

**MODEL BYLAWS
FOR CHAPTERS OF
THE AMERICAN SOCIETY FOR
PARENTERAL AND ENTERAL NUTRITION**

Table of Contents

Article

I	Name and Service Area Boundaries
II	Purposes
III	Offices
IV	Dues
V	Membership
VI	Membership Meetings
VII	Board of Directors
VIII	Officers
IX	Election of Nominating Committee, Officers & Directors
X	Committees
XI	Notice and Waiver of Notice
XII	Contracts, Checks, Deposits, Gifts, Copyright and Trademarks
XIII	Books and Records
XIV	Fiscal year
XV	Corporate Seal
XVI	Amendments
XVII	Indemnification
XVIII	Effective Date

BYLAWS

(Model Form for Chapters of A.S.P.E.N.)

Article I

Name and Service Area Boundaries

Section 1

The name of the Chapter is the _____ Society for Parenteral and Enteral Nutrition hereafter referred to as Society.

Section 2

The service area boundaries of the Society shall be confined to _____ . These limits shall not be changed unless agreed to by the American Society for Parenteral and Enteral Nutrition (hereafter referred to as A.S.P.E.N.).

Article II

Purposes

The purposes of the Society, in accordance with section 501(c)(3) of the United States Internal Revenue Code are:

1. To promote professional communication among and within professional disciplines in the broad field of clinical nutrition through national and regional meetings, local seminars, scientific, clinical and educational exhibits and publications;
2. To promote proper application of clinical and research experience to the practice of nutritionally sound medicine;
3. To encourage professional competence of practitioners and investigators in the fields of parenteral and enteral nutrition and the improvement of patient care through specific postgraduate and continuing education programs;
4. To represent the needs of professionals and the patients they serve before government and regulatory agencies, professional societies and the public.

The Society is a legal entity, separate and apart from A.S.P.E.N. The Society is not responsible for the debts and obligations of A.S.P.E.N. and A.S.P.E.N. is not responsible for the debts and obligations of the Society.

Article III

Offices

The corporation may continuously maintain in the state of _____ a registered office and a registered agent, and may have such other offices within or without the state of _____ as the Board of Directors may determine.

Article IV **Membership**

Section 1

Eligibility and Classification: Every reputable and professionally qualified person actively engaged in the field of parenteral and enteral nutrition or involved in the use or investigation of nutritional substrates and subscribing to the purposes of the Society and agreeing to abide by its Bylaws shall be eligible for membership. Any chapter member must be a current member of A.S.P.E.N..

Society membership shall be divided into two mutually exclusive categories:

1. Active Members - An Active Member must be a healthcare professional (including but not limited to: physician, dietitian, nurse, pharmacist, physician assistant, nurse practitioner, veterinarian, a researcher engaged in the field of clinical nutrition, or a trainee of disciplines qualifying for Active membership, and shall have paid the annual dues to A.S.P.E.N.
2. Affiliate Members - An Affiliate Member may be an industry sales/marketing representative or others involved or supportive of clinical nutrition, including parenteral and enteral nutrition who are not eligible for Active membership and shall have paid the annual dues to A.S.P.E.N.

Section 2

Application for Membership – All applications for membership in the Society shall be submitted on a form provided by A.S.P.E.N. Each application shall be accompanied by payment of annual dues.

A.S.P.E.N. shall serve as administrative agent for membership application and dues collection. Copies of completed membership applications, accompanied by annual dues for this Society, shall be forwarded to A.S.P.E.N. for processing and funds dissemination to the Society.

Section 3

Privileges, Duties and Dues – Members in good standing shall pay dues and assessments as established by the Board of Directors, and shall comply with the Bylaws of the Society. Active members shall have the privilege of voting on all membership votes, participating in Committee activities and holding office in the Society. Affiliate members shall not have the privilege of participating in committee activities, voting or holding office in the Society.

Section 4

Termination – Membership in the Society shall be terminated upon resignation of a member or non-payment of dues, membership in the Society may be terminated when a member acts in a manner inconsistent with the stated purposes of the Society. Any member of the Society can be expelled upon recommendation of the Board of Directors. At least 15 days prior to such a vote of expulsion, the member in question shall be given

a notice which shall set forth the grounds of expulsion and notify the member of his right to a hearing, prior to the vote, to present any defense to the charges.

Article V **Membership Meetings**

Section 1

Annual – A regular meeting of the members shall be held at such date and place during the year as may be fixed by the Board of Directors or by the President in the absence of such designation.

Section 2

Special – Meetings of the members may be called by the President at such date, time and place as he or she may designate. Upon the written request of ten (10) percent of the members, the President shall call a special meeting to consider a specific subject or subjects.

