

The Society for Implementation Science in Nutrition – Bylaws

25 June 2020

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The Society for Implementation Science in Nutrition - Bylaws

The bylaws are the governing documents of the Society. Guidelines and policies complement the bylaws by providing additional information on relevant matters for the Society.

1. Name of the Society

The name of the Society is "Society for Implementation Science in Nutrition", hereafter referred to as 'the Society'.

2. Purpose of the Society

2.1 Vision

A world where actions to improve nutrition are designed and implemented with the best available scientific knowledge and practical experience.

2.2 Mission

The Society convenes, advocates, disseminates and promotes dialogue among scientists, policy leaders, government officials, funders and practitioners to advance the science and practice of nutrition implementation world-wide.

3. Address of the Society Office

The Society's principal office is held at the office of the Society's first President, David Pelletier, until further action is taken by the Board. The address of the Society is:

Dr. David Pelletier
Cornell University, Division of Nutritional Sciences,
212 Savage Hall, Ithaca, NY 14853

4. Incorporation

The Society was incorporated on April 11th, 2017 (Delaware), and registered as non-profit 501 (c)(3) of the Internal Revenue Code of 1986, employer identification number 82-1515665.

5. Finances of the Society

The Society shall operate on a budget obtained through members' fees and other payments, proceeds from conference registrations, and third-party funding/sponsorship. This budget will be paid into the Society's bank account. The account will require signatures from two Board members.

The Board is responsible for managing the finances of the Society. Financial guidelines have been developed by the Board, to provide a framework for the management of the Society's finances. The Board has a Finance Committee to provide further oversight and scrutiny, and develop and update policy, as required.

5.1 Financial Year

The financial year of the Society is January 1 to December 31.

5.2 Society Budget

The Board will approve the budget plan on an annual basis. The Board shall not pass any resolution that is likely to render the Society insolvent (unable to pay money owed on time). A budget deficit at the end of the financial year is allowed as long revenues are expected (as per a signed agreement) in the next fiscal year to absorb the difference.

5.3 Third Party Funding

The Board shall not accept sponsorship or funding from third parties where there is conflict between the vision and mission of the Society and that of the third party. Rules for accepting third party funding will be stipulated in the **Funding Policy**, developed by the Board. The Funding Policy will also apply to co-sponsorship and patronage of the Society's events.

6. Society Membership

The Board is responsible for defining the membership criteria, setting the fees and defining other membership issues as described below.

6.1 Membership Types

The Society may offer different types of membership with differing requirements, fees and rights. Members will pay an annual membership fee to the Society. The fee schedule will be determined by the Board, and varies by the membership type. The fee schedule and membership rules will be reassessed as needed.

6.1.1 Full Membership

Full Members of the Society are:

- Program implementers or policy makers working on implementation of nutrition interventions
- Researchers with prior experience in implementation research and/or a degree in nutrition, public health, research methods, or other relevant fields
- Other professionals with relevant experience and interest in implementation science and/or nutrition programs and policies.

They may be from civil society, academia, government, UN agencies, and/or business sectors who implement nutrition programs or policies or conduct implementation-related research.

6.1.2 Student Membership

Student Members of the Society are individuals current enrolled in an undergraduate, masters or doctoral program with a relevant focus on implementation science and/or nutrition programs and policies.

To apply for student membership, an online submission form is available on the Society's website and the applicant will need to upload proof of course enrollment. After finalization of their studies, Student Members can reapply for Full membership.

6.1.3 Affiliate Membership

Affiliate Members of the Society are organizations who share the Society's vision and wish to partner with the Society to assist it to achieve its strategic goals¹. A memorandum of understanding will be determined between the Society and the affiliate member organization, which will outline the contributions² to be made by the organization and how the Society will administer these contributions, as well as gains to the affiliate member from the engagement with the Society.

In the event that it is not covered by another contractual agreement an Affiliate Member will be required to complete a Conflict of Interest form and will be subject to the procedures outlined in the Society's Conflict of Interest Policy before membership is granted.

¹ Organizations may include non-for-profits, businesses, donor agencies, UN agencies, etc.

² Contributions may be in-kind, financial or other assets such as materials.

6.1.4 *Founding Members*

Founding members are individuals of esteemed standing/experience in the Implementation Science in Nutrition community who were nominated by the Secretariat in 2014. These individuals were instrumental in founding the Society and as such were not required to submit a formal application online. Founding members received full membership status on January 1 2015 and as per other members are required to pay membership dues since June 2018.

