

The Arizona Dermatology and Dermatologic Surgery Society Constitution and Bylaws

ARTICLE I

Name

The name of this organization is the Arizona Dermatology and Dermatologic Surgery Society (ADDSS).

ARTICLE II

Objective

The objective of the Society is to encourage the advancement of dermatology and dermatological surgery in Arizona; to promote high ethical standards, fraternal relations among its members and to participate in activities which shall further the welfare of the medical profession and the patients we serve within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

ARTICLE III

Vision

The Arizona Dermatology and Dermatologic Surgery Society will provide members with educational opportunities to help fulfill its commitment to promote the highest level of dermatologic care possible. The Society aims to create awareness of advocacy issues directly impacting the practice of dermatology and dermatological surgery, address pertinent professional issues, and provide opportunities for professional networking.

ARTICLE IV

Membership

There shall be three classes of membership:

- a) Fellows. Members in this class shall be limited to physicians duly licensed in the State of Arizona, whose practice or professional activities are limited to Dermatology, Dermatological surgery or Dermatopathology. A Fellow must be certified or be board eligible by the American Board of Dermatology or American Board of Osteopathic Dermatology or American Board of Dermatopathology. Fellows shall be required to pay dues, and shall have full membership rights, including the right to participate in discussions, to vote, to hold office and to serve on committees.

- b) Affiliates. Affiliates shall be health care professionals working in the field of dermatology and dermatologic surgery under the active employment of a Fellow of the society. Affiliates shall enjoy all privileges of Fellows, including that of participation in scientific discussions and other scientific conferences held by the Society and will be required to pay dues. They shall not be able to vote, nor hold elective office, nor attend business meetings.

The above classes of membership shall be obligated to pay all dues and assessments imposed on members as described in Article VIII.

c) Emeritus Members. Fellows in good standing who have retired from the practice of medicine may, at their discretion, request transfer to emeritus status. Emeritus members shall have all the privileges of Fellows, except the right to vote or hold elective office. It is expected that they will continue to share their experiences and knowledge. They shall be exempt from payment of dues and assessments.

Article V

Election to Membership

a) An applicant for membership shall complete an official Society membership application form and be endorsed by one Fellow of the Society. Upon review of the application the applicant's name will be discussed at the next meeting. Election to membership requires Board approval and a majority vote of the members present and voting at a business meeting of the ADDSS.

Article VI

Termination of Membership

- a) Any member in good standing may tender his/her resignation in a written communication to the Secretary-Treasurer, which shall be read at the next meeting.
- b) Any member who has failed to pay dues for a period of 12 months after initial billing and without adequate explanation therefore shall be declared not in good standing. Written notice of this change in status shall be sent by the Secretary-Treasurer to the member. He or she shall then be ineligible to participate in the discussion of regular business, to vote, or to hold office. Failure to pay dues for a period of 24 months from the date of initial billing without adequate explanation thereof shall result in termination of membership, and written notice of this change of status shall be sent by the Secretary-Treasurer to the member. Upon payment of delinquent dues and assessments, a member may be reinstated at any regular meeting by affirmative vote by a majority vote of the Board.
- c) The Board may vote at a regular or special meeting to censure, suspend for a definite period, or expel any member when such action is deemed to be in the best interest of the Society. However, before such action shall be taken, due notice in writing shall be sent by registered mail to the accused member at least fourteen days prior to the date of the proposed meeting, at which time he/she may appear to defend him/herself and appeal. The voting on a motion to censure, suspend, or expel, shall be by affirmative vote of three-fourths of the Board in order for the motion to pass.

Article VII

Officers

- a) The officers of the Executive Board shall be President, Vice President, Secretary-Treasurer, and the immediate past-President, all of whom shall be Fellows of the Society. The Vice President shall automatically succeed to the Presidency for the years immediately following his/her term as Vice President.
- b) Nomination Any eligible member of the Society or any member of the Executive Board who wishes to be considered for a position as an officer or Board member of the Society must submit his or her name to the current President. Additionally, any member of the Society or any member of the Executive Board may submit the name of another Society member for consideration for an officer position by submitting the name of that individual to the President.
- c) Election. Election of officers and Board members shall take place at any membership business meeting of the Society, at which time the Secretary-Treasurer shall read the list of proposed candidates. Additional nominations may then be made from the floor. The voting on all candidates shall be by voice vote, unless a closed ballot is requested by a majority of Board members present. An affirmative vote of the majority of voting members present shall be required to elect. Additionally, the President may request an email election. The President will first send an email to all Members requesting nominations for specific officers and/or Board membership. One week later a Ballot with the nominees will be sent to all Members. The Executive Board will decide how many Board positions are available to be filled for that election. An affirmative vote of the majority of voting members who reply shall be required to elect an officer. The nominees for Board members will be elected based on their ranking of votes obtained.
- d) Term of Office. d) Term of Office. The term of office of all elective officers and Executive Board members shall be for two years. They shall enter upon their duties once they are notified by the President that they have been voted in. A member shall serve no more than 3 terms as a Board Member. Only 2 of those terms can be consecutive. Neither the President nor the President-Elect shall be eligible to succeed him/herself for the year immediately following his/her term of office.
- e) Duties. The officers shall have the authority and shall perform the duties customarily pertaining to their respective offices, and such other authority and duties as shall be in conformity with this constitution, these bylaws and the administrative regulations of the Society. It shall be the obligation of retiring officers to transfer all records and property of the Society into the possession of their successors as soon as appropriate.
- f) Removal from Office. The Society may vote at a regular or special meeting to remove any officer from office when action is deemed to be in the best interest of the Society. However, before such action shall be taken, due notice shall be sent by registered mail to the accused officer at least fourteen days prior to the date of the

proposed meeting, at which time he/she may appear to defend him/herself and appeal. The voting on a motion to remove from office shall be by ballot, and an affirmative vote of three fourths of the members of the Board shall be required for the motion to pass.