Section 3

Notice – Written notice of the time and place of each annual meeting, and of the date, time, place and purpose of each special meeting, along with an appropriate agenda, shall be delivered to each member, at least 15 and not more than 40 days before the time appointed for the meeting.

Section 4

Quorum – Ten (10) percent or more of the voting members in good standing present in person or by proxy shall constitute a quorum for the transaction of business and, unless otherwise required by law or by these Bylaws, may act by a majority of those so present.

Section 5

Proxy Voting – Members may vote by proxy at membership meetings only in accordance with procedures adopted by the Society Board of Directors or Executive Committee.

Article VI **Board of Directors**

Section 1

General Powers – The property and affairs of the Society shall be managed by its Board of Directors.

Section 2

Number, Qualification and Tenure – The Board of Directors shall assume office at the close of the meeting at which the election was held. The number of voting Directors shall be determined by the Society Board of Directors but must consist of the following: President, President-Elect, Secretary-Treasurer. Other Directors may be elected at the

discretion of the Board of Directors of the Society.

The President, President-Elect, Secretary and Treasurer shall each serve a one year term; and any other Directors shall serve two-year terms. The same individual may serve up to two consecutive terms in any position.

Section 3

Manner of Election – Area Directors and officers shall be elected by members at the annual meeting in accordance with Article IX herein.

Section 4

Regular Meetings – Two regular business meetings of the Board of Directors shall be held each year. If the chapter holds an annual educational conference, the business meetings shall be at the same place as the conference, one immediately before and one immediately after said conference. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings. Said resolution shall be sent to all Directors at least fifteen (15) days before such additional regular meeting.

Section 5

Special Meetings – Special meetings of the Board of Directors may be called by or at the request of the President or majority of Directors. The person or persons calling any special meeting of the Board of Directors may fix any place as the place for holding such special meetings.

Section 6

Notice – Written or printed notice of any special meeting of the Board of Directors shall state the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, and such notice shall be given to each Director at least fifteen (15) days before the date of the meeting. In all other respects, the giving of such notice, and any waiver thereof, shall be subject to the provisions of Article XI of the Bylaws.

Section 7

Quorum – A majority of the Directors in office shall constitute a quorum for the transaction of business at any duly called 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 Directors present, or the sole Director present, may adjourn the meeting to another time without further notice.

Section 8

Manner of acting – The act of majority of the Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by applicable law or these Bylaws.

Section 9

Removal – Any Director may be removed in accordance with applicable law.

Section 10

Vacancies – Any vacancy occurring in a Director seat on the Board of Directors, including any vacancy created by adoption or amendment of these Bylaws, shall be filled only by an individual duly elected by the Board of Directors to fill the corresponding vacancy. Any vacancy in an officer's seat on the Board of Directors shall be filled in accordance with Article VIII, Section 4. A vacancy in the Immediate Past President seat, if applicable, on the Board of Directors shall remain vacant until the next annual election of officers.

Section 11

Compensation – Directors shall not receive salaries for their services as Directors, but, by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors, provided however, that nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving reasonable compensation therefor.

Section 12

Acting Without Meeting in Person – Any action which is required by law or these Bylaws to be taken at a meeting of the Board of Directors, or any other action which may 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 taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof, except that the Executive Committee may act on behalf of the Board as described in Article X, Section 1. Any such consent signed by all of the Directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors. Subject to ratification at the next Board of Directors meeting to be held in person, the Board of Directors may meet by means of telephone conference or other communications equipment which allows all persons participating in the meeting to communicate with each other, provided that notice and quorum requirements of Sections 6 and 7 herein are complied with.

Section 13

Conflicts of Interest – Directors shall adopt and approve policies intended to define activities which constitute conflicts of interest by members of the Board, officers, staff and other persons acting in responsible capacities on behalf of the Society. The policy adopted may be to follow the policy of A.S.P.E.N.

Article VII **Officers**

Section 1

Elected Officers – The elected officers of the Society shall be a President, President-Elect, a Secretary-Treasurer and such other officers as may be elected by the voting

membership of the Society in accordance with the provisions of Article IX herein. The position of Secretary-Treasurer may be divided into two positions, that of Secretary and of Treasurer, as determined by the Board of Directors.

Section 2

Qualification and Tenure – The offices of President-Elect and President may be held for only one term of one year each, and an incumbent shall move progressively through these two offices. Therefore, of these two offices, only that of President-Elect shall be filled at the annual election of officers. After serving a full term as President, a member is no longer eligible to be President-Elect. The offices of President and President-Elect shall be held at all times by members from different institutions unless there are no other members of the Society. No two offices may be occupied by the same person at the same time.

