

**BYLAWS OF THE
EATING DISORDERS RESEARCH SOCIETY**

ARTICLE I

Offices

The corporation shall maintain in the state of North Dakota a registered office and a registered agent at such office.

ARTICLE II

Members

Section I: Members. The Eating Disorders Research Society (EDRS) will have two classes of members.

- a. **Regular Members** will be selected from those nominated by other members and approved by the membership committee. There will be no restrictions to the number of members in the EDRS. Individuals who retire or are no longer actively involved in research in the area of eating disorders (as determined by the Membership Committee) may be considered for Emeritus Membership.
- b. **Emeritus Members** are members that are not required to pay annual dues, are exempt from the annual meeting attendance requirement and retain all other rights of Regular Membership. Emeritus membership is restricted to individuals who have been a Regular Member of the EDRS in good standing for at least 15 years and have retired from professional activities. Emeritus membership applications will be reviewed by the Board of Directors.

Section II: Regular Meetings. An annual meeting of the membership will be held to transact such business that may come before the meeting.

Section III: Special Meetings. Special meetings may be called by the Board of Directors.

Section IV: Place of Meeting. The annual business meeting of the EDRS will be held in conjunction with the annual scientific meeting at a site to be chosen by the Board of Directors each year.

Section V: Notice of Meeting. Written notice stating the place, date, and hour of the business meeting will be delivered either personally or by mail to each member not less than 30 days before the date of the meeting.

Section VI: Membership Certificate. No membership certificates of the corporation shall be required.

Section VII: Voting. Each member shall be entitled to one vote on all matters submitted to the members.

Section VIII: Attendance at Annual Meeting. Members are required to attend at least one out of every 3 consecutive Annual meetings, beginning in 1998. Lack of attendance at 3 consecutive meetings will result in loss of membership. In unusual circumstances, this may be appealed to the Membership Committee.

ARTICLE III

Board of Directors

Section I: General Powers. Business affairs of the corporation shall be managed by its Board of Directors.

Section II: Number and Qualifications. The number of directors shall be seven (7). These will include the current president, the president-elect, the three immediate past presidents, the secretary/treasurer, and the chairperson of the Membership Committee. Barring death, resignation, or removal in the manner hereinafter provided, each director shall hold office for the term for which he or she is elected or until his or her successor is elected and qualified.

Section III: Removal. Any director may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed.

Section IV: Regular Meetings. A regular annual meeting of the Board of Directors will be held each year in conjunction with the scientific meeting. The Board of Directors may provide by resolution the time and place for the holding of additional meetings as necessary without other notice than such resolution.

Section V: Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of the President or any other member of the Board of Directors. Person or persons who call the special meetings of the Board of Directors may fix the place and time for holding the special meeting.

Section VI: Notice. Notice of any special meeting of the Board of Directors shall be given at least 10 days previously by written notice to each member of the Board of Directors at his or her address as shown by the records of the corporation.

Section VII: Quorum. The majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority of the directors are present at any meeting, a majority of the Board of Directors members present may adjourn the meeting to another time without further notice.

Section VIII: Manner of Acting. The act of the majority of the members of the Board of Directors present in a meeting in which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation.

Section IX: Informal Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members of the Board of Directors.

Section X: Vacancies. A vacancy on the Board of Directors will be filled at the time of the next annual meeting by election of a new president-elect (every year), and a secretary/treasurer and membership committee chair (every three years).

Section XI: Compensation. Members of the Board of Directors shall not receive any salary for their services. By resolution of the Board of Directors, some expenses for attendance may be allowed.

ARTICLE IV

Officers

Section I: Officers. The officers of the Eating Disorders Research Society shall be the President, President-elect, three prior presidents, the Secretary/Treasurer, and the Chairman of the Membership Committee.

Section II: Election and Term of Office. Society elections will be held electronically using either an online or email ballot no later than 3 months before the annual meeting. The Board of Directors will recommend a candidate or slate of candidates for each ballot, and additional nominations, if any, will be accepted from the membership. The secretary/treasurer and the membership committee chair will each serve three (3) years. Candidates for presidency will be expected to serve five (5) years (as president-elect, president, and then three (3) years as a past president).

