBNPA, shall ensure that the policies and decisions of the Executive Committee are implemented, and shall direct the staff of the ISBNPA. Financial operations shall be managed under the direction of the Treasurer and the Executive Committee.

The Executive Committee shall adopt a written description of the Executive Director's duties, which it may amend from time to time, and shall assign such other duties as it considers appropriate.

Section 4. Vacancy.

Should the position of Executive Director become vacant, the Executive Committee shall be responsible for the continued administration of the ISBNPA's affairs until a successor is appointed. The Executive Committee may designate a member of the Executive Committee or another individual to perform the duties of the Executive Director on an interim basis during any vacancy.

Section 5. Removal.

The Executive Director may be removed by a vote of the majority of the Executive Committee members then in office, in accordance with the terms of the Executive Director's written agreement with the ISBNPA.

Article VIII. Committees [May 2022: Article VII]

Section 1. Committees.

The Executive Committee shall appoint, each year, committees of the ~~corporation~~-ISBNPA to meet strategic and operational needs of the ~~Society~~-ISBNPA. 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 [members](#) 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.~~ [appointments shall take geographic diversity into account.](#)

Section 2. ~~Nominating Committee.~~ [Nominations Committee](#)

The ~~Nomination~~ [Nominations](#) 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-~~ [AGM](#) of the Members, the ~~Nominating~~ [Nominations](#) Committee will select the first slate of officers for ISBNPA to serve terms specified in the ~~By-Laws-~~ [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-~~ [By-laws](#), from the roll of ~~Regular~~ Members [entitled to vote](#) by the ~~Nominating~~ [Nominations](#) Committee, obtained from the Treasurer ~~ninety-~~ [not less than 130](#) days before the ~~Annual General Meeting-~~ [AGM of the Members](#). 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-~~ [nomination](#) petition, circulated by the secretary not less than 180 days before the ~~Annual General Meeting-~~ [AGM](#) of the ~~Members Meeting-~~ [Members](#). Completed ~~nominating-~~ [nomination](#) petitions shall be received by the chair of the ~~Nominating~~ [Nominations](#) Committee not less than 150 days before the ~~Annual General Meeting-~~ [AGM](#) of the Members to be considered by the ~~Nominating~~ [Nominations](#) Committee.

Any candidate [who has confirmed in writing a willingness to serve and](#) 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~~ [Nominations](#) Committee shall submit its slate to the Secretary for email ballot not less than 130 days before the ~~Annual General Meeting-~~ [AGM](#) 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-~~ [repealable](#). [The standing committees and their Terms of Reference are those adopted by Executive Committee resolution and published on the ISBNPA website.](#)

Section 4. [Committee](#) Reports.

Each committee shall give a brief report of its activities at the ~~Annual General Meeting-~~ [AGM](#) of the ~~Member-~~ [Members](#) 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. Committee 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-~~ 1 and 2 of this Article. 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 Committee 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~~ for which it called.

Section 7. Committee Quorum.

~~One-half~~ More than one-half of the ~~number of~~ committee members then in office constitutes a ~~quorum-quorum,~~ and in any case not fewer than three, 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 of~~ 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. Committee 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 IX. Transactions Of The Isbnpa [May 2022: Article VIII]

Section 1. Contracts.

The Executive Committee may authorize any officer or agent of the ~~Corporation-ISBNPA~~ to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the ~~Corporation-ISBNPA~~. 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-ISBNPA's~~ funds will be deposited to the credit of the ~~Corporation-ISBNPA~~ in banks, trust companies, or other depositories that the Executive Committee selects.

Section 3. Gifts.

The Executive Committee may accept, on the ~~Corporation's~~ ISBNPA's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the ~~Corporation-~~ ISBNPA. 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~~ ISBNPA's federal and state tax status.

Section 4. Potential Conflicts of Interest.

