

**AMERICAN DERMATOLOGICAL ASSOCIATION, INC**



**BY-LAWS AND  
ADMINISTRATIVE REGULATIONS**

**January 2024**

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**AMERICAN DERMATOLOGICAL ASSOCIATION,  
INC. BYLAWS**

**ARTICLE I - NAME AND OBJECTIVES**

Section 1. Name

The name of this Association is the AMERICAN DERMATOLOGICAL ASSOCIATION, INC., (hereinafter referred to as the "Association").

Section 2. Objectives

The objectives of the Association are:

- (a) The promotion of dermatology in all its aspects.
- (b) The promotion of the highest standards in clinical practice, medical education, and research.
- (c) The promotion of cordial relationships among leaders in the specialty of dermatology.
- (d) **Mission Statement:**  
The American Dermatological Association recognizes, discusses, and develops solutions for problems in the area of dermatologic health care, research and education.
- (e) **Vision Statement:**  
The American Dermatological Association maintains a leadership role in initiatives that advance the field of dermatology through research, education, and advocacy to advance the care and treatment of patients with skin disease. As an independent, non-profit, self-funded organization, the American Dermatological Association provides objective analyses and recommendations regarding the complex challenges faced by dermatology via stewardship and collaboration with other organizations committed to the ongoing process of advancing the field of dermatology in the house of medicine. The American Dermatological Association is funded entirely from membership dues and donations. There are no external or commercial sources of support; the organization has not accepted commercial sources of support (e.g., pharmaceutical companies or device manufacturers).

## **ARTICLE II - MEMBERSHIP**

### Section 1. General

Membership in the Association shall be by invitation after proposed new members are vetted and elected by existing members of the Association based upon their contributions to the field of dermatology.

### Section 2. Classes of Membership

The Association's membership shall consist of Active, Senior, Life, Associate Physician, Associate Non-Physician, International Honorary, Life Sustaining, and Honorary Members.

### Section 3. Eligibility, Rights, and Obligations of Membership

The eligibility requirements for, and the rights and obligations of, members of each class of membership shall be as follows:

- (a) Active Members shall be citizens or permanent resident aliens of the United States (including its possessions), or Canada, and have been certified by the American Board of Dermatology (ABD), the American Osteopathic Board of Dermatology (AOBD), the combined AOBD (AOBD combined with the ABD) or shall have passed the Fellowship Examination in Dermatology given by the Royal College of Physicians and Surgeons of Canada, at least ten years previous to proposal for membership. Active Members shall have full membership rights as recognized under customary parliamentary practice, including, but not limited to, the rights to attend meetings of the Association, to participate in discussion, to vote, to be a candidate for elective office, and to accept appointment to committees. Active Members shall be obligated to pay all dues and assessments imposed on Active Members under Article VIII of these Bylaws and shall be obligated to observe all Bylaws and Administrative Regulations of the Association. There shall be no more than two hundred fifty (250) active members in the Association. No more than twenty (20) active members may be elected annually. A senior member may be considered for membership at the discretion of the membership committee and

the board of directors.

- (b) Senior Members shall be members of twenty (20) years standing, or members who have attained the age of sixty-five (65), who shall automatically be transferred from active membership status. They shall have all the privileges and obligations of Active Members except that senior members have no requirement for meeting attendance after their first attendance.
- (c) Life Membership is offered to any existing member who has reached age 75 and who is considered retired as approved by the Secretary Treasurer. Life Members will have all the rights of Active Members but are exempt from payment of dues and assessments. Life Members have no requirement for meeting attendance.
- (d) Associate Physician Members shall be allopathic or osteopathic physicians who are not certified by the American Board of Dermatology or the Osteopathic Board of Dermatology, or who have not passed the Fellowship Examination in Dermatology given by the Royal College of Physicians and Surgeons of Canada and who have made significant contributions to dermatology or to related fields. Associate Physician Members shall have full membership rights as recognized under customary parliamentary practice, including, but not limited to, the rights to attend meetings of the Association, to participate in discussion, to vote, to be a candidate for elective office, and to accept appointment to committees. Associate Physician Members shall be obligated to pay all dues and assessments imposed on Active Members under Article VIII of these Bylaws and shall be obligated to observe all Bylaws and Administrative Regulations of the Association. Associate Physician Members are eligible for Senior and Life Member status on the same terms as Active Members.
- (e) Associate Non-Physician Members shall be non-physicians who are residents of the United States (including its possessions) or Canada who have made significant contributions to dermatology or to related fields. They shall have all the privileges of Active Members except the privileges of voting and of serving in any elective office. They shall be exempt from payment of dues and assessments.
- (f) International Honorary Members shall be dermatologists of