Section III: Removal. Any officer elected by the EDRS may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. Such removal shall be without prejudice of the contract rights, if any, of the persons are removed.

Section IV: President. The President shall preside at all meetings of the Board of Directors.

Section V: Secretary/Treasurer. The Secretary shall record the minutes of the meetings of the Board of Directors, and the annual meeting, and also be the principle accounting and financial officer of the corporation and will have charge of and be responsible for the maintenance of the adequate books of the accounts of the corporation, have charge and custody of all funds and securities of the corporation, and be responsible therefore of the receipt and disbursement thereof, and perform all of the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

ARTICLE V

Committees

Section I: Committees. The Board of Directors, by resolution adopted by the majority of the Board of Directors, may designate one or more committees. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual member of the Board of Directors, of any responsibility imposed on it by the law.

Section II: Term of Office. Each member of the committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated or unless the member resigns, is removed from the committee, or ceases to qualify as a member thereof.

Section III: Chairman. The Board of Directors shall appoint one member of each committee to be chairperson of the committee.

Section IV: Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of original appointments.

Section V: Quorum and Manner of Acting. Unless otherwise provided in the resolutions of the Board of Directors designating a committee, a majority of the committee shall constitute a quorum, and the act of a majority of the whole committee shall be the act of the committee.

Section VI: Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VI

Indemnification

Section I. For purposes of this article:

- a. "Official capacity", means:
- (1) With respect to a director, the position of director in the corporation;
 - (2) With respect to a person other than a director, the elective or appointive office or position held by an officer, member of a committee of the board, or the employment relationship undertaken by an employee of the corporation; and
 - (3) With respect to a director, officer or employee of the corporation who, while director, officer or employee of the corporation is or was serving at the request of the corporation or whose duties in that position involve or involved service as a director, governor, officer, manager, partner, trustee, employee, or agent of another organization or employee benefit plan, the position of that person as director, governor, officer, manager, partner, trustee, employee, or agent, as the case may be, of the other organization or employee benefit plan.
- b. "Proceeding" means a threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the corporation.

- c. “Special legal counsel”, means counsel who has not represented the corporation or a related organization, or a director, officer, member of a committee of the board, or employee whose indemnification is in issue.

Section 2. The Corporation shall indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, fines including excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys fees and disbursements, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

- a. Has not been indemnified by another organization or employee benefit plan for the same judgments, penalties, fines including excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys fees and disbursements, incurred by the person in connection with proceeding with respect to the same acts or omissions;
- b. Acted in good faith;
- c. Received no improper personal benefit;
- d. In the case of a criminal proceeding: had no responsible cause to believe that conduct was unlawful; and
- e. In the case of acts or omissions occurring in the official capacity described in paragraph 1 or 2 of subdivision a of section 1: reasonably believed that the conduct was in the best interest of the Corporation, or in the case of acts or omissions occurring in the official capacity described in paragraph 3 of subdivision a. of section 1: reasonably believed that the conduct was not opposed to the best interest of the Corporation. If the person’s acts or omissions complained of in the preceding related to conduct as a director, governor, officer, manager, trustee, employee, or agent of an employee benefit plan, the conduct is not considered to be opposed to the best interest in the Corporation if the person reasonably believed that the conduct was in the best interests of the participants or beneficiaries of the employee benefit plan.

Section 3. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent does not, of itself, establish that the person did not meet the criteria set forth in section 2

Section 4. Subject to section 5, if a person is made or threatened to be made a party to a proceeding, the person is entitled, upon written request to the Corporation, to payment or reimbursement by the Corporation of reasonable expenses, including attorney’s fees and disbursements, incurred by the person in advance of the final disposition of the proceeding:

- a. Upon receipt by the Corporation of a written affirmation by the person of a good faith belief that the criteria for indemnification set forth in section 2 have been satisfied and a written undertaking by the person to repay all amounts so paid or reimbursed by the Corporation, if it is ultimately determined that the criteria for indemnification have not been satisfied; and
- b. After a determination that the facts then known to those making the determination would not preclude indemnification under this section.

The written undertaking required by subdivision a. is an unlimited general obligation of the person making it, but need not be secured and shall be excepted without reference to financial ability to make the repayment.

