

## **BY LAWS OF HOUSTON EATING DISORDERS SPECIALISTS**

### **ARTICLE I**

#### **NAME**

1.01. The name of this organization shall be Houston Eating Disorders Specialists, Hereinafter referred to as HEDS

### **ARTICLE II**

#### **PRINCIPAL OFFICE**

2.01. The principal office shall be located at 407 Heights Blvd, Houston, TX 77007, Harris County, Texas.

### **ARTICLE III**

#### **PURPOSES AND EXEMPT ACTIVITIES**

3.01. The corporation is organized exclusively for educational purposes and more specifically to perform, in whole or part, the charitable, clinical, educational, and scientific purposes of the Houston Eating Disorders Specialists, a professional trade association organized under the Texas Nonprofit Corporation Act. The purposes shall include:

- 1) Stimulation of interest and knowledge of the public in eating disorders by dissemination of scientific information and public discussion of related topics;
- 2) Recognition of excellence and achievement in training in the specialty in related disciplines including, psychiatry, psychology, social work, counseling, marriage and family therapy, nutrition and medicine through the granting of professional membership, relevant awards, scholarships, and fellowships;
- 3) Encouragement of the design and development of novel and established techniques and innovative programs for providing effective treatment and prevention services in schools, institutions, industries, and in the community-at large;
- 4) Promotion or funding for both basic and applied research programs in eating disorders;
- 5) Encouragement and support of scholarship and publication in the field of eating disorders; and
- 6) Development of materials and programs for the general advancement of professional education in eating disorder treatment and research.

3.02. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private

persons, except that the corporation shall be authorized and entitled to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distributing statements) a political campaign on behalf of any candidate for public office.

3.03. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code" or the corresponding provisions of any future United States internal revenue law or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. The organization, its officers, directors, and agents shall be required to act or refrain from acting so as not to engage in an act of self-dealing pursuant to Sections 4942, 4944, and 4945 of the Code.

#### ARTICLE IV

##### **REGULATION AND ADMINISTRATION**

4.01. The regulations and administration of the affairs of HEDS shall be determined in Accordance with Section 501 ( C ) (3) of the Internal Revenue Code, the Articles of Incorporation, these Bylaws, Roberts' Rules of Order (current edition), and such Rules and Regulations as may from time to time be adopted by the Board of Directors.

#### ARTICLE V

##### **POWERS AND DUTIES OF BOARD OF DIRECTORS**

5.01. The Board of Directors shall have the authority to make all determinations regarding the operation of this organization, shall approve applications for membership, shall elect and/or remove members, directors, officers, and/or employees, shall create and modify policies and procedures as appropriate, and may exercise any and all powers which this organization is permitted to exercise under the laws of the State of Texas. The Board of Directors shall make decisions by *majority vote* of a quorum unless otherwise stated in the bylaws. HEDS shall hold harmless and indemnify members of the Board of Directors from all liability which they may incur as a result of Board membership to the maximum extent permitted by Texas law.

5.02. The Board of Directors shall be composed of not less than five nor more than eighteen persons.

5.03. The members of the Board of Directors shall be appointed by the Board of Directors of HEDS.

5.04. The members of the Board of Directors will serve **staggered two-year terms.**

5.05. Directors shall serve their term of office until they meet their term limit, resign or are removed from office by a quorum vote of Directors. A Director may be removed from office with or without cause upon quorum vote of directors or the Executive Committee. Vacancies in the Board of Directors prior to the annual meeting shall remain unfilled unless appointed by the Board of Directors of HEDS.

5.06. A director may resign by tendering notice in writing, to the President (or the Executive Director).

5.07. **If a Director is absent from more than three Board of Directors' meetings per year, he or she may be asked to resign at the request of the President and a replacement may be appointed as provided by Bylaws.**

5.08. The Board of Directors may take action by means of a telephone poll, fax, or e-mail, without the necessity of a meeting.

5.09. A quorum shall consist of a simple majority of the Directors then in office. A quorum vote may be conducted in a regular meeting of the Board, or by electronic / telephone conference or email communication.

5.10. A Director who is unable to attend a Board meeting may vote by proxy by granting a written, fax or email proxy to another Director for submission at such meeting.

5.11. Regular meetings of the Board of Directors shall be held at such times as are fixed, from time to time, by the Board of Directors. Special meetings may be held at any time upon call of the President, President-Elect, or the Executive Committee. Meetings of the Board of Directors may be conducted in person or by electronic / telephonic conference. **Notice of meetings of the board of Directors shall be given no later than ten (10) days prior to the meeting and may be provided by mail, e-mail or telephone. The Directors shall maintain current accurate addresses, email addresses and phone numbers on file with the Secretary and notices directed to such addresses shall be deemed given on the date so directed.** Notice of any meeting may be waived by any or all of the Directors by written instrument or by attendance at the meeting.