distinction residing outside the United States, its possessions, and Canada who are individuals of exceptional stature in their own country and in international dermatology. They shall be entitled to all the privileges of Active Members except the privileges of voting and of serving in any elective office. They shall pay reduced dues as established by the Board of Directors.

- (g) Honorary Members shall be Senior Members of the Association who have made truly extraordinary contributions to the scientific, educational, or administrative aspects of the specialty of dermatology. They shall have all the privileges and obligations of Senior Members. They shall pay reduced dues as established by the Board of Directors.
- (h) Life Sustaining Members are those members who have opted to pay a one-time membership fee as determined by the Board of Directors. Life Sustaining Members shall enjoy all the privileges of active members. Life Sustaining Members are eligible for Senior and Life Member status on the same terms as Active Members. Life Sustaining Members must abide by all the rules and regulations of the organization in order to maintain their active membership including the obligations of meeting attendance.

### **ARTICLE III - ELECTION TO MEMBERSHIP**

#### Section 1. Proposal for Membership

- (a) To be eligible for active or senior membership, a candidate must be nominated by an existing Association member in good standing and the nomination must be made in writing or by email and be received by the Secretary/Treasurer of the Association and the Chair of the appropriate membership committee by the deadline determined and announced by the leadership of the Association. The membership committee will review the candidates' qualifications and the Secretary Treasurer, or his/her designee will present the names of the nominees orally at the last Executive Session of the annual meeting. Nominees must be seconded by a member in good standing to be considered for membership.
- (b) Following deliberation and approval by the Membership Committees and the Board of Directors, the membership committees shall present their recommendations of candidates for

election to the various classes of membership. Voting will take place according to Article III, Section 3.

## Section 2. Review and Evaluation

- (a) The records of all candidates for membership will be reviewed and evaluated by the Committee on Membership to ensure that minimum standards and qualifications have been met as determined by the Board of Directors.
- (b) The records of all candidates for Associate, International Honorary, and Honorary Membership will be reviewed and evaluated by the Committee on Membership.
- (c) The Membership Committee shall send the list of nominees for membership to the Board of Directors for information purposes at least thirty (30) days before the annual meeting. Election to the membership shall be in accordance with Article III, Section 3.

## Section 3. Election

- (a) The name of each candidate recommended by the Committee on Membership shall be submitted to a vote of the members at least 90 days prior to the next annual meeting. Voting on all candidates shall be by ballot.

## Section 4. Termination of Membership

All the rights and privileges of any members as a member of the Association, includes but is not limited to, all rights to vote, to hold office, and to attend meetings. All rights, title, and interest in or to the Association, its name, good will, and property, shall cease for all purposes on the termination of membership.

- (a) Death. Membership in the Association shall terminate, without any action by the Association, upon the death of the member concerned.
- (b) Failure to Attend Meetings. If any Member shall fail to attend meetings as required by the Administrative Regulations without an excuse acceptable to the Secretary-Treasurer or Board of Directors, such member's membership shall terminate upon presentation by the Secretary-Treasurer to the Board of Directors of a report of such failure. Members will be offered a one-time exception to attendance requirements provided they pay the fee for meeting attendance and commit to attending

two meetings within the subsequent three (3) years. Excused absences shall not count either as an absence or attendance in determining consecutive meeting attendance. This report shall be presented to the Board of Directors at their next meeting following the annual meeting at which the delinquency became complete, and such member shall be notified by mail of the termination of their membership.