Each elected officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal in the manner hereinafter provided.

Section 3

Removal – Any officer may be removed from office in accordance with applicable law.

Section 4

Vacancies – Any vacancy in the office of President shall be filled immediately by the President-Elect. The office of President-Elect shall remain vacant until the next annual election of officers, during which time the President shall perform or delegate to another officer all of the duties and responsibilities of the President-Elect. Where the President-Elect fills a vacancy for President, he or she shall hold such office for the remainder of the vacating officer's year term and the year term thereafter. Any vacancy in the office of Secretary-Treasurer shall be filled by appointment of the President. A vacancy in any other office may be filled or new offices created and filled by action of the Board of Directors at any meeting of the Board of Directors.

Section 5

President – The President shall be the principal executive officer of the Society and shall, in general, supervise and direct all the business and affairs of the Society. The President shall be the principal spokesperson for the Society, shall appoint the chair of all function committees, and preside at all meetings of the Board of Directors. The President may sign, with the Secretary-Treasurer or any other proper officer of the Society authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which shall be expressly delegated by applicable law, these Bylaws, or the Board of Directors to some other officer or agent of the Society. The President shall, in general, perform all duties and have all powers customarily incident to the office of President and such other duties and powers as may be prescribed by the Board of Directors from time to time.

Section 6

President-Elect – The President-Elect shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be prescribed from time to time by the President or the Board of Directors. In the absence of the President or in the event the President's inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all of the duties and powers and be subject to all of the restrictions upon the President.

Section 7

Secretary-Treasurer -- The Secretary-Treasurer shall be responsible for keeping minutes of the meetings of the Board of Directors in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with the applicable law and these Bylaws; shall be custodian of the Society records (including the seal of corporation if applicable); shall be responsible for keeping record of the mailing address of each Director and officer of the Society, which addresses shall be furnished to the Secretary by the Directors and officers; and, in general, shall perform all duties and have all powers customarily incident to the office of secretary and such other duties and powers as may be prescribed from time to time by the President or the Board of Directors.

The Secretary-Treasurer shall be principal accounting and financial officer of the Society and shall have charge of and be responsible for the maintenance of adequate books of account for the Society; shall have charge and custody of all funds and securities of the Society, and be responsible for the receipt and disbursement thereof; shall deposit all funds and securities of the Society in such banks, trust companies or other depositories as shall be elected in accordance with the provisions of Article XIII of these Bylaws; and in general shall perform all duties and have all powers as may be prescribed from time to time by the President of the Board of Directors. If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of the duties of that office in such sum and with such surety or sureties as the Board of Directors shall determine. With the approval of the Board of Directors the cost of any bond or surety may be paid from the funds of the Society.

Section 9

Other Officers – The President may appoint additional officers as necessary with the approval of the Board of Directors.

Section 10

Staff – The Board of Directors shall be authorized to employ staff with such authority, title and compensation as it may deem appropriate.

Article VIII **Elections**

The Board of Directors shall determine procedures for elections consistent with applicable law.

Article IX **Committees**

Section 1

Executive Committee – The Executive Committee shall consist of the President, who shall be the Chair, President-Elect, Secretary-Treasurer and one other Director (if applicable). It may exercise the powers of the Board of Directors when the Board of Directors is not in session, and shall be responsible to the Board of Directors and shall report to the Board of Directors within 30 days after any action taken. Three voting members shall constitute a quorum for the transaction of business. Meetings may be called by the President or by three members of the Committee.

Finance Committee – The Finance Committee shall be composed of the following people: the Secretary-Treasurer, who shall serve as Chair, the President, the Immediate Past President, and any other Directors.

Membership Committee – Immediately after the general election of officers, the new President shall appoint a chair for the Membership Committee and then shall appoint, with the advice of the chair, members for the committee. The number of members shall be at the discretion of the President. The Membership Committee shall be responsible for recruitment and retention of chapter members, amount of membership dues, and assessments and programs intended to affect the character or size of the membership of the Society.

Program Planning Committee – Immediately after the general election of officers, the new President shall appoint a chair for the Program Planning Committee and then shall appoint, with the advice of the chair, members for the committee. The number of members shall be at the discretion of the President. The Program Planning Committee shall be responsible for planning meetings, seminars, programs, and other services intended to provide educational and other opportunities for members.

Other Committees of the Society – Committees in addition to those described in the Article may be established by resolution of the Board of Directors adopted at any duly called and constituted regular or special meeting. The composition, size, purposes and power of any such committee shall be as provided in such resolution. Except as otherwise provided in such resolution, the President of the Society shall appoint the chair of each such committee and with the advice of the prospective chair appoint its members.