Section 5. These bylaws either may prohibit the indemnification or advances of expenses otherwise required by this section or may impose conditions on indemnification or advances of expenses in addition to the conditions contained in section 2, 3, and 4 including monetary limits on indemnification or advances for expenses, if the conditions apply equally to all persons or to all persons within a given class. A period or limit on indemnification or advances may not apply to or affect the right of a person to indemnification or advances of expenses with respect to any acts or omissions of the person occurring prior to the date of adoption of the provision in the bylaws establishing the prohibition or limit on indemnification or advances.

Section 6. This section does not require, or limit the ability, of the Corporation to reimburse expenses, including the attorney's fees and disbursements, incurred by a person in connection with an appearance as a witness in a proceeding at a time when the person has not been made or threatened to be made a party to a proceeding.

Section 7. All determinations whether indemnification of a person is required because the criteria provided in section 2 have been satisfied and whether a person's entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding as provided in section 4 must be made:

- a. By the board by a majority of a quorum, if the directors who are at the time parties to the proceeding are not counted for determining either a majority or the presence of a quorum;
- b. If a quorum under subdivision a cannot be obtained by a majority of a committee of the board, consisting solely of two or more directors not at the time parties to the proceeding, duly designated to act in the matter by a majority of the full board including directors who are parties;
- c. If a determination is not made under subdivision a. or b, by special legal counsel, selected either by a majority of the board or a committee by vote pursuant to subdivision a or b or, if the requisite quorum of the full board cannot be obtained and the committee cannot be established, by a majority of the full board including directors who are parties;
- d. If a determination is not made under subdivision a, b, and c, by the members with voting rights, other than members who are a party to the proceedings; or

- e. If an adverse determination is made under subdivisions a through d, or under section 8, or if no determination is made under subdivisions of a through d, or under section 8, within sixty days after:
 - (1) The latter to occur of the termination of a proceeding or a written request for indemnification to the Corporation; or
 - (2) A request for advance of expenses, as the case may be, by a court in this state, which may be the same court in which the proceeding involving the person's liability took place, upon application of the person and any notice the court requires.

The person seeking indemnification or payment or reimbursement of expenses pursuant to this subdivision has the burden of establishing that the person is entitled to indemnification or payment or reimbursement of expenses.

Section 8. With respect to a person who is not, and who was not at the time of the acts or omissions complained of in the proceedings, a director, officer, or person possessing, directly or indirectly, the power to direct or caused the direction of the management or policies of the Corporation, the determination whether indemnification of this person is required because the criteria set forth in section 2 have been satisfied and whether this person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding as provided in section 4 may be made by an annually appointed committee of the board, having at least one member who is a director. The committee shall report at least annually to the board concerning its actions.

Section 9. A Corporation may purchase and maintain insurance on behalf of a person in that persons official capacity against any liability asserted against and incurred by the person in or arising from that capacity, whether or not the Corporation would have been required to indemnify the person against liability under this section.

Section 10. Nothing in this article may be construed to limit the power of the Corporation to indemnify other persons by contract or otherwise.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1: Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the secretary/treasurer.

Section 3: Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: Gifts, Disclosure Of Donors' Names. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation. The names and addresses of all persons making contributions, gifts, bequests or devices to the corporation shall be publicly disclosed in such manner as the Board of Directors may from time to time determine or as may be required by law. No officer of the corporation shall accept any personal gifts from anyone having any direct or indirect business relationship with the corporation.

ARTICLE VIII

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and other committees having any of the authority of the Board of Directors.

ARTICLE IX

Fiscal Year

The fiscal year of the corporation shall end on the last day of June, or such other date as the Board of Directors may from time to time determine by resolution.

ARTICLE X

Seal

The corporation seal shall be in such form as may from time to time be adopted by the Board of Directors.

ARTICLE XI

Waiver of Notice

Whenever any notice is required to be given under the provisions of the North Dakota Nonprofit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

Amendments

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

ARTICLE XIII

Interpretation

Words of masculine gender used herein shall be deemed and construed to include correlative words of the feminine gender unless the context otherwise requires. Words importing the singular number shall include the plural number and vice versa unless the context otherwise requires.