- (c) Reinstatement. At any annual meeting after a member has resigned or has been terminated for nonattendance, a member who gives the Secretary/Treasurer of the Association written notice at least thirty (30) days before the annual membership meeting may move for reinstatement. Reinstatement procedures are further described in the Administrative Regulations.
- (d) Expulsion. If any member is charged with conduct prejudicial to the best interests of the Association, or with failure to exhibit an interest in dermatology, or with any offense against the Association, its purposes, its reputation, or its property (other than delinquencies provided for in the preceding section of Article III), a written statement of such charges shall be signed by the Secretary/Treasurer on his/her own initiative or on the written request of any member, and such statement shall be presented to the Board of Directors. The Board may, by majority vote, a quorum being present, order the Secretary/Treasurer to send the accused member a copy of the charges together with notice to present a defense to the Board at a meeting of the Board to be held at least thirty (30) days after the sending of such notice. A majority of the members of the Board of Directors must be present at this meeting. At the meeting, the Board shall consider any defense to the charges and shall determine, by majority vote, whether the accused member shall be exonerated, censured, or expelled. If the Board of Directors votes in favor of expulsion, a report of the proceeding shall be made by the Board of Directors to the accused member and to the next annual membership meeting of the Association, and a vote of the members shall be taken by ballot on approval of the report. If 3/4ths of the members present and voting at such meeting vote in favor of the report of the Board of Directors, the accused member's membership shall terminate forthwith.
- (e) Non-payment of dues: If a member is more than two (2) years



in arrears, membership will be terminated by action of the board of directors at it's next meeting automatically.

## **ARTICLE IV - MEETINGS OF MEMBERS**

### **Section 1. Annual Meeting**

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

### **Section 2. Special Meetings**

Special meetings of the members of the Association may be called by a majority vote of the Board of Directors, or by written or electronic petition signed by fifty (50) percent of the total voting members of the Association in good standing. Special meetings may be held in person or virtually at any place as designated by the Board of Directors or the petition of members. An agenda must be circulated at least 10 days prior to the meeting.

### **Section 3. Notice**

Notice of any annual or special meetings of the members shall be given at least sixty (60) days prior thereto to each member of the Association. Such notice shall state the place, date, and time of the meeting and in case of a special meeting shall also state the purpose or purposes for which it is called.

### **Section 4. Quorum**

Twenty (20) percent of the total voting membership of the Association in good standing shall constitute a quorum for the transaction of any and all business at any meeting of members. There shall be no representation by proxy at any meeting of members.

### **Section 5. Voting**

Unless otherwise required by these Bylaws, all questions shall be determined by the vote of a majority of the members present and voting at the meeting. There shall be no voting by proxy or by cumulative voting. Voting may be by voice, by show of hands, by rising, or by electronic methods, except that voting shall be by secret ballot for election to all categories of membership, disciplinary proceedings, or when a secret ballot is requested by a majority vote.

## Section 6. Order of Business

The regular order of business at any annual or special meeting of members shall be as established in the Administrative Regulations of the Association.

## **ARTICLE V - THE BOARD OF DIRECTORS**

### Section 1. Powers

- (a) The affairs of the Association shall be managed by the Board of Directors, who shall have and may exercise all the powers of the Association, except as required by these Bylaws to be exercised otherwise.
- (b) The President, with the advice and consent of the Board of Directors, shall appoint members to open positions on all committees established or authorized by these Bylaws.

### Section 2. Composition and Term of Office

The Board of Directors shall consist of five (5) elected directors, and the officers of the Association, who shall be ex officio directors, and who shall have voting rights unless otherwise specified in Article VI, Section 3. The elected directors shall enter upon their duties at the close of the annual membership meeting at which they have been elected, and shall serve for a term of five (5) years and until their successors have been duly elected and qualified; provided, however, that the term of the elected directors shall be staggered so that one (1) director shall be elected at each annual meeting to succeed the director whose term is to expire at the end of that meeting.