6.2 Fees

Annual Full and Student membership fees will be determined/set by the Board. To keep membership affordable, fees for Full and Student Members are based on place of residence, (high income countries, low and middle income countries), as defined by the World Bank, and for Full members, on staff designation status (international or national staff).

6.3 Termination of Membership

Members can voluntarily terminate their membership in writing to the Secretariat. Refunds will not be issued for any remaining membership. Memberships cannot be temporarily suspended. Membership will be automatically terminated if membership fees are in arrears for 2 months.

6.4 Disciplinary Action

6.4.1 *Conflicts of Interest*

Members must at all times act in the best interest of the Society. If it is deemed that the actions of any member are in clear conflict of interest with the vision and mission of the Society, then the Secretariat will address if possible and escalate as necessary to the Board who will review the conduct at hand and offer recommendations on the actions to be taken.

Disciplinary action can be taken against a member when s/he is engaged in clear conflict of interest or illegal activities. The accused member has the opportunity to provide a written defense, to be submitted to the President and Past-President. On review of the defense, the Board will decide appropriate action, ranging from a written warning, to termination of membership. The latter requires a two-thirds majority vote by the Board.

6.4.2 *Confidentiality*

Individuals serving on working groups or committees must abide by principals of confidentiality. Any **material** (written, oral and/or visual form) developed in working groups, virtual teams, or committees for SISN is confidential information. Only the Board can decide when such **material** is released into public domain or is no longer considered sensitive. Individuals are expected to (i) keep confidential such **material**, (ii) not use such confidential **material** for any purpose other than the purpose expressed by SISN, (iii) maintain, use, disclose and otherwise handle the confidential **material** with a high degree of care to protect such confidential material, and (iv) not disclose to any third party the confidential **material**.

Any Working Group, Committee or Project Chair must disclose the confidentiality obligations with the other group members. The Board reserves the right to use a formal (written) confidentiality agreement with any individual serving on working groups or committees.

6.4.2.1 *Statute of Limitations on Confidentiality*

Confidentiality obligations for individuals serving on working groups or committees are enforced during the period that the information is considered sensitive and the work is ongoing.

6.4.3 *Legal Action*

If the Board believes that the actions of a member may amount to fraudulent illegal activities in violation of the local law where the Society is incorporated, then the Board is obliged to inform the relevant authorities, with the option to take legal action on behalf of the Society.

7. Active Participation in the Society

The Society benefits tremendously from the active participation of its members. Below are guidelines on how members can serve the Society.

7.1 Board Positions

Full Members are eligible to hold Board positions if the member is in good standing (i.e., paid their dues and have not undergone disciplinary action as outlined in section 6.4) with the Society. Board positions are held on a voluntary basis and are non-remunerated. Board members may be remunerated on a case-by-case basis in relation to specific initiatives and projects, subject to Executive Committee review and approval.

7.2 Permanent and Ad-Hoc Committees, and Working Groups

Permanent and ad-hoc committees, and working groups, are created at the behest of the Board and the scope of work defined by the Board. Full and Student Members are encouraged to serve on/lead (Chair) committees and working groups on a voluntary basis at the discretion of the Board.

Member participation on a Committee or Working Group is at the discretion of the Chair. The Chair reserves the right to request a member to leave the committee or working group, if the member is not participating in a meaningful way or if the individual is no longer a member of the Society, unpaid or no longer in good standing.

Permanent committees and Working Groups exist for the on-going operations of the Society and the progression of its goals. These include:

- The Executive Committee - President, Vice-President, Past-President, Treasurer, Ex-Officio Chief of Operations (CoO). The Executive Committee shall be empowered to negotiate and enter into contracts pursuant to which the CoO is hired, conduct the CoO's performance evaluations and authorize the compensation package.
- The Finance Committee – Both Board bank account signatories, Treasurer, Ex-Officio appropriate individual(s) from Secretariat.
- Various activity and project specific Working Groups created by the Board to advance long-term strategic work of the Society e.g. Methods, Membership, Funding, etc.

Other ad-hoc committees may be created to manage short-term projects, such as elections, event planning, recruitment, etc. All Working Groups and Committees should keep notes on their meetings and share these with the Secretariat at their earliest convenience and be prepared to update the Board at Board Meetings.