The ~~Corporation-~~ ISBNPA may not make any loan to an Executive Committee member or officer of the ~~Corporation-~~ ISBNPA. A member, Executive Committee member, officer, or committee member of the ~~Corporation-~~ ISBNPA may lend money to and otherwise transact business with the ~~Corporation-~~ ISBNPA except as otherwise provided by these By-laws, the articles of incorporation, and applicable laws. Such a person transacting business with the ~~Corporation-~~ ISBNPA has the same rights and obligations relating to those matters as other persons transacting business with the ~~Corporation-~~ ISBNPA. The ~~Corporation-~~ ISBNPA may not borrow money from or otherwise transact business with a member, Executive Committee member, officer, or committee member of the ~~Corporation-~~ ISBNPA unless the transaction is described fully in a legally binding instrument and is in the ~~Corporation's~~ ISBNPA's best interests. The ~~Corporation-~~ ISBNPA may not borrow money from or otherwise transact business with a member, Executive Committee member, officer, or committee member of the ~~Corporation-~~ ISBNPA 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-~~ ISBNPA exists, and except with the Executive Committee's or the members' prior approval, no member, director, officer, or committee member of the ~~Corporation-~~ ISBNPA may:

- ~~(a)~~ a. Do any act in violation of these By-laws or a binding obligation of the ~~Corporation-~~ ISBNPA.
- ~~(b)~~ b. Do any act with the intention of harming the ~~Corporation-~~ ISBNPA or any of its operations.
- ~~(c)~~ c. Do any act that would make it impossible or unnecessarily difficult to carry on the ~~Corporation's~~ ISBNPA's intended or ordinary business.
- ~~(d)~~ d. Receive an improper personal benefit from the operation of the ~~Corporation-~~ ISBNPA.
- ~~(e)~~ e. Use the ~~Corporation's~~ ISBNPA's assets, directly or indirectly, for any purpose other than carrying on the ~~Corporation's~~ ISBNPA's business.
- ~~(f)~~ f. Wrongfully transfer or dispose of ~~Corporation-~~ ISBNPA property, including intangible property such as good will.
- ~~(g)~~ g. Use the ~~Corporation's~~ ISBNPA's name (or any substantially similar name) or any trademark or trade name adopted by the ~~Corporation-~~ ISBNPA, except on behalf of the ~~Corporation-~~ ISBNPA in the ordinary course of its business.
- ~~(h)~~ h. Disclose any of the ~~Corporation's~~ ISBNPA'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 X. Office And Books [May 2022: Article IX]

Section 1. Office.

The office of ~~The~~the ISBNPA shall be located at such place as the Executive Committee may from time to time determine. The ~~Corporation~~ISBNPA 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~~ISBNPA will keep correct and complete books and records of ~~account~~accounts. The books and records include:

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

Section 3. Inspection and Copying.

Any member, director, officer, or committee member of the ~~Corporation~~ISBNPA may inspect and receive copies of all the corporate books and records required to be kept under the ~~by-laws~~By-laws. Such a person may, by written request, inspect or receive copies if ~~he or she~~that person has a proper purpose related to ~~his or her~~their interest in the ~~Corporation~~ISBNPA. ~~He or she~~That person may do so through ~~his or her~~their attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five working days after the ~~Corporation~~ISBNPA 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~~ISBNPA 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~~ ISBNPA'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-~~ ISBNPA to an audit more than once in any fiscal ~~year-year.~~

Article XI. Fiscal Year [May 2022: Article X]

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 XII. Indemnification [May 2022: Article XI]

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

~~(a)-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~~ their actions or omissions within the scope of ~~his-or-her~~ their 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)-b.~~ The Corporation will indemnify a person only if ~~he-or-she~~ that person acted in good faith and reasonably believed that ~~his-or-her~~ their conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if ~~he-or-she~~ that person 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)-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)-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-~~ Section 1(b) of this Article.

~~(e)-e.~~ The ~~corporation~~ 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-~~ Section 3(c) of this Article.

f. 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.~~ 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 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~~ permitted by ~~paragraph 10.01, Section 1 of this Article,~~ 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.