One member elected within the previous five years will also serve as a representative to the Board for a 2-year term. No member of the Board of Directors who has served four (4) or more years of a five (5)-year term shall be eligible for re-election. The officers of the Association shall serve as members of the Board of Directors during their term as officers. Ex officio directors shall have the same rights, authority, and responsibilities as the elected directors. Past officers of the organization who have completed their terms may only attend meetings of the Board of Directors upon invitation by the Board of Directors or the Executive Committee.

### Section 3. Nomination and Election

The Nominating Committee shall present to the Secretary/Treasurer, no later than ninety (90) days prior to the annual meeting of members of the Association, the names of one candidate for each position on the Board of Directors to be filled at the next annual meeting.

The Secretary/Treasurer shall send the names of the candidate(s) nominated by the committee to all members at least sixty (60) days prior to the annual meeting. Any five voting members of the Association may make additional nominations of members, who have consented to serve, by notifying the Secretary/Treasurer in writing at least thirty (30) days before the annual meeting. The Secretary/Treasurer shall send to the members the names of the additional candidates so nominated at least fifteen (15) days before the annual meeting. Nominations shall not be accepted from the floor.

An affirmative vote of the members present shall be necessary for the election of a director. If there are more than two candidates, and if no candidate receives a majority, the name of the persons who received the fewest votes will be deleted from the ballot and the process repeated until a candidate receives a majority.

### Section 4. Vacancies

Vacancies on the Board of Directors that arise prior to the end of a term shall be filled by the Board, with the person so selected to serve until the next annual meeting of the members. The Director so selected shall be eligible to stand for election to a full term at the next scheduled election. If a vacancy occurs so that it will be filled at a regular election, and if sufficient time is not available for nominations by members prior to the meeting, nominations may be made from the floor.

### Section 5. Meetings

- (a) Regular meetings of the Board of Directors shall be held immediately before the annual meeting of the Association, or during the meeting, or both, and no notice shall be necessary to the validity of any such regular meeting.
- (b) Special meetings of the Board of Directors may be called by the

President or by any three (3) Directors at such place and time as the Board may determine, with proper notice, as defined in Article V, Section 5(c). Notice stating the place, date, and time, and in the case of special meetings, the purpose, or purposes, of each meeting of the Board of Directors, shall be delivered to each director at least two (2) weeks before the date of the meeting. The final meeting of the Board of Directors, held after the election of the new officers, will be attended by the remaining members of the Board, the out-going members of the Board, and the in-coming members of the Board. It will be chaired by the incoming President.

- (c) At any meeting of the Board of Directors, a majority of the members of the Board shall constitute a quorum for the transaction of business.
- (d) The act of a majority of the directors present and voting at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by these Bylaws.

#### Section 6. Action Without a Meeting

Under emergency situations, or as otherwise delegated by the Board of Directors, an action that may be taken at a meeting of the Board of Directors may be taken by the Executive Committee (composed of the President, President-elect, Vice President, and Secretary-Treasurer). Emergency actions taken by the Executive Committee shall then require approval or disapproval by a majority vote of the Board of Directors at a duly called meeting. Minutes from the Executive Committee meetings shall be sent within 3 business days to the Board of Directors. If there is a majority of the other Board members that objects to a decision made by the Executive board, there must be a meeting of the board.

### **ARTICLE VI - OFFICERS**

#### Section 1. Number, Titles, and Qualifications

In addition to the five elected directors, the officers of the Association, who shall serve as ex-officio members of the Board of Directors, shall be, a President, a President-Elect, a Past-President, a Vice President, a Secretary/Treasurer (who shall serve one year as Assistant Secretary/Treasurer as provided in

Section 2(B)(iii) of this Article), and an Archivist/Historian. Only Active, Senior, and Honorary members in good standing shall be eligible to hold office in the Association. No officer, except the Archivist/Historian, may serve in the same office for consecutive terms, and no two (2) offices may be held simultaneously by the same person, although directors may serve on committees at the discretion of the Secretary Treasurer or President from time to time as needed.

