Bylaws Updated October 2012

ARTICLE I - NAME

The Name of the Society is the American Society for Parenteral and Enteral Nutrition. The Society shall be registered in the State of Illinois, United States of America, as an official organization accountable for its financial, legal and professional affairs.

ARTICLE II - PURPOSE

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 including parenteral and enteral 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 field of clinical nutrition, including 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.

ARTICLE III - OFFICES

The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE IV - MEMBERSHIP

Section 1

Eligibility and Classification - Every reputable and professionally qualified person actively engaged in the field of clinical nutrition, including 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.

Society membership shall be divided into three mutually exclusive categories:

A. Active Members - An Active Member must be a healthcare professional (including but not limited to: physician, dietitian, nurse, pharmacist, physician assistant, 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 the Society in the amount to be determined by a majority vote of the Board of Directors of the Society.

B. 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 the Society in an amount to be determined by majority vote of the Board of Directors of the Society.

C. Emeritus Members - Any active or affiliate member who has at least 5 or more years of continuous membership in the Society, and is 65 years of age and retired, and who pays the annual dues to the Society in the amount to be determined by a majority vote of the Board of Directors of the Society, may elect to become an Emeritus Member.

Section 2

Application for Membership - All applications for membership in the Society shall be submitted on a form provided by the Society and shall contain information concerning the qualifications of the individual and any other information deemed necessary by the Board of Directors. Each application shall be accompanied by the annual dues for the first year.

The Executive Director shall approve all applications which conform to eligibility criteria set forth in these Bylaws and in any interpretive Board of Directors' resolutions. Any questions as to eligibility shall be referred by the Executive Director to the Vice-President for disposition.

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 in all membership votes (including voting for officers and directors as allowed herein), serving as committee members and serving as Directors of the Society. Reasonable requirements for proof of membership status may be established by the Executive Director. Affiliate Members shall not have the privilege voting or holding office in the Society, and may be invited to serve as advisors on committees but may not vote on committees.

All Active Members of the Society, regardless of academic degree, who meet the criteria established by the Board of Directors for the office of President, President-Elect, Vice President or Secretary/Treasurer shall have the privilege of being elected for such office. Emeritus Members shall have the privilege of voting but shall not have the privilege of holding office in the Society, and may participate in committees as appointed by the President.

All members may participate in Task Forces and Sections in accordance with Articles X(B) and XX herein.

Section 4
Termination - Membership in the Society shall be terminated upon resignation of a member, or non-payment of dues, or when a member acts in a manner inconsistent with the stated purposes of the Society. Any Member of the Society can be expelled by a 2/3 majority vote of the Board of Directors. At least 15 days prior to such a Board 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 appear at a hearing, prior to the Board 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 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 by the Executive Director to each member , at least five (5), and not more than sixty (60), days before the time appointed for the meeting.

Section 4
Quorum – One hundred (100) 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 A.S.P.E.N. Board of Directors or Executive Committee.

ARTICLE VI - BOARD OF DIRECTORS

Section 1
General Powers - The property and affairs of the corporation shall be managed by its Board of Directors, hereinafter called “Directors”.

Section 2
Section 2, Tenure, Number, and Qualification
The Board of Directors shall assume office on June 1 of each year. The number of voting Directors shall be twelve. These twelve Directors shall include the President, President-Elect, Vice President, the Secretary/Treasurer, Immediate Past President, six Directors and the President of the A.S.P.E.N. Rhoads Research Foundation, who shall serve as an ex-officio member. Each director shall hold office until the next election of the Board of Directors and until his successor shall have been duly elected and qualified, or until his death, resignation, or removal in the manner hereinafter provided.

The President, President-Elect, Vice President, and Immediate Past President shall serve a one-year term; and the Secretary/Treasurer and six Directors shall serve two-year terms.

The same individual may serve up to two consecutive two-year terms as a Director. The same individual may serve up to three consecutive two-year terms as Secretary/Treasurer.

Section 3
Manner of Election - Directors and officers shall be elected by the members in accordance with Article VIII herein, with the results to be disseminated to the membership no later than May 15.

Section 4
Regular Meetings – One regular annual meeting of the Board of Directors shall be held at the same place as the annual meeting of the American Society for Parenteral and Enteral Nutrition. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings. Said resolution shall be sent to all Directors at least 24 hours before such additional regular meetings.

Section 5
Special Meetings - Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Board 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 meeting.

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 24 hours 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 XII of these Bylaws.

Section 7
Quorum - A majority of the voting Board of 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 a majority of the voting 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, the Articles of Incorporation, or these Bylaws.

Section 9
Removal - Any Director may be removed in accordance with applicable law. Directors who are officers may be removed from such office under Article VII, Section 3 herein.

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 VII, Section 4

herein, which means that a vacancy in the seat of Vice President may remain vacant until the next annual election of Officers.