5.12. Directors and members of any committee shall not be entitled to any compensation for the services as Directors or as members of any such committee, unless, in special circumstances, such reimbursement is approved by a vote of the Board of Directors. The Board of Directors may by majority vote approve expenses incurred by a Director or Member on behalf of the Corporation or in providing services thereto.

5.13. The Board of Directors shall keep a record of all their proceedings,

and these records and the principal books of the Corporation shall be kept at the principal office of the Corporation. All of these books and records shall be subject to the inspection by any Director with reasonable notice. Corporate records may be maintained in written form or in electronic storage media (it shall be the responsibility of the Corporation to provide conversion of electronic stored media to written when copies are requested by a Director. If the Director requests the records be provided in electronic storage format/media such may be provided.

5.14. Meetings of the Board of Directors shall generally follow the procedures of Robert's Rules of Order subject to such modification or alternate specific provisions as the board of Directors may adopt to the extent that such procedures shall not be inconsistent with the provisions of these articles.

## ARTICLE VI

### **OFFICERS**

6.01. The officers of HEDS shall be a President, President-elect, Secretary and Treasurer. The officers shall be nominated biennially by the Board of Directors and elected by members-at-large. Officers of HEDS shall be members of the Board of Directors. The officers of the Corporation shall exercise such powers and perform such duties as are specified in these by-laws or are from time to time conferred by the Board of Directors. A single individual may be elected to serve in one or more offices.

6.02. Each officer shall serve at the pleasure of the Board. The term of office shall be a two year period, or until a successor shall have been elected and qualified to serve, or until his/her resignation or removal. In the event of the absence of any officer, the board of Directors shall, by majority vote, elect successor officers to serve the balance of the terms vacant offices.

## ARTICLE VII

### **MEETINGS**

7.01. The annual meeting of HEDS shall be held at any place within or without this State, as may be designated for that purpose from time to time by the Board of Directors.

7.02. HEDS will have an annual meeting held in Spring.

7.03. Notice of the meeting stating the place, date, and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given by the Secretary to all Directors at least ten (10) but not more than fifty (50) days before the date of the meeting either personally or by mail, email or by other means of written communication, **addressed to the Director** at the address appearing on the books of HEDS or given to HEDS for the purpose of notice. Notice of adjourned meetings is not

necessary unless the meeting is adjourned for thirty (30) days or more, in which case, notice of the adjourned meeting shall be given as in the case of any special meeting.

7.04. Special meetings of HEDS for any purpose or purposes whatsoever may be called at any time by any two or more Directors or by the President.

7.05. The Executive Committee, consisting of all the officers, or a majority of Board members constitutes a quorum for the transaction of business. Business may be continued after withdrawal of enough Directors or members of the Executive Committee to leave less than a quorum.

7.06. Each Director or member of the Executive Committee shall have one vote.

7.07. No defect in the calling or noticing of an annual meeting will affect the validity of any action at the meeting if a quorum was present.

7.08. Action may be taken by the members of the Executive Committee without a meeting if each signs a written consent to the action and such consents are filed with the Secretary of HEDS.

## ARTICLE VIII

### **LIABILITY OF MEMBERS**

8.01. Nothing herein shall constitute the Board of Directors of the organization as partners for any purpose. No officer, director, agent or employee shall be liable for the acts or failure to act of any other officer, director, agent, or employee, pursuant to these Bylaws, excepting only for acts or omissions arising out of willful negligence or misconduct.

## ARTICLE IX

### **INDEMNIFICATION**

9.01. The corporation may, by resolution of the Board of Directors, provide for indemnification by the Corporation 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 any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of being or having been a director or officer of the corporation, except, in relation to matters as to which such director or officer or former director of the corporation shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of liability.

## ARTICLE X

### **CHARACTER OF MEMBERSHIP**

10.01 Membership is a conditional privilege and is subject to initial and continuing approval of the Board of Directors of this organization. Membership applications and continuing membership status shall be evaluated by the Board of Directors, who shall, in their sole discretion, determine if the applicant's/member's membership is in the best interest of and benefit to the organization.

Any applicant for membership may be denied membership by a vote of a majority of the Board of Directors acting in their sole discretion. Any member's continuing membership may be terminated at any time by a majority vote of the Board of Directors acting in their sole discretion. A specific condition of membership is the applicant's acknowledgement, consent and agreement that admittance to membership is a conditional privilege subject to termination at any time and that there shall be no liability of HEDS, the Board of Directors (as a board or individually) or the Officers of the organization to the applicant/member for the denial or termination of membership.

