

**AMERICAN SOCIETY FOR DERMATOLOGIC SURGERY ASSOCIATION
Bylaws**

**Article I
Name and Purposes**

Section 1. Name

The name of this corporation shall be the American Society for Dermatologic Surgery Association (hereinafter the "Association").

Section 2. Purposes

The purposes for which the Association is organized are: (i) to promote the educational and professional interests of dermatologic surgeons; (ii) to provide a vehicle for advocacy and public education efforts on behalf of dermatologic surgeons and their patients; and (iii) to address socio-economic issues that impact the practice of dermatologic surgery as a specialty.

**Article II
Offices**

The Association shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office, and may have such other offices in or out of the State of Illinois as the Board of Directors may from time to time determine.

**Article III
Members**

Section 1. Membership

The Association shall maintain the same categories of and criteria for membership as those established by the American Society for Dermatologic Surgery (the "Society"). Membership may be granted to any individual who: (i) meets the criteria for membership in the Association; (ii) shares interest in and supports the purposes of the Association; (iii) abides by these Bylaws and such other rules and regulations as the Association may adopt; and (iv) meets such additional criteria for each category of membership in the Association as may from time to time be established. The process for application and election to membership shall be governed by policies established by the Society.

Section 2. Dual Membership

An individual who applies for and meets the criteria for membership in a particular category of membership as determined by the Society shall become a member of both the Association and the Society in that same category.

Section 3. Prior Society Membership

An individual who was a member in good standing of the Society prior to the initial adoption of these Bylaws shall automatically become a member of the Association in the corresponding membership category of the Association, provided the individual pays timely the dues required in accordance with these Bylaws.

Section 4. Resignation

Members may resign from the Association at any time by giving written notice to the Secretary; provided, however, that such resignation also shall constitute resignation from the Society.

Section 5. Reinstatement

Members whose membership in the Association is terminated for non-payment of dues or assessments shall be reinstated in the Association and the Society upon payment of current dues and assessments.

Section 6. Ethics and Discipline

(a) **Forms of Discipline.** Members of the Association may be disciplined for any of the following reasons:

- (i) failure to comply with these Bylaws or any other rules or regulations of the Association;
- (ii) conviction of a felony or crime related to, or arising out of, the practice of medicine or involving moral turpitude;
- (iii) limitation, suspension, revocation, or forfeiture by any state, province or country of the member's right to practice medicine;
- (iv) unauthorized use of the Association's name, logo, or other symbols on stationery, publications, advertisements, printed material or in any other manner; or
- (v) immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Association, including, without limitation, any conduct determined to constitute a basis for discipline by the Society.

(b) **Procedures.** Any disciplinary action taken against a member of the Society shall be deemed to apply equally to such individual's membership in the Association.

Section 7. Automatic Termination

The membership of any member who is in default of payment of dues or assessments or otherwise becomes ineligible for membership shall be terminated automatically, unless such termination is delayed by the Board of Directors. Any termination of membership in the Society shall constitute termination of the individual's membership in the Association.

Article IV Membership Meetings

Section 1. Annual Meeting

An annual meeting of the members of the Association shall be held at such time and place as shall be determined by the Board of Directors.

Section 2. Special Meetings

Special meetings of the members of the Association may be called at the request of the Board of Directors or at the written request of ten percent (10%) of the members of the Association. The time and place for holding special meetings shall be determined by the Board.

Section 3. Notice

Notice of any annual or special meeting of the members shall state the time, date, place and purpose of the meeting. Notice of any annual or special meeting shall be delivered not more than sixty (60) and not less than fifteen (15) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 4. Quorum

Three percent (3%) of the members of the Association eligible to vote shall constitute a quorum for the transaction of business at any duly called annual meeting of the members. Ten percent (10%) of the members of the Association eligible to vote shall constitute a quorum for the transaction of business at any duly called special meeting of the members. In either case, if less than a quorum is present, a majority of the members eligible to vote and present may adjourn the meeting to another time without further notice.

Section 5. Manner of Acting

The act of a majority of the members eligible to vote and present at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 6. Mail Vote

Voting by mail transmitted by the postal service or electronically shall be permitted in lieu of a meeting for any item of business. A mail vote may be called by the Board of Directors or upon written request to the Secretary of at least ten percent (10%) of the members eligible to vote. The act of a majority or more members eligible to vote by a date certain shall be an act of the members.