g) Vacancies. In the event of a vacancy occurring in the office of the President, the Vice President shall assume the vacant office immediately and shall serve for the unexpired term. Other vacancies occurring between any membership meeting of the Society shall be filled by appointment of the Executive Board for the unexpired time. Service in office to fill a vacancy shall not preclude candidacy for the same or other elective office in the following year.

Article VIII Dues and Assessments

a) Annual Dues: There shall be an assessment of dues in each fiscal year. The Board shall set the dollar amount of annual dues for each membership class from time to time as set forth in the administrative regulations.

b) The Society shall have the power to levy additional assessments on each member upon approval by a majority of the votes cast using a ballot vote of the membership. The passage is dependent upon majority of votes received.

c) The Executive Board shall have the authority, at its discretion to absolve any member in good standing from the payment of dues and assessments.

d) No part of earning or assets will inure to the benefit of any individual, other than reimbursements for expenses incurred on the Society's behalf.

Article IX Meetings

a) Executive Board Meetings. The Executive Board shall meet in person or via telephone conference at least two times a year to discuss the direction of the Society and to conduct any necessary business .

b) Membership Society Meeting. A meeting of the Society can be called by the Executive Board or upon the request of ten percent of the membership. If an Annual Meeting or any other membership meeting is held, it should be designated by the Executive Board. The meeting will be an educational, legislative, and /or professional networking meeting. It is recommended that the Annual Meeting have an exhibit hall with vendors to cover costs of the meeting along with a registration fee for attendees. A business meeting (including regular meeting business) will take place at the Annual Meeting.

Article X

Amendments

Any member in good standing may submit to the Secretary-Treasurer an amendment to the bylaws. A proposal to amend the constitution and bylaws may be presented in writing by any member in good standing, and read to the members at any designated membership business meeting. Society members must receive the proposed amendment no less than thirty days prior to the date upon which voting will take place. The vote on a motion to amend the Constitution and by-laws shall be by voice vote unless a closed ballot is requested by a majority of members present. An affirmative vote by two-thirds of the voting members present or voting by proxy ballot shall be required for the motion amendment to pass.

Article XI

Conduct of Meetings

- a) Quorum: a quorum shall consist of a simple majority of the Executive Board, committee or ad hoc committee that is meeting.

- b) The order of business at meetings shall be as follows:
 - 1. Call to order.
 - 2. Reading of the minutes of the preceding meeting.
 - 3. Unfinished Business.
 - 4. New Business.
 - 5. Statement of Incoming President.
 - 6. Presentation of awards and Honorary Membership.

Article XII

Duties of Officers

- a) President : The President shall be responsible for overseeing the planning and overall production of the business and educational aspects of the Society's annual meeting. He/ she shall appoint all standing and necessary committees, and coordinate speakers for the annual meeting. The President shall work closely with the Vice President on these matters.

- b) Vice-President: The Vice-President shall succeed the President and perform duties as are delegated or assigned by the president. The Vice President shall assume responsibilities of the President in the President's absence.

c) Secretary-Treasurer: The Secretary-Treasurer shall supervise, oversee and conduct the financial business of the Society, including the collection of all dues and assessments and the establishment of proper accounting procedures for handling the Society's funds. The Secretary-Treasurer shall help the other officers develop the annual meeting, provide minutes of the meeting, as well as report the financial condition of the Society to all members at the annual meeting..

Other duties and responsibilities shall be outlined in the administrative regulations of the Society.

Article XIII

Fiscal year

The fiscal year shall be established by the Executive Board of the society.

Article XIV

Dissolution

On dissolution of the society, all funds remaining will be distributed to any qualified organization or Society selected by a majority vote of the members.

Article XV

In all matters not specifically covered in this constitution and these bylaws, the procedures established in the latest edition of "The Standard Code of Parliamentary Procedure", by Alice Sturgis, published by McGraw-Hill Company, shall prevail.

Article XVI

Administrative Regulations

Section 1. Establishment

The Executive Board shall by majority vote establish a body of administrative regulations to govern the organization and operation of important aspects of the Society. Such administrative regulations shall include the mission statement of the Society and cover such matters as are specifically required by these by-laws, including the organization and operation of the committee structure of the Society, procedures for hearings on denials of membership, procedures for the nomination and election of officers and directors, the duties and authority of the Executive Director, the fiscal year of the Society and such other important administrative matters as the Executive Board shall deem appropriate.

Section 2. Publication

The administrative regulations adopted by the Executive Board shall be available

to any member of the Society upon written request to the Secretary-/Treasurer.

Section 3. Amendment

The administrative regulations of the Society may be amended by a majority vote of the Executive Board at any meeting by a two-thirds vote, provided that notice of any proposed amendment shall have been given to each Board member not less than 14 nor more than 30 days prior thereto.