10.02 There shall be four (4) classifications of members:

- a. Treatment Center Members
- b. Professional Members
- c. Associate Members
- d. Student Members

Notwithstanding the foregoing, the Board is authorized to consolidate, abolish, or create new membership categories and provisions.

Membership Qualifications:

\*\*\*NEED TO ADD MEMBERSHIP DIRECTORY INFORMATION HERE.\*\*\*

a. Treatment Center Members: For those organizations in Texas dedicated to and supportive of the HEDS mission. These may include eating disorders treatment centers and other organizations dedicated to the same mission. Treatment Center Members are required to renew fees annually.

b. Professional Members: Any person with a Bachelor's degree or above, who provides direct services to the eating disordered population and is licensed or certified by the Texas health related boards. The screening process for clinical members will include verification of licensure/ certification status and approval by the membership committee and the board. If there is a question as to whether a given field or specialty qualifies for clinical membership, the membership committee shall present this question and its recommendations to the Board of Directors, who shall have final discretion in this matter. Clinical membership enables a person to be listed on the website as a resource. Those with provisional license shall provide the name of their supervisor. Professional members are required to renew fees annually.

c. Associate Members: Any person who is not a credentialed professional but is actively engaged in the treatment of eating disorders. The types of jobs that associate members may be engaged in include yoga instructors, recovery coaches, diet technicians, personal trainers, and life coaches. Associate members are required to renew fees annually.

d. Student Members: Any person who is a current full-time undergraduate or graduate student at an accredited college or university. College or University Student members are required to renew fees annually and **must show proof of full-time student status on an annual basis.**

10.03. Membership Application Process. New members must submit a completed application to HEDS. The Board reserves the right to deny membership to any individual based on its exclusive determination as to what is in the best interest of HEDS.

10.04. Rights and Duties of Members. Members shall have the right to attend and take part in all regular or special meetings of the Membership of the organization. A quorum of Members required to conduct a meeting of Members shall be one quarter (1/) of the record (professional members. Actions of the Members at a properly convened meeting shall be by vote of a plurality of the Members present. Members subject to receiving prior written Board approval, may personally advertise their membership in HEDS.

Membership benefits may be revised from time to time by the Board of Directors.

10.05. Termination of Membership. The Board of Directors, by majority vote, shall have the right to terminate the membership of any member if it shall determine that such termination is in the best interests of the corporation. All members agree, as a condition of membership, to the right of the Board of Directors to terminate their memberships in HEDS without any liability on the part of HEDS and/or the Board of Directors and/or HEDS officers and members.

## ARTICLE XI

### COMMITTEES

The Board of Directors has the authority to create, name members to, and delegate authority and responsibility to committees from time to time. Other committees may be established, and existing committees may be terminated and/or the committee members changed, as determined by the majority of the Board of Directors from time to time. Initially, the following committees are authorized:

a. Executive. The Executive Committee shall consist of the Officers of the organization. The Executive Committee shall have the power to make decisions concerning the activities of HEDS that do not require a vote by the Board of Directors. The Executive Committee may put forth proposals to the Board of Directors for approval. The Executive Committee may meet as often as determined

necessary for the optimal functioning of the Organization. Any action taken by the Executive Committee shall be recorded via the minutes of that meeting.

b. Board Development. The Board Development committee shall be responsible for recruiting new board members **and ensuring that each member of the Board of Directors is equipped with the proper tools and motivation to carry out his/her responsibilities, as deemed appropriate by the Board of Directors.** Responsibilities may include, but are not limited to, the assessment of current board composition and board effectiveness, the creation and implementation of a recruitment plan for board members, and the development of board job descriptions. **The Past-President of the Board of Directors shall serve as the chair of the Board Development committee.**

c. Advisory Council. The Advisory Council shall serve as a consultant to the Board of Directors, President, and Committees on an as needed basis, as determined by the President. This council will meet to provide information and resources to further promote the mission of HEDS. **The Past-President of the Board of Directors shall serve as the chair of the Advisory Council for 2 years.**

## ARTICLE XII

### **IRC 501 (C)(3) TAX EXEMPTION PROVISIONS**

12.01. Limitations on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

12.02. Prohibition Against Private or Individual Benefit. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

12.03. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious



HEDS Bylaws

and/or scientific purposes which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XIII**  
**FISCAL YEAR**

Fiscal and Leadership Year. The fiscal year and business year of the Corporation shall be from January to December. The Board of Directors is authorized to alter the fiscal and business year by majority vote of the Board of Directors.

**ARTICLE XIV**  
**AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the Board of Directors.

These Bylaws have been adopted by majority vote of the Board of Directors on the \_\_\_\_ day of \_\_\_\_\_, 2010.

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