Article V Dues and Assessments

The combined annual dues for all members of the Association and the Society shall be determined, from time to time, by a vote of the majority of the Association/Society members eligible to vote and present at a special meeting thereof, in person or by proxy, provided that any proposed amount shall have been first approved by the Boards of Directors of the Association and the Society. The Boards of Directors of the Association and the Society shall have the discretion to adjust the amount of annual dues paid by each dues-paying member to each organization, provided that members' combined annual dues are not increased. The time for paying such dues and other assessments, if any, shall be determined from time to time by mutual agreement of the Association and Society Boards of Directors. The membership of any member who is ninety (90) days in default in the payment of any dues or assessments shall be terminated automatically unless such termination is delayed by the Boards of Directors. Under special circumstances, the Boards may waive the annual dues and/or assessments for any member or group of members.

Article VI Officers

Section 1. Officers

The officers of the Association shall be a President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President, which offices shall be filled by those individuals elected or appointed to serve in the same offices in the Society for the same tenure as they serve in the Society.

Section 2. President

The President shall be the principal officer of the Association and shall preside at all membership, Board of Directors, and Executive Committee meetings. The President shall perform all duties and exercise all powers incident to the office of President and such other duties as may be prescribed from time to time by the Board. The President shall be an ex-

officio member of all committees, but shall not vote on any question in any committee except the Executive Committee or where such vote is necessary to break a tie.

Section 3. President-Elect

The President-Elect shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board. In the absence of the President, the President-Elect shall perform the duties of the President.

Section 4. Vice President

The Vice President shall perform such duties as may be assigned from time to time by the President or the Board.

Section 5. Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors and the membership; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; shall be custodian of the corporate records; shall keep a record of the mailing address of each member of the Association; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or the Board. The duties of the Secretary may be assigned by the Board in whole or in part to the Executive Director.

Section 6. Treasurer

The Treasurer shall be the principal accounting and financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association; shall have charge and custody of all funds and securities of the Association, and be responsible therefor, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these Bylaws; shall have an annual audit of the Association's books conducted by a certified public accounting firm; and in general shall perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The duties of the Treasurer may be assigned by the Board in whole or in part to the Executive Director.

Section 7. Immediate Past President

The Immediate Past President shall perform such duties as may be assigned from time to time by the President or the Board.

**Article VII
Board of Directors**

Section 1. Authority and Responsibility

The affairs of the Association shall be managed by a Board of Directors, which shall supervise, control and direct the affairs of the Association, shall determine its policies or changes therein within the limits of the law and of these Bylaws, shall actively promote its purposes and have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition

The Board shall be composed of 18 members as follows: the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Executive Director, two (2) Resident Representatives, and nine (9) Members-at-Large, which positions shall be filled by those individuals elected to serve in the same positions in the Society. In addition, the Executive Director and Resident Representatives shall be non-voting, ex-officio members of the Board. The members of the Board shall serve for the same tenure as they serve in the Society, and each director shall have the same duties and responsibilities with respect to the Association as he or she has with respect to the Society.

Section 3. Regular Meetings

A regular meeting of the Board of Directors shall be held in conjunction with the annual meeting of the members of the Association. The Board may provide by resolution the time, date and place for the holding of a regular annual meeting of the Board and additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the Board may be called by, or at the request of, the President or upon a written request to the Secretary of five (5) members of the Board.

Notice of any special meeting of the Board shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting, provided that notice of any special meeting held by telephone conference call shall be delivered at least twenty-four (24) hours prior to the call. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 5. Quorum

Fifty percent (50%) of the voting members of the Board shall constitute a quorum for the transaction of business at any duly called meeting thereof; provided that, if less than a quorum is present at said meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting

The act of a majority of the Board members present at a duly called meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 7. Resignation and Removal

Any Board member may resign at any time by giving written notice to the Secretary. In addition, any Board member may be removed by an affirmative vote of the individuals who appointed him or her, whenever, in their judgment, the best interests of the Association would be served by such removal. Any resignation or removal of a director from either the Association or Society Board of Directors shall constitute the resignation or removal from both Boards of Directors.