Section 11
Compensation - Directors shall not receive any stated 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 corporation in any other capacity and receiving reasonable compensation therefor.

Section 12
Action Without Meeting in Person - Any action which is required by law or the Articles of Incorporation 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 XI, Section 3. 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. The Board of Directors may meet by means of conference telephone 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. Directors may vote via mail, fax, or electronic means; such votes must be unanimous.

Section 13
Conflict of Interest - Directors shall prepare 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, or chapters.

ARTICLE VII - OFFICERS

Section 1
Elected Officers - The elected officers of the corporation shall be a President, a President-Elect, a Vice President, a Secretary/Treasurer, and such Assistant Treasurers, Assistant Secretaries, or other officer(s) as may be elected by the Active Membership of the Society in accordance with the provisions of Article VIII herein.

Section 2
Qualification and Tenure - The President and officers shall assume office on June 1 of each year. All Active members of the Society, regardless of academic degree, who meet the criteria established by the Board of Directors for Secretary/Treasurer, Vice President, President-Elect or President shall be eligible to be elected for such office.

The offices of Vice President, President-Elect and President shall be held for only one term of one year each, and an incumbent shall move progressively through these three offices. Therefore, of these three offices, only that of Vice President 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 or Vice President. The office of Secretary/Treasurer may be held for three consecutive two-year terms. No two offices may be occupied by the same person at the same time except for that of Secretary/Treasurer which shall be a single office. Each elected officer shall hold office

until his successor has been duly elected and qualified, or until his death, resignation, or removal in the manner hereinafter provided.

Section 3
Removal - Any officer may be removed from office for any reason by a majority vote of the Board of Directors of the Society.

Section 4
Vacancies - Any vacancy in the office of President and President-Elect shall be filled immediately by the President-Elect or Vice President, respectively, and the office of Vice President shall remain vacant until the next election of officers, during which time the President shall perform or delegate to another member of the Board of Directors all of the duties and responsibilities of the Vice President. Where the President-Elect or Vice President fills a vacancy for President or President-Elect respectively, they shall hold such office for the remainder of the vacating officer's term and the term thereafter. Any vacancy in the office of Secretary/Treasurer shall be filled by action of the Board of Directors at any meeting of the Board of Directors. Notwithstanding the above, if a ballot fails to elect a Vice President due to failure to obtain any required quorum, the Board of Directors may in its discretion appoint the person who received the most votes for Vice President in that failed ballot, to serve as Vice President for the ensuing one year term.

Section 5
President - The President shall be the principal spokesman for the corporation and shall appoint the chairmen and members of all committees, other than the Nominations Committee and Executive Committee, shall appoint Task Force Members and chairmen, and shall preside at all meetings of the Board of Directors. 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 and Vice President - The President-Elect and the Vice President 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 particular and without limitation, the President-Elect will work directly with Sections and will focus on identifying leadership and talent in the membership; and the Vice President will have responsibility for monitoring progress in implementation and updating of the Society’s strategic plan. In the absence of the President or in event of the President's inability or refusal to act, the President-Elect (or in his absence or refusal to act, the Vice President) 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 keep 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, the Articles of Incorporation, and these Bylaws; shall be custodian of the corporate records and of the seal of the corporation; shall keep a record of the mailing address of each Director and officer of the corporation, which addresses shall be furnished to the Secretary/Treasurer by the Directors and officers. The Secretary/Treasurer shall also be principal financial officer of the corporation and shall have charge of and be responsible for overseeing the fulfillment of the following responsibilities by the Executive Director: the

maintenance of adequate books of account for the corporation; custody of all funds and securities of the corporation, and the receipt and disbursement thereof; the deposit of all funds and securities of the corporation in such banks, trust companies or other depositories as shall be elected in accordance with the provisions of Article XII of these Bylaws. The Secretary/Treasurer in general shall perform all duties and have all powers customarily incident to the offices of Secretary and of Treasurer and such other duties and powers as may be prescribed from time to time by the President or the Board of Directors. If required by the Board of Directors, the Secretary/Treasurer and/or the Executive Director, any other authorized signatories, 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. The cost of any bond or surety may be paid from the funds of the corporation.

Section 8

Executive Director - The Executive Director shall be the chief executive officer of the Society, and will be in charge of the central office of the Society. He will act by appointment and be responsible to the Board of Directors. The Executive Director or the Secretary/Treasurer, or any other officer of the corporation authorized by resolution of the Board of Directors or Executive Committee, may sign any deeds, mortgages, bonds, contracts, checks, 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, the Articles of Incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the Corporation. He will function ex officio as the secretary of the Board of Directors, without voting privileges, and will be responsible for seeing that the Board's instructions are carried out. He is expected to recommend budgets and plans of work and to conduct the day-to-day business of the organization. He also serves as chief executive officer of the A.S.P.E.N. Rhoads Research Foundation, National Board of the Nutrition Support Certification (NBNSC), and other organizations as directed by the Board of Directors.