7.3 Voting

Only Full Members have the right to one vote on matters requiring a Full Membership vote. Voting privileges are extended to paid Full Members in good standing with the Society (i.e. have not undergone disciplinary action as outlined in section 6.4). Voting may be exercised through electronic platforms using secret ballots. Proxy votes are not permitted. The Board must provide an explanation to members on the matters requiring a vote.

Matters requiring Full Membership vote include:

- (i) Board elections* (*Student Members may vote in Board elections)
- (ii) Resolutions that the Board wishes to submit to the members
- (iii) Resolutions may be put forward by Full Members via a written petition to the Board. This petition must be signed by at least 30% of the full members.

7.4 Board Nominations

Only Full Members may be nominated to the Board. Members must be in good standing (i.e., paid their dues and have not undergone disciplinary action as outlined in section 6.4) in order to be nominated.

8. The Society's Board

The Board is responsible for defining the membership criteria, managing the elections and other membership issues as described in this document, and detailed in the **Strategic Plan** and **Biennial Action Plan**. **Note: The Board are all Society Members so all aspects of section 6.4. also apply to the Board.**

8.1 Board Composition

The Board will be comprised of the officers: President and Vice-President, Past-President, Treasurer, Chief Information Officer (CIO) and as many Councilors as is necessary to conduct the business of the Society in any given term, up to a maximum of 15 Board Members in total. In addition, one Student Member may be elected to participate in Board Meetings in an advisory capacity but she or he will not have Board level voting privileges. While the composition of the Board will evolve with the Society, the Board composition shall be a multi-functional team³ that works collaboratively in the best interest of the Society. Diversity in geographic representation, age, gender and, researcher/practitioner background is encouraged, as appropriate.

8.2 Strategy, Strategic Plan, and Biennial Action Plan

The actions of the Society will be guided its strategy and four-year **Strategic Plan**. The strategy and the Strategic Plan will be developed by an ad-hoc sub-committee of the Board every four years. The sub-committee has the option to seek input from Full Members. A draft of the Strategic Plan must be approved with a two-thirds majority vote by the Board. The Strategic Plan will be available to the Society's Members.

8.2.1 External Review of the Strategic Plan

The Strategic Plan will be reviewed by external experts, which will be suggested by the sub-committee of Board. A minimum of five external experts, with extensive experience in nutrition or health science, implementation research, operationalization of nutrition policy and programs, and/or strategic management of non-for-profit organizations should be invited to review the Strategic Plan. This review process must include written recommendations to the Board.

8.2.2 Biennial Action Plan

The Board is responsible for creating a Biennial **Action Plan** to operationalize the Strategic Plan that has been approved by the Board.

8.3 Board Terms

All Board positions are held for three years beginning from the day the Board Member formally joined.

8.3.1 Consecutive terms

Board Members are allowed to serve only two consecutive terms, but may remain involved in the Society in Ex-officio capacity if agreed by a majority of the Board. The second consecutive term must be nominated by a Board Member and ratified by a Board majority vote. The incumbent may run for the same position or a different position on the Board.

The out-going President becomes Past-President. The Past-President position is not open in the general election and may remain vacant in the event that the outgoing President no longer wishes to stay on the Board.

³ The Society prefers a '*functional leadership*' model within the Board. This may be promoted, for example, through the joint election of a President and Vice-President team and specifying functional roles for the Councilors.

8.4 Board Elections

In accordance with SISN values and objectives a diverse and balanced representation of nutrition stakeholders should be actively sought on the Board.

Any Board member can nominate candidates for an open Board position, including the replacement of their own post and extraordinary board vacancies. Prior to adding them to the slate, steps should be taken by the Board to establish the viability of these candidates i.e. availability and willingness to take on a SISN Board Position. Where feasible there the Board should aim to ensure there are three viable candidates for each open post. At the Board's discretion open posts may be invited from the membership (via SISN communication channels) providing suitable materials in support of their application.

The Executive Committee will act as the Elections Committee and in this capacity they will conduct a preliminary review of any candidates nominated externally to determine their suitability to add to the slate and report their recommendations to the Board for ratification.

When the slate for an open post is agreed, the Secretariat will circulate candidate biographies to the Board and conduct an online vote (allowing 1 week for the Board to respond). Candidates will be elected by simple majority of Board votes. In the event of a tie between two candidates the President will get the casting vote. In the event of a tie where there are three candidates a new vote will be conducted for the two receiving the highest number of votes.

