



# **Constitution of the National Association to Advance Fat Acceptance, Inc.**

## **PREAMBLE**

The National Association to Advance Fat Acceptance is a nonprofit, community supported organization composed of determined individuals seeking to increase the well-being of fat people everywhere. Millions of fat people in the United States, as well as individuals from around the world, constitute a group that exists in a society geared toward slimness as an ideal. They therefore constitute a marginalized group with many of the attributes of other marginalized groups. In addition, people who are fat or who are perceived as fat, face social, cultural, medical, economic, and political discrimination specifically related to being fat. Those fat people who are also marginalized based on other identities are disproportionately impacted by anti-fat discrimination and oppression.

It is the aim of this organization to support fat people of all identities and to create a more just, equitable, and accessible society.

## **Article I: Name and Initials**

Sec. 1— The name of this organization shall be the National Association to Advance Fat Acceptance, Inc.

Sec. 2— The initials of this organization shall be NAAFA.

## **Article II: Mission Statement**

The mission of the National Association to Advance Fat Acceptance is to change perceptions of fat and end size discrimination through advocacy, education, and support.

Sec. 1— Demanding equal opportunity for fat people wherever obstacles and discrimination exist.



### **Article III: Definition of Fat**

The term fat as used in this Constitution and Bylaws shall mean characterizing an individual whose body weight exceeds commonly accepted medical standards or whose body size is larger than is considered socially acceptable. We choose to use the word fat to describe ourselves in order to remove the negative connotations often associated with larger body size.

### **Article IV: Organizational Participation**

Sec. 1— There is no restriction on the weight, race, religion, age, gender, or sexual orientation of participants.

Sec. 2— The name of the organization is the National Association to Advance Fat Acceptance; however, citizenship or residence in the United States is not required to participate.

Sec. 3— The list of participants and/or donors and their contact information shall not be sold or gifted to any individuals or organizations. Upon approval of the Board, members of the Board of Directors shall be permitted to reveal said list to those who have legitimate organizational or clerical need to consult the list.

### **Article V: Governance**

Sec. 1— NAAFA shall be governed by the Board of Directors, made up of Directors herein referred to as the Board, a group of supporters who have nominated themselves to serve the organization and have been approved by the sitting Board. Board Directors will be presented to the NAAFA community through the NAAFA Newsletter and other media as deemed fit by the Board.

Sec. 2— NAAFA shall have the power to solicit, receive and maintain a fund or funds of real or personal property and expend the same for corporate purposes to achieve our goals.

Sec. 3— The Board shall vote on all matters placed before it by its own members or by a petition of five NAAFA participants.

Sec. 4— The Board shall meet according to the Bylaws.



Sec. 5— Board members shall be responsible for the organization and operation of NAAFA and for selecting a slate of officers. The Board shall appoint the following officers: a Chair or two Co-chairs, an Administrative Director (also known as Secretary/Treasurer), Communications Director, and other Directors as agreed upon by the Board (up to 12 officers, if needed). If appropriate Board members are not available, several of the above functions may be combined or performed by key volunteers.

Sec. 6—The Chair is responsible for presiding over the Board meetings and any meetings of the NAAFA community. This shall include creating the board schedule and agenda, appointing committee chairs with the approval of the board, overseeing board development, and ensuring the Board is running effectively. The Chair is available to coordinate special fundraising activities, and assist NAAFA in any other matters mutually agreeable to the Board.

Sec. 7—The Administrative Director is responsible for submitting all governmental filings as necessary, providing tax deduction statements to donors as required by law, reviewing cash status reports and bank statements, presenting financial reports to the Board quarterly or more frequently as needed. Signatories on checks shall be that of the Administrative Director or the Chair. The Administrative Director also receives mail, is responsible for the donor database, deposits funds, pays NAAFA's bills, and keeps the Board advised of available funds and outstanding obligations.

Sec. 8— The Communications Director makes sure that all media calls get the official NAAFA position on size acceptance issues. The DirectorPublic Relations Director refers media to appropriate credentialed persons on technical and medical matters and is responsible for press releases and publicity related to authorized functions, issues, and events. The PR Director will ensure that a Board member appointed by the Board reviews all press releases and public documents.