ARTICLE VIII - ELECTION OF OFFICERS AND DIRECTORS

Section 1

Composition and Appointment of Nominations Committee - The Nominations Committee shall consist of the President, President-Elect, Immediate Past President, one member appointed by the Board of Directors and one individual each representing the Board of Advisors, the Committee and Task Force Chairs, and the Section Chairs. The appointed member of the committee shall not be a member of the Board of Directors or Board of Advisors. No later than September 1, each of the Board of Advisors, the Committee and Task Force Chairs and the Section Chairs shall elect from within their respective groups their representative to the Nominations Committee and shall report such appointment to the chairman of the committee in writing. The Immediate Past President shall be the Chairman of the Nominations Committee and shall vote when such vote will affect the outcome.

Section 2

Nominations and Elections

A. The Nominations Committee shall present to the membership by March 1 one nomination for each seat on the Board of Directors which is vacant or is about to expire and one nomination for the office~~s~~ of Vice President.
B. Thirty (30) days shall be allowed for additional nominations from the membership. Any member may be nominated by petition of 2.5% of the voting membership.

C. If there is only one nominee for any officer or director position, the secretary/treasurer shall cast a unanimous ballot for said officer or director.
D. If there is more than one nominee for any officer or director position, a ballot shall be sent to the membership, by April 10, listing all candidates for each position for which more than one candidate has been nominated.
E. Voting must be completed by May 10 and the nominee receiving a plurality of votes cast shall be elected when more than one candidate has been nominated.

ARTICLE IX - BOARD OF ADVISORS

A Board of Advisors shall consist of all Past Presidents and other persons appointed by the President with the approval of the Board of Directors for a term of one year. Members of the Board of Advisors shall serve at the pleasure of the President of the Society and may be utilized as senior advisors to the President and to the Board of Directors on any matters concerning the affairs, business policies, property or scientific functions of the Society. The Board of Advisors shall also appoint a voting representative to the Nominations Committee.

ARTICLE X(A) - COMMITTEES

Section 1

All members of the Society committees shall be Active or Emeritus members of the Society except that the President or Board of Directors may appoint Affiliate members or non-members to serve as advisors, without vote, on any committee except the Executive Committee.

Section 2 - Committees of the Corporation

Nominations Committee: The Nominations Committee shall be appointed in accordance with Article VIII, Section 1.

Other Committees of the Corporation: Additional committees of the Corporation may be established by resolution of the Board of Directors adopted at any duly called and constituted regular or special meeting. The composition, purposes and powers of any such committee shall be as provided in such resolution. Except as otherwise provided in such resolution, the President of the corporation shall appoint the Chairman of each such committee and, with the advice of the prospective chairman, appoint its members.

Section 3

Executive Committee - The Executive Committee shall consist of the President, who shall be the chairman, President-Elect, Vice President, Secretary/Treasurer, and Immediate Past President. The Executive Director shall be an ex officio member without vote. 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 thirty (30) days 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 voting members of the Committee.

Section 4

Term of Office - Each member of a standing committee shall continue as such in accordance with rules for tenure approved by the Board of Directors and until his successor is appointed or until such member's death, resignation or removal, or until the committee shall be terminated.

Section 5
Removal of Committee Members and Chairmen - Any member or chairman of any committee may be removed by the person or persons authorized to appoint such member or chairman whenever in their judgment the best interests of the corporation shall be served by such removal; except that the chairman and members who are so by means of their office in the Society may be removed only if removed from said office.

Section 6
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 7
Chairman - One member of each committee shall be appointed chairman of the committee by the person(s) authorized to appoint the members of the committee. The President may appoint co-chairmen and/or vice-chairmen at his discretion. The Immediate Past President shall automatically be chairman of the Nominations Committee, and the President shall automatically be Chairman of the Executive Committee.

Section 8
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 in person or by conference phone and voting at a duly called meeting at which a quorum is present in person or by conference phone shall be the act of the committee. Affiliate or non-members shall not count for quorum purposes.

ARTICLE X(B) – TASK FORCES

Section 1
Appointment of Task Forces - The President, upon advice from those individuals and groups whom he deems appropriate, appoints Task Forces of Members (Active, Affiliate and/or Emeritus) consisting of content experts, to carry out specific, short-term (i.e., usually less than two years) assignments. Non-members may be appointed to Task Forces as deemed necessary by the President to serve as content experts.

Task Forces will be dissolved upon completion of their respective assignments. Task Forces report to the Board of Directors, and the President may appoint a particular Board Member to serve as liaison to a specific Task Force. The President shall appoint the Chairman of each such Task Force, and with the advice of the prospective Chairman, appoint (or remove and replace) its members.