***NOTE:** At such time that the Society is in a position to do so the Board will look to reinstate a formal Elections Committee, Elections Guidelines and external Member voting. To this end, the Board will review the Society's position annually in a second quarter (i.e. April-June) Board Meeting to determine if this is feasible.*

8.5 Extraordinary Board Vacancies

An extraordinary Board Vacancy is created if a Board Member is asked to step down, is unable to perform their duties or wishes to resign their post mid-term.

In the event of an Extraordinary Board Vacancy in the positions of the President and/or Vice-President, the Past-President will fulfill the duties of the Board Leadership until new officer has been selected.

In the event of an Extraordinary Board vacancy the Board will assess if the duties of the vacant position can be fulfilled by an existing Board Member willing to change roles. In this event the vacancy would transfer to their previous position. Either the original vacancy, or the vacancy created by a the transfer of an existing Board member into the vacant role, would be subject to normal Board Election criteria (see clause 8.4) Board Members stepping down mid-term should, where feasible, alert the Board two months in advance of their departure to allow the Board to elect a successor to whom the outbound Board Member might conduct a handover.

8.6 Forming a Quorum

When at least 60% of the Board are present at Board Meetings a quorum is formed. A quorum can be formed in person, digitally, or by phone or video conferencing.

8.7 Board Voting

Motions can be proposed by Board Members at any Board Meeting (see Section 9) where a quorum is formed. Voting will then be undertaken if the proposal is seconded by another Board Member.

- Votes in standard motions will need a simple majority, which equates to over 50% of votes cast to pass.

- Motions to expel a Board Member, propose and cast a non-confidence vote, or to determine the four-year strategic plan require a two-thirds majority of the votes of the entire Board (decision rule).

The Board can also vote via digital methods (e.g. voting platforms, email, etc.) on matters relating to execution of the Biennial Action Plan, projects, committees or working groups and Board elections. Electronic votes must be open for at least one week and one reminder sent before the close of the voting period to all Board Members. All digital votes made by the Board shall be cast non-anonymously. Digital voting shall be reported to the Board by the CoO or Treasurer, and will specify the motions put to vote and the result.

8.8 Emergency Action

Urgent actions requiring a Board vote can be taken without the Board convening if a quorum of Board Members agree, in writing, to the proposed action. In such matters the Secretariat will coordinate the vote on behalf of the Executive Committee.

8.9 Non-confidence

In the eventuality that the President and Vice-President are unable to effectively work together to advance the Strategic Plan of the Society, the Board can propose a non-confidence vote. The Board can name the President, Vice-President, or both to a non-confidence vote. If a non-confidence vote passes with at least two-thirds majority by the Board members not named in the non-confidence vote, then either the President or Vice-President must resign.

8.10 Conflict of Interest

Board members are required to declare their interest in accordance with the terms as set forth in **Conflict of Interest Policy**. The Board will follow the procedures for determining whether a conflict of interest exists, as outlined in Article III of the Conflict of Interest Policy.

8.11 Roles and Responsibilities of the Board

General Board activity is specified in Board Terms of Reference. The individual roles and responsibilities of the Board are set forth in the 'Standard Operating Procedures' below.

8.11.1 *Standard Operating Procedures (SOPs)*

SOP are living documents that should be updated by the Board Member prior to the end of their term (or prior to them leaving the Board for other reasons if this is before the end of their term). A full review of the SOPs should be conducted by the Executive Committee and changes arising from this review should be submitted to the Board for approval.

Board members are encouraged to be active in all aspects of the Society's work, but have specific responsibilities and duties to fulfill as set out in the SOPs.

8.11.2 *President*

The President is responsible for thought leadership and strategic management of the Society, ensuring that the Society is managed according to the Strategic Plan and that the Biennial Action Plan is executed as appropriate. The President Chairs the Board Meetings and the Executive Committee.

8.11.3 *Vice-President*

The Vice-President plays a supportive role in the leadership affairs and strategic management of the Society. The Vice-President is also tasked with helping the Past-President in any capacity deemed necessary. The Vice-President may stand in for the President at meetings as required.

8.11.4 *Past-President*

The Past-President assists the President and Vice-President in the execution of the Biennial Action Plan. The Past-President reviews applications for and termination of membership to the Society.