## Section 2. Nomination, Election, and Term

- (a) The Nominating Committee shall act according to Article V, Section 3, acting in accordance with these Bylaws, shall present to the Secretary/Treasurer for review by the Board of Directors the name of a candidate for each office except the Assistant Secretary-Treasurer to be filled at the annual meeting of members of the Association. The selection of a candidate for Assistant Secretary/Treasurer will be selected by a special committee as described in Article IX, Section 2.-The candidates will be presented no later than sixty (60) days prior to the annual meeting of the members of the Association. Additional nominations may be made by the voting members of the Association at the first session of the annual meeting. Anyone nominated by the Nominating Committee, or from the floor, must have given prior consent. The affirmative vote of a majority of the members present shall be necessary for the election of any officer.
- (b) The terms of office of the officers shall be as follows:
  - (i) The President-elect shall serve for a term of one (1) year, commencing at the end of the annual membership meeting at which the election takes place and terminating at the end of the next annual membership meeting.
  - (ii) The President shall serve for a term of one (1) year, commencing at the end of the annual membership meeting at which his/her predecessor has presided and terminating at the end of the next annual membership meeting.
  - (iii) The Past-President shall serve for a term of one (1) year, commencing at the end of the annual meeting at which he/she presided and terminating at the end of the next annual membership meeting.

- (iv) The Vice-President shall serve for a term of one (1) year, commencing at the end of the annual membership meeting at which the election takes place and terminating at the end of the next annual membership meeting, except as provided in Section 4(a) of this Article.
- (v) The Secretary/Treasurer shall serve for a term of six (6) years (during the first year of which the office shall be entitled the Assistant Secretary/Treasurer), commencing at the end of the annual membership meeting at which the election takes place and terminating at the end of the sixth annual membership meeting following.
- (vi) The Assistant Secretary/Treasurer shall serve for a term of one (1) year, commencing at the end of the annual membership meeting at which the election takes place and terminating at the end of the next annual membership meeting.
- (vii) The Archivist/Historian shall serve for a term at the pleasure of the board.

### Section 3. Powers and Duties

The powers and duties of the officers of the Association shall be as follows:

- (a) The President shall be the presiding officer at all meetings of the membership of the Association, shall be an ex officio member of the Board of Directors and the presiding officer at meetings of the Board of Directors and the Executive Committee, and shall be an ex officio member of the Education and Program Committees. The President shall perform all duties and exercise all powers that are by law or customary parliamentary practice incident to the office of President, and such other duties as may be determined by the Board of Directors.
- (b) The Vice-President shall be an ex officio member of the Board of Directors, a member of the Executive Committee and shall perform the duties and exercise the powers of the President in the event of the absence, or inability to act, of the President. The Vice-President shall also perform the duties and exercise

the powers that are by law or customary parliamentary practice incident to the office of Vice-President, and such other duties and powers as may be determined by the Board of Directors or the President.

- (c) The Secretary-Treasurer shall be an ex-officio member of the Board of Directors, a member of the Executive Committee, an ex-officio member of the Membership and Program Committees: shall be an ex-officio member and chairperson of the Site Committee; shall keep minutes of all meetings of the members, and of the Board of Directors, and shall send a copy of these minutes to each member; shall see that all notices are duly given in accordance with law and these Bylaws; shall be custodian of records; shall keep a roster of the members of the Association; shall notify the members of proposed amendments to these Bylaws; shall notify individuals of their election to office, their appointment to committees, their election to membership; shall be the principal accounting and financial officer of the Association; shall be responsible for maintenance of adequate books of account for the Association; shall be responsible for the receipt and disbursement of the funds of the Association; and shall, in general, perform all duties and exercise all powers that are by law or customary parliamentary practice incident to the office of Secretary/Treasurer, and such other duties and powers as may be determined by the Board