Section 2

Term of Office – Each member of a committee shall continue as such until the next annual election and until his or her successor is appointed or until such member's death, resignation or removal, or until the committee shall be terminated. Committee

members and chair may serve for any number of terms consecutive or otherwise, as approved by the Board of Directors.

Section 3

Removal of Committee Members and Chair – Any member or chair of any committee may be removed by the person or persons authorized to appoint such member or chair whenever in their judgment the best interest of the Society shall be served by such removal.

Section 4

Vacancies – Vacancies in the membership of any committee shall be filled by appointments made by the same person(s) with authority to make the original appointments to that committee.

Section 5

Chair – One member of each committee shall be appointed chair of the committee by the person(s) authorized to appoint the members of the committee. The President may appoint co-chairs and/or vice-chairs at his or her discretion. The President-elect shall automatically be chairperson of the Nominating Committee; the President shall automatically be chair of the Executive Committee; and the Secretary-Treasurer shall automatically be chair of the Finance Committee.

Section 6

Quorum and Manner of Acting – Unless otherwise provided in the resolution of the Board of Directors establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee. Affiliate or non-members shall not count for quorum purposes.

Section 7

All members of Society committees shall be Active members of the Society.

Article X

Notice and Waiver of Notice

Section 1

Notice - Whenever, under applicable law, the Articles of Incorporation, these Bylaws or a resolution of the Board of Directors, notice is required to be given to any Director or committee or Task Force or Section member, such notice may be given in person, in writing, or by email or fax to the address shown in the records of the corporation. Such mailed notice shall be deemed to be given when deposited in the United States mail in a sealed envelope so addressed, with postage thereon paid. E-mail and fax notices shall be deemed to be given when successfully transmitted.

Section 2

Waiver of Notice - Whenever, under applicable law, the Articles of Incorporation, these Bylaws, or a resolution of the Board of Directors, any notice is required to be given, 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. In addition, the attendance of a Director or committee member at any meeting shall constitute a waiver of notice of such meeting, except where a person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article XI

Contracts, Checks, Deposits, Gifts, Copyright and Trademarks

Section 1

Contracts – The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances. The Society shall not have authority to act on behalf of, formally represent, or contractually obligate A.S.P.E.N. without the latter's expressed written consent, and the Society shall not hold itself out to the public as having such authority, absent such written consent.

Section 2

Checks, Drafts, Etc. – All checks, drafts or other order for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society 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 instrument shall be signed by the Secretary-Treasurer and countersigned by the President of the Society.

Section 3

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

Section 4

Gifts – The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Society.

Section 5

Powers of Name, Copyright and Trademarks Usage – The assignment of the Society's copyright privileges or trademark usage may only be granted by majority vote of the Board of Directors. A.S.P.E.N.'s name, trademarks, and copyright may only be used with the expressed written permission of A.S.P.E.N. in accordance with regulations adopted by A.S.P.E.N.

Article XII
Books and Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors.

Article XIII
Fiscal Year

The fiscal year of the Society shall begin on the first day of January in each calendar year and end on the last day of December in the same calendar year.

Article XIV
Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors in office, acting at any duly called and constituted regular or special meeting of the Board of Directors, provided that written notice of the proposed change or changes shall have been given to each Director of the Society in accordance with the requirements set forth in these Bylaws and all amendments thereto are consistent with the Bylaws of the American Society for Parenteral and Enteral Nutrition and subsequently approved by the American Society for Parenteral and Enteral Nutrition.

Article XV
Indemnification

The Society may, by resolution of the Board of Directors, provide for indemnification by the Society of any and all of its Directors or officers or former Directors or officers against expenses actually and necessarily incurred by them in connection with the defense of an action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Society, except in relation to matters as to which such Directors or officer or former Director or officer shall have engaged in negligence or misconduct in the performance of duty.

Article XVI
Effective Date

These Bylaws and amendments thereto shall be effective when written approval shall have been received from the American Society for Parenteral and Enteral Nutrition and adopted by both the members and Board of Directors of this Society.

The undersigned hereby declare that these Bylaws are complete and accurate copy of the original Bylaws containing all amendments adopted to date, and that he/she is authorized to sign for the organization.

Secretary-Treasurer

Date

President

Date

Definitions

Any reference to “Society” or “Board of Directors” in these bylaws, unless otherwise indicated, refers to the Chapter and its Board of Directors.

”Organizing Committee” refers to the initial group who have initiated the formation of a new chapter, as referenced in “How to Organize a Chapter.”