

**BYLAWS OF THE
ACADEMY FOR EATING DISORDERS**

ARTICLE I: Identification

Section 1 *Name*

The name of this organization shall be the Academy for Eating Disorders ("*Academy*").

Section 2 *State of Incorporation*

The Academy is incorporated under the laws of the Commonwealth of Virginia as a not-for-profit, scientific and educational organization

Section 3 *Exempt Purposes*

The Academy is organized and is to be operated exclusively for charitable, educational, and scientific purposes within the meaning of applicable sections of the Internal Revenue Code of 1954.

ARTICLE II: Purposes

The purposes of the Academy for Eating Disorders shall be:

- A. To promote the effective treatment and care of patients with eating disorders and associated disorders;
- B. To develop and advance initiatives for the primary and secondary prevention of eating disorders;
- C. To provide for education of and dissemination of knowledge regarding eating disorders to members of the Academy, other professionals, and the general public;
- D. To stimulate and support research in the field;
- E. To promote multidisciplinary representation and expertise within the Academy membership and its governing structure;
- F. To advocate for the field on behalf of patients, the public, and eating disorder professionals;
- G. To assist in the development of guidelines for training, practice and professional conduct within the field; and;
- H. To identify and reward outstanding achievement and/or service in the field.
- I. The Academy for Eating Disorders is a global professional association committed to leadership in eating disorders research, education, treatment, and prevention.

ARTICLE III: Membership and Dues

Section 1 *Categories of Membership.*

The Academy shall have three categories of membership: (i) regular (ii) (iv) Student, and (iii) Lifetime. Special designations of "Founding" and "Charter" are assigned to members who played a particularly important role in the evolution of this organization. The process for submission of applications for membership shall be outlined in the Policy and Procedures of the Academy.

Section 1.A. *Regular Member.*

A regular member may be a) any person with an advanced degree meeting the degree requirements as established in the policy and procedures, who has training and experience in the field of eating and related disorders; b) An individual, professional or lay person, who is interested in the field of eating disorders and must be able to demonstrate interest in eating disorders by providing evidence for public or professional activities related to eating disorders organizations or other qualifications as outlined in the Policies and Procedures of the Academy. Regular members may attend all professional and business meetings of the Academy. Regular Member may vote and serve on committees. Only those who regular members who have an advanced degree meeting the degree requirements as established in the policy and procedures, who has training and experience in the field of eating and related disorders may become a Board member or officer in the organization.

Section 1B. *Lifetime Member:*

Lifetime members may be a) honored individuals who have made a significant contribution to the field of eating and related disorders, earlier referred to as Honorary members or b) members who have belonged to the Academy for the last ten years or who are Founding or Charter Members, and who have reached the age of 65, and who are no longer gainfully employed, referred to previously as Emeritus members. Lifetime members may be nominated for this category by the Membership Committee or by a Board Member. Lifetime membership is subject to board approval per the Policies and Procedures of the Academy. Annual dues are waived. Lifetime members may vote, serve on committees, or become Board members or officers of the organization. Lifetime members will pay for subscription to the journal at student member rates.

Section 1D. *Student Member.*

Any full time graduate level student in a degree program or a physician in training who is interested or involved in the field of eating and related disorders, is eligible to become a Student Member of the Academy. A Student member may not vote or hold elective office within the Academy, but may serve on a committee. A Student member may accede to Regular

membership upon completion of training and upon submission of membership fees. A letter to the Academy from the institution's registrar or program director must verify student status.

Section 2. *Founding and Charter Members*

- A. Founding Member
Individuals who met the qualifications to be a Regular member and who were invited to the founding conference of the Academy in the fall of 1993, who provided an additional fee to assist in the creation of the Academy were appointed as Founding Members. The privileges of a Founding Member those of a Regular Member plus the special eligibility for Fellow or Emeritus membership.
- B. Charter Member
Individuals who met the qualifications to be a Regular Member, who applied for membership prior to July 1, 1995, and who provided an additional fee to assist in the creation of the Academy, but did not meet the criteria to be a Founding Member were appointed as Charter Members. The privileges of a Charter Member those of a Regular Member plus the special eligibility for Fellow or Emeritus membership.

Section 3 *Termination of Membership.*

Membership in the Academy may be terminated for non-payment of dues and other reasons outlined by the Board in the Policies and Procedures of the Academy.

Section 4: Fellowship

A Regular Member with an advanced degree meeting the degree requirements as established in the policy and procedures, who has training and experience in the field of eating and related disorders who has made outstanding and significant contributions to the field of Eating Disorders may be nominated for Fellowship according to the methods set forth in the Academy's Policies and Procedures. To become a Fellow, individuals must have maintained Academy membership for a minimum of five years. Candidates for Fellowship are submitted via nomination form to the Membership Committee. Nominee's applications will be processed per the Academy's Policies and Procedures for Fellowship

ARTICLE IV: Meetings

Section 1 *Annual Business Meeting.*

An annual business meeting will be held to appraise the membership of the state of affairs of the organization and to conduct such business as necessary.