Section 2
Quorum and Manner of Acting - Unless otherwise provided by the President in a directive establishing a Task Force, a majority of the whole Task Force shall constitute a quorum and the act of a majority of the members present in person or by conference phone and voting at a duly called meeting at which a quorum is present in person or by conference phone shall be the act of the Task Force. Neither Affiliate members nor non-members shall not count for quorum purposes unless the Task Force consists solely of Affiliate members and/or non-members.

ARTICLE XI –NOTICE & 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, Task Force or Section 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 XII - CONTRACTS, CHECKS, DEPOSITS, GIFTS, COPYRIGHTS AND TRADEMARKS

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 Bylaws, 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 instrument shall be signed by the Secretary/Treasurer or Executive Director and countersigned by the President or Vice President of the corporation.

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 - The Board of Directors may accept on behalf of the corporation any contribution, gifts or bequest for the general purpose or for any special purpose of the corporation.

Section 5
Powers of Copyright and Trademark Usage - The assignment of copyright privileges or trademark usage may only be granted by majority vote of the Board of Directors.

ARTICLE XIII - BOOKS AND RECORDS

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

ARTICLE XIV - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of October in each calendar year and end on the last day of September in the succeeding calendar year.

ARTICLE XV - CORPORATE SEAL

The Board of Directors shall provide for a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois".

ARTICLE XVI - USE OF THE TERM "CHAIRMAN" HEREIN

At all times used herein, the word "Chairman" shall mean "chairman" or "chairwoman".

ARTICLE XVII - 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 Article VI, Section 6 herein. In exceptional circumstances, such vote to change the Bylaws may be made via ballot, where notice requirements contained herein are otherwise met, and where records of each vote are retained by the Executive Director for at least twelve months, and the result of such Bylaw change attested to by the Secretary/Treasurer.

ARTICLE XVIII - 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 any 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 Director or officer or former Director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and the court so judging makes no determination that said individual is nevertheless entitled to indemnification.

ARTICLE XIX - CHAPTERS

The Board of Directors shall have the authority to charter chapters of the national organization under criteria specified and approved by the Board or a suitable committee delegated this responsibility. Chapter Bylaws and all amendments thereto must be approved by the Executive Director prior to their becoming effective, and must be in substantial conformity with model chapter bylaws adopted by the Board of Directors or its designee.

Chapters shall be required to comply with policies established by the A.S.P.E.N. Board of Directors.

Chapters shall be authorized to use the term "an independent chapter of the American Society for Parenteral and Enteral Nutrition" as specified in Board approved chapter bylaws.

Chapters shall not be agents of the Society and shall not hold themselves out as such unless such status is explicitly conferred by the Board on specific projects. Chapters shall have no authority to obligate A.S.P.E.N. on any contracts and shall make such facts clear in any contracts entered into by the chapter.

The Board of Directors shall have sole authority to define and redefine geographic boundaries of chapters.

The Board of Directors shall have authority by majority vote to terminate the Chapter charter of an A.S.P.E.N. chapter where it is deemed to be in the best interests of the Society.

ARTICLE XX - SECTIONS

Section 1
Establishment of Sections - Any group of members with similar interests, expertise or educational background who have developed goals which advance the Society's strategic plan may petition the Board of Directors, in accordance with the procedures established by the Board of Directors, for approval of the establishment of a Section. Such petition shall include a specific plan describing the mission and goals of the Section and how it will support the Society's strategic plan and mission.

Section 2
Qualifications - Any Society Member shall be eligible to join Sections in accordance with policies established by the Board of Directors.

Section 3
Leadership of Sections - The President and President-Elect shall appoint a chair and chair-elect for each Section. The appointed Section Chair and Chair-Elect will appoint a leadership council of three to five members and may appoint various subcommittees from the Section membership to carry on the work of the Sections. The Executive Director shall appoint for each Section a member of the Society's staff to work with the Section to ensure optimal administrative support.

Section 4
Section Communication - Each Section will be required to hold an annual business meeting and inform Society members of such meeting, in advance. The Society will provide a mechanism for Sections to propose to the appropriate Society body any meetings, programs and projects to support advancement by the Sections of the Society's strategic plan. The Sections will be a source of both ideas and individuals with the expertise to serve on Society Committees and Task Forces, and there will be frequent communication between Sections and the members of the Board of Directors.

Section 5

Workplans: Sections are an integral part of the Society and each section will submit an annual workplan consistent with the Society Strategic Plan for approval by the Board of Directors by its inclusion in the Society's Implementation Plan and annual operating budget.

Section 6

Agency - No Section Chair or other member of a Section shall have authority, absent express written authority from the Society President, to bind the Society to any contracts or to speak on behalf of, or otherwise represent, the Society.