8.11.5 *Treasurer*

The Treasurer manages the budget and bank account of the Society and has signing authority for financial matters and transactions. The Treasurer is financially literate. The Treasurer Chairs the Finance Committee.

8.11.6 *Chief Information Officer (CIO)*

The CIO is responsible for internal and external communications concerning the Society. This includes managing the website, communicating with members through newsletters, e-blasts, and other relevant social and mass media. The CIO works closely with the rest of the Board on matters related to communication activities.

8.11.7 *Councilors*

The Councilors are responsible for coordinating and managing actions that align with the Strategic Plan. Councilors can lead a permanent or ad-hoc committee when it overlaps with their functional role; the roles of the Councilors will evolve as the Society's needs evolve. A minimum of one Councilor seat is reserved for an early-career member, defined as a Full Member who has finalized graduate studies (masters, specialization, doctorate) within the last ten years (at the time of appointment) and whose age is 40 years or less. This early-career member is a Councilor-at-Large, who assists other Councilors in the management of areas of key interest to the Society.

8.12 Directors and Officers Liability

SISN will hold Annual Directors and Officers Liability insurance with a reputable provider for a minimum of \$500,000 in total claims that arise. All existing and past Board Members will be covered by this insurance. The Secretariat will circulate the annual policy to the Board when it renews each year. The Board may ask the Secretariat for a copy of the policy at any time.

8.13 Board Meetings

Every attempt will be made for the Board to meet in person once per year at a time and place agreed upon by the Board Members. When possible, the in-person meeting should be held during an existing meeting. Attendance at any in-person Board Meeting will be self-funded for those Board Members able to attend.

At a minimum, quarterly conference calls shall be held by the Board to address matters of the Society. Minutes shall be taken by the Secretariat.

9. Secretariat

A Secretariat will be appointed. The Secretariat will be identified through a Board agreed process. The Board will identify funding, define the roles and responsibilities and provides direction for the Secretariat. The performance of that Secretariat will be assessed annually at one of the Executive Committee Meetings. The Secretariat roles and responsibilities will be defined via legal arrangements.

10. Official Signatories

10.1 Contracts

Contracts can be signed by any member of the Executive Committee (President, Vice-President, Past-President or Treasurer).

10.2 Bank Accounts

At least two Board Officers must be authorized to be bank signatories, one of which must be the Treasurer.

11. Reporting

11.1 Financial Reporting - Tax

The Society must submit tax declarations according to United States laws. This is required to be submitted within five months after financial year end.

11.2 Financial Reporting - Auditing

An auditor, who shall be a registered or chartered accountant, shall be appointed by the Board to audit the Society's financial statements as required by any donor or by any change in Society circumstance that requires it (e.g. accepting public donation, high funding levels); the results of any such audit shall be made available to members.

11.3 Reporting - Public

An Annual Report will be prepared each year to report on the previous year's key activities and finances. The report will be made public within 6 months of the Society's financial year end.

12. Dissolution of the Society

The Society can be dissolved in the event of

- a) financial insolvency as a result of lack of membership fees or financial sponsorship; **OR**
- b) insufficient nominations to fill President, Vice-President, Treasurer and two Councilor positions; **OR**
- c) a motion to dissolve being proposed (with a signed petition from 30% of the Full Members), and then passed (by a two-thirds majority vote of Full Members).

In the event that the Society will need to be dissolved, assets remaining after the payment or provision for debts shall be paid to other organizations, to be selected by the Board, which are organized and operated for charitable education and scientific purposes whose activities and functions are similar to those of SISN. This may include any remaining donor funds being returned to the original donors. The Board may appoint a Liquidator to distribute any remaining equity of the Society in accordance with the above. **Under no circumstances will any remaining equity be distributed amongst the members of the Society.**

13. Bylaws and Guidelines

The bylaws and guidelines shall be reviewed for relevancy at least every 5 years. Amendments to the bylaws can be proposed by the Secretariat, Board or by Full Members at any time. Member proposals for amendments will be considered when 30% of Full Members have signed a petition to propose an amendment to the Board. Any amendments to the bylaws will be voted on by the Board and approved by a two-thirds majority vote.

Updated bylaws will be published to the membership (on the SISN website) who will be given two weeks to respond with any comments. If comments are received the Board will consider and adapt the bylaws as appropriate. If no comments are received it will be assumed that the bylaws have been ratified by the membership.