Sec. 9— The Executive Committee of the Board must be at least 4 people and no more than 5. The Executive Committee of the Board is made up of: The Chair/Co-Chairs, The Administrative Director, The Communications Director, and the Governance Chair. The Board shall appoint an additional member to the committee as needed. The Executive Director attends Executive Committee meetings as a non-voting member. This body has final voting rights on key strategies and financial matters that affect the organization, with a minimum of three votes required to pass.



Sec. 10— The Board shall elect as many Advisors as it deems necessary and shall consult them at its discretion.

Sec. 11— The Board shall appoint a properly qualified individual or entity to serve as Counsel, to dispense legal advice, to represent NAAFA in all legal matters, and to assist the Board in any other matters mutually agreeable to the Board and the Counsel.

Sec. 12— The Board shall appoint a properly qualified individual to serve as Accountant, to dispense accounting advice, to represent NAAFA in all accounting/tax matters, and to assist the Board in any other matters mutually agreeable to the Board and the Counsel. The Administrative Director shall oversee the Board's appointment of this individual and, if qualified, may serve in this capacity themselves.

Sec. 13— Where duties of the various positions listed above are not given, the duties listed in Robert's Rules of Order (Newly Revised) shall apply.

#### **Article VI: Quorum**

A quorum shall be required for the voting on any business except the setting of a new date for a meeting. A quorum will be said to exist when at least one half of the total number of Board members are present at any meeting.

#### **Article VII: Finances**

Sec. 1— The expenses of NAAFA shall be borne by donations, fees, gifts, bequests, income from the sale of any special publications, income from conventions and other activities, income from endowments and investments, and funds raised by the Board and other NAAFA members.

Sec. 2— All advertising will require Board approval.

Sec. 3— Major gifts to NAAFA may be accepted pending discussion with the full Board.

Sec. 4— Financial contributions shall be solicited from NAAFA participants and supporters annually and as otherwise deemed necessary by the Board.



Sec. 5— At the close of each fiscal year, defined as June 30 of each year, an independent Certified Public Accountant may be engaged to review or audit the financial statements of NAAFA and to issue a report on those statements to the Board.

### **VIII: Affiliations**

Sec. 1— NAAFA, Inc. may choose to affiliate with other nonprofit organizations that promote size acceptance or consider people of size to be a protected class. Such affiliation requires Board approval.

### **Article IX: Amendment of the Constitution and Bylaws**

The Constitution and Bylaws may be amended by a two-thirds majority vote of the total number of Board members.

### **Article X: Conflict of Interest**

Sec. 1— A conflict of interest is defined as any situation in which a Board member's personal interests or those of a close friend, family member, business associate, corporation to which the Board member belongs, or person to whom the Board member owes an obligation could influence the Board member's decisions and impair the Board member's ability to act in NAAFA's best interest or represent NAAFA fairly, impartially, and without bias. A conflict of interest exists if a decision could be, or could appear to be, influenced; it is not necessary that there is actual influence.

Sec. 2— A NAAFA Board member shall not directly or indirectly benefit from any business activity involving NAAFA except in unique situations authorized by the Board. No NAAFA Board member shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation in NAAFA unless specifically authorized by the Board. Each individual Board member shall disclose to NAAFA any personal interest that he or she may have in any matter pending before the Board and shall refrain from participation in decisions on such matters.

### **Article XI: Additional Restrictions for Incorporation in New York State**

Sec. 1— Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Membership Corporation Law, Section 11, or Social Services Law, Section 35.



Sec. 2— The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the corporation shall inure to the benefit of any supporter, trustee, or officer of the corporation, nor shall any private individual be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Sec. 3— No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Any exceptions to this policy must be consistent with New York State and Federal statutes in force at the times that apply to a 501(c) (3) nonprofit, tax-exempt organization.

Sec. 4— In the event of dissolution or winding up of the Corporation, all of the assets and property remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

Sec. 5—The use and disposition on dissolution or winding up of real or personal property owned or used by this corporation in states other than New York shall be limited to the purpose stated in the foregoing paragraph in such a manner as to satisfy the requirements of the laws of such states for exemption of such property from property taxation in such states.