Section 8. Vacancies

Any vacancy on the Board of Directors shall be filled by the individual elected or appointed to fill the corresponding vacancy on the Society Board of Directors.

Section 9. Action by Written Consent

Any action requiring a vote of the Board may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the directors.

Section 10. Meeting by Conference Call

Any action to be taken at a meeting of the Board may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

Article VIII Executive Director

The administrative and day-to-day operation of the Association shall be the responsibility of a salaried staff head or third party organization employed or appointed by, and responsible to, the Board of Directors. The salaried staff head or, in the case of a third party organization, chief staff officer designated by the organization, shall have the title of "Executive Director." The Executive Director shall have the authority to execute contracts on behalf of the Association and as approved by the Board. The Executive Director may carry out the duties of the Secretary and Treasurer of the Association and perform such other duties as may be specified by the Board. The salaried staff head or organization shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Association. The Executive Director shall be a nonvoting, ex-officio member of the Board.

Article IX Committees

Section 1. Standing Committees

(a) Executive Committee

- (i) **Composition.** The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President. In addition, the Executive Director shall serve as a non-voting, ex-officio member of the Executive Committee.
- (ii) **Duties.** The Executive Committee may exercise the authority of the Board in the management of the business and affairs of the Association between meetings of the Board, subject at all times to applicable law, the Articles of Incorporation and Bylaws of the Association and the prior rules, resolutions, and regulations adopted or promulgated by the Board. The Executive Committee will report to the Board of Directors.
- (iii) **Quorum and Manner of Acting.** A majority of the members of the Executive Committee, which must include the President, shall constitute a quorum for the transaction of business. Meetings may be called by the President or by any two Executive Committee members.

(b) Other Standing and Ad Hoc Committees. The Board of Directors shall establish, by resolution, other standing or ad hoc committees having responsibility for educational, socio-economic, and other activities of the Association. Other standing or ad hoc committees may be established by resolution of the Board to carry out the purposes of

the Association. The resolution establishing such a committee shall set forth the committee's purpose and composition.

Section 2. Appointment

Unless otherwise provided by these Bylaws or the resolution establishing the committee, the President shall appoint the chair and members of each committee with the approval of the Board. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association would be served thereby.

Section 3. Vacancies

Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 4. Quorum and Manner of Acting

Unless otherwise provided in these Bylaws or in the resolution establishing a committee, one half of the committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

Section 5. Policies and Procedures

The Board shall develop and approve general policies and procedures for the operation of all committees.

Article X Finance

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Association, 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 Association, 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 Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Secretary.

Section 3. Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Section 4. Bonding

The Board shall provide for the bonding of such officers and employees of the Association as it may from time to time determine.

Section 5. Gifts

The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

Section 6. Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board, and any committees having the authority of the Board. The books and records of account of the Association shall be audited annually by an independent certified public accountant.

Section 7. Fiscal Year

The fiscal year of the Association shall be determined from time to time by the Board; provided, however, that the Association and the Society shall have the same fiscal year.

Article XI Waiver of Notice

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, 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.

Article XII Indemnification of Directors and Officers

The Association shall indemnify all past and present officers, directors, committee members, and other volunteers of the Association to the full extent permitted by the Illinois General Not For Profit Corporation Act and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board.

Article XIII Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by: (i) a vote of the majority of the members eligible to vote and present at a special meeting thereof, in person or by proxy, or (ii) a mail vote conducted pursuant to the requirements of Article IV, Section 6 of these Bylaws; provided that the substance of the alteration, amendment or repeal has been approved by the Board of Directors and submitted in writing to the membership not more than sixty (60) and not less than fifteen (15) days prior to the date by which the same is to be considered.

Article XIV Dissolution

In the event of the dissolution of the Association, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Association, shall transfer all of the remaining assets of the Association (except any assets held by the Association upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to the Society, or, in the event the Society previously has been dissolved or no longer qualifies as exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue statute) (the "Code"), exclusively for those purposes within the meaning of Sections 501(c)(3) or 501(c)(6) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be

disposed of by the court of general jurisdiction of the county in which the principal office of the Association is then located, as in the judgment of such court will best accomplish the general purposes for which the Association was organized.

Article XV
Use of Electronic Communication

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.