~~(e)~~ ~~(b)~~ 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~~ the

[person](#) 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)~~ [\(c\)](#) 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 XIII. Notices [May 2022: Article XII]

Section 1. Notice by Mail or ~~Telegram~~ [Email](#).

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~~ [ISBNPA](#) 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~~ [their](#) 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~~ [their](#) email address as it appears on the corporate records. A person may change ~~his or her~~ [their](#) address or email address in the corporate records by giving written notice of the change to the treasurer of the ~~corporation~~ [ISBNPA](#).

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 XIV. Data Protection And Privacy [new article]

[Section 1. Commitment.](#)

[The ISBNPA is committed to protecting the privacy and personal data of its Members, scientific meeting participants, employees, and all other individuals whose personal data it processes. The ISBNPA shall comply with all data protection and privacy laws applicable to its activities.](#)

[Section 2. Accountability.](#)

[The Executive Committee is responsible for ensuring that the ISBNPA processes personal data in accordance with applicable law and with this Article. The Executive Committee shall designate a data protection lead, who shall be](#)

the Executive Director unless the Executive Committee designates another individual. The data protection lead shall oversee compliance, maintain the Data Protection Policy, serve as the first point of contact for data protection matters, and report any material personal data breach to the Executive Committee without undue delay. The identity of the data protection lead shall be made available to any individual whose personal data the ISBNPA holds.

Section 3. Data Protection Policy.

The Executive Committee shall adopt and maintain a Data Protection Policy giving effect to this Article. The Policy shall be published on the ISBNPA website and made available on request, and shall address at minimum: the principles governing the processing of personal data; the lawful basis for each category of processing; retention periods; the rights of individuals and how to exercise them; security measures; the engagement of third-party processors; the use of AI-enabled recording, transcription and note-taking tools in ISBNPA meetings, including consent and retention; the handling and notification of personal data breaches; international transfers of personal data; and how to contact the ISBNPA with an enquiry or complaint.

Section 4. Review.

Data protection law and practice change rapidly. The Executive Committee shall review the Data Protection Policy at least annually, and whenever there is a material change in the ISBNPA's processing activities or in applicable law, and shall amend it as necessary. Amendments to the Policy do not require amendment of these By-laws.

Article XV. Non-Discrimination And Inclusion [new article]

Section 1. Non-Discrimination.

There shall be no discrimination on the basis of race, color, religion, national origin, age, gender, gender identity, sexual orientation, disability, or any other characteristic protected by applicable law in decisions concerning membership, Executive Committee or officer eligibility, committee appointments, or any other business or activity of the ISBNPA.

Section 2. Commitment to Inclusion and Diversity.

The ISBNPA values a diverse and inclusive community of members and leaders. Consistent with this commitment, the ISBNPA and its nominations processes will strive, where feasible, to achieve diverse representation across gender, geographic region, career stage, and other dimensions of diversity, while ensuring that all members are welcomed and considered on the basis of merit and interest in the ISBNPA's purposes. This Section is a statement of values and does not create binding quotas or eligibility requirements beyond those otherwise set forth in these By-laws.

Article XVI. Miscellaneous Provisions [May 2022: Article XIII]

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~~ 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~~ 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~~ By-laws are for convenience and may not be considered in construing the ~~by-laws~~ By-laws.

Section 4. ~~Number.~~ Number and Majority.

All singular words include the plural, and all plural words include the ~~singular~~ singular. A reference to a majority means more than one-half of the persons specified in the provision.

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 ~~7-6.~~ Parties Bound.

The ~~by-laws~~ 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 ~~bylaws~~ By-laws otherwise provide.

Article XVII. Amendment Of By-Laws [May 2022: Article XIV]

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,~~ Members entitled to vote, these ~~By-Laws~~ By-laws may be amended by a 60 percent majority of ~~Regular~~ the Members entitled to vote who ~~vote.~~ cast a ballot. Voting shall be by mail or electronic ballot. Written notice of the substance and ~~working~~ wording 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~~ By-laws shall go into effect immediately following the counting of the ballots.