Section 2 *Scientific Meetings and Clinical Training*

The Board may authorize and conduct additional scientific, clinical training meetings of the Academy.

ARTICLE V: Board of Directors

Section 1 *Composition and Responsibilities*

- A. The governing body of the Academy is the Board of Directors. It shall be referred to as the "Board" in this document.
- B. The Board of Directors shall consist of the President, President-elect, and Secretary, Immediate Past-President, and Treasurer as well as six members at large. The Board is to be multidisciplinary.
- C. The Board shall be responsible for the supervision, control, and direction of the Academy and all efforts to pursue the purposes of the Academy. It shall concern itself with maintaining the standards and effectiveness of the Academy.
- D. The President, President-elect, Secretary, Treasurer, and Immediate Past-President shall serve as officers and shall constitute the Executive Committee. The Executive Committee shall advise and assist the President.
- E. The Executive Director of the Academy shall be a non-voting member of both the Board of Directors and the Executive Committee.

Section 2 *Meetings of the Board.*

The Board shall meet at least once at the time of the annual meeting. Additional meetings may be called by the President or a majority of the Board. The Board may also meet by conference call and also may vote by mail or electronic ballot on issues presented by the President in the interim of regularly scheduled meetings.

Section 3 *Board Quorum.*

A quorum for official actions of the Board shall consist of a majority of the whole Board.

Section 4 *Chair of the Board.*

The President is Chair of the Board. In his or her absence, the President-Elect may be Chair *Pro Tem*.

Section 5 *Removal from Office.*

- A. Any Board member who is unwilling or unable to attend two Executive Board meetings is deemed to have resigned

- the office and charge.
- B. The Board may waive this requirement upon petition for extenuating circumstances.

ARTICLE VI: Officers and Directors

Section 1.1 *President.*

The President's term is one year. He/she may not succeed himself or herself.

Section 1.2 *Duties of the President.*

The President is the chief elected officer of the Academy. The President shall serve as Chair of the Board, Executive Council, the annual business meeting, and other meetings of the Academy, and shall fulfill such other duties as necessary and as prescribed by the Policies and Procedures of the Academy.

Section 1.3 *Vacancy of the Presidency.*

Should the Presidency become vacant or should the President be unable to serve, the President-Elect will complete the President's term of office. Should both be unable to complete the same term, the immediate Past-President will complete the term, and if he/she is unable, the Board shall select an individual to complete the term.

Section 2.1 *President-Elect.*

The President-Elect will succeed the President upon completion of his or her full term. His or her term is one year.

Section 2.2 *Duties of the President-Elect.*

The President-Elect will function as a back up to the President and shall become familiar with the various activities of the Academy to prepare for the presidency the following year. Other duties may be outlined in the Policies and Procedures of the Academy.

Section 2.3 *Vacancy of the President-Elect.*

Should the office of the President-Elect become vacant, or should the President-Elect be unable to serve, the unexpired term of office will not be filled. In this event, a President and President-Elect for the upcoming terms will be elected at the next election.

Section 3.1 *Secretary.*

The Secretary is elected for a three-year term and is eligible to serve not more than one additional term. The Secretary does not automatically succeed to another office.

Section 3.2 *Duties of the Secretary.*

The Secretary shall be responsible for and oversee the membership acceptance process, the election process, the annual meeting notification process, the maintenance of minutes, the filing of reports to federal and state authorities, maintenance of membership records and other appropriate duties as outlined in the Policies and Procedures of the Academy. Duties of the Secretary may be delegated to the Executive Director.

Section 3.3 *Vacancy of the Secretary.*

Should the office of Secretary become vacant, the President shall appoint with Board approval a replacement until the next election.

Section 4.1 *Treasurer.*

The Treasurer is the chief financial officer of the Academy. He or she is elected for a three-year term, and may be re-elected to not more than one additional term. The Treasurer does not automatically succeed to another office.

Section 4.2 *Duties of the Treasurer.*

The Treasurer will be responsible for preparation of the annual budget, oversight of the financial management, initiating annual dues notices and filing necessary federal and state financial reports and such other duties as outlined in the Policies and Procedures of the Academy. Duties of the Treasurer may be delegated to the Executive Director.

Section 4.3 *Vacancy of the Treasurer.*

Should the office of Treasurer become vacant, the President shall appoint with Board approval a replacement until the next election.

Section 5 *Immediate Past President.*

The Immediate Past President is a member of the Board and shall serve as chair of the Nominating Committee. Should the office of Immediate Past-President become vacant, The President shall fulfill the duties of this office until the next election. An Immediate Past -President is not eligible for re-election to the Board or to any other office until three years after completion of his or her term.

Section 6 *Board of Director Members at Large.*

Six members shall serve at large on the Board of Directors, each elected to a three-year term staggered so that two new Board of Director members are elected annually. Should a seat on the board become vacant, the President may appoint with Board approval an individual to serve until the next election, at which time a member will be elected for the remainder of the term.

Section 7 *Executive Director.*

The Board may engage an individual or organization to serve as Executive Director with responsibility for management and operations. The Executive Director shall be accountable to the Board and shall assist the organization as outlined in the Policy and procedures.

Article VII: Finances

Section 1 *Fiscal Year.*

The fiscal year shall be established by the Board.

Section 2 *Dues.*

The annual dues for each category of membership as well as other fees and charges shall be established by the Board.

Section 3 *Bonding of Officers.*

All Academy Officers, members or employees handling or having access to Academy funds or assets will be bonded.

Section 4 *Compensation.*

Board Members as such shall not receive any compensation for their services.

Section 5 *Dissolution*

Upon the dissolution of this organization, assets shall be distributed thus by: (1) allocating funds to dissolve the organization and to pay all other outstanding bills; and then (2) distributing the remaining assets for one or more exempt purposes within the meaning of section 501(c)(3) of the US Internal Revenue Code, or corresponding section of any future US federal tax code, to the US federal government, or to a state or local government, for a public purpose.

ARTICLE VIII: Nominations and Elections

Section 1.1 *Nominating Committee.*

The Nominations Committee shall consist of six at-large members (not officers or Board members except as established herein) who shall be elected by the membership and the Past-President. The Past-President is the chair of the Nominating Committee. Each year two members will be elected by the membership to a single term of three years. The composition of the Nominating Committee shall be multidisciplinary. Currently serving members of the Nominating Committee shall not be eligible for elected office.

Section 1.2 *Election Slate.*

The Nominations Committee shall solicit nominations from the membership prior to preparing a slate. The Nominations Committee shall propose an uncontested slate nominating candidates for President-Elect, Secretary and Treasurer (as is appropriate by term) two Board of Directors, two members of the Nominating Committee, and any other vacancies.

Section 1.3 *Nomination by Petition.*

Nominations for office may also be made by petition of 100 members of the Academy with representation from a majority of divisions. The petition must include a statement by the candidate indicating his or her intention to serve if elected. The petition must be delivered to the Secretary at least 90 days prior to the meeting at which a vote is to be taken. If the petition is valid, the nominee's name must be published along with the slate of the Nominating Committee to the membership for vote by mail at least 60 days prior to the annual business meeting. The Policy and Procedures outline the process for elections.

Section 1.4 *Concurrent Elected Positions.*

No one may hold more than one elected position concurrently.

Section 1.5 *Notification of Elections.*

A list of nominees shall be circulated to the membership in writing by direct mail and/or via the Academy's principal publication, not less than 60 days before the annual business meeting or the mail ballot deadline. The Nominations Committee shall present its slate of nominees to the membership for its vote at the annual business meeting or by mail ballot.

Section 1.6 *Voting Procedures.*

Voting at the annual meeting may be made by acclamation. The Secretary may record a unanimous vote if the candidate is unopposed. If there is more than one candidate for any office, the vote will be undertaken by mail ballot.

Section 1.7 *Special Circumstances.*

- A. Should sudden or unplanned circumstances prevent the holding of an annual business meeting, mail ballots will be sent to the voting membership immediately. Ballots must be returned within one month, and elected candidates will take office upon close of balloting.
- B. The previous Board will continue to function in the interim, but no longer than two months.

ARTICLE IX: Divisions

Members may be organized into divisions. New divisions may be formed by petition to the Board, Submitted by at least 25 members. The Board may dissolve divisions with less than 15 members. Each Division shall elect a chair and co-chair to lead and to oversee the business of the division. Elections shall be carried out as outlined in the Policy and Procedures. Division Chairs report directly to the Board. The Academy may organize divisions for membership participation. The organization and operation of Divisions shall be outlined in the Policy and Procedures.

ARTICLE X: Committees

The Board may establish such committees as it deems necessary and shall ratify appointments of chairs and committee members made by the President. The Policies and Procedures of the Academy shall outline the purposes of each committee, the terms of the chairs and committee members, and the reporting relationships.

ARTICLE IX: Changes in By-Laws

Section 1.1

Changes in By-laws shall be presented to the membership upon recommendation of the Board or by petition of fifty voting members from among the divisions.

Section 1.2

Proposed changes in the By-laws will be publicized to the membership at least 60 days prior to vote. Reasons for the proposed amendments will be included in the published materials; and, if the amendment originates outside the Board, the recommendations of the Board for or against the proposal will be published.

Section 1.3

Passage of the changes shall be by a majority of votes cast.

Section 1.4

If passed, By-law changes take effect immediately unless otherwise provided in the amendment.

ARTICLE XII: Parliamentary Authority

Robert's Rule of Order, latest revision, shall govern the parliamentary action of the Academy, unless they are inconsistent with the By-laws of the Academy.

ARTICLE XIII: Indemnification and Insurance

Each person who at any time is or shall have been a director, officer, employee or agent of the Academy, or is or shall have been serving at the request of the Academy as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Academy in accordance with and to the full extent permitted by the General Not for Profit Corporation Act of the Commonwealth of Virginia as in effect at the time of adoption of this by-law or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law agreement, vote of members or disinterested directors or otherwise. If authorized by the Board of Directors, the Academy may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of the Commonwealth of Virginia as in effect at the time of the adoption of this by-law or as amended from time to time.

Approved by the AED Membership via ballot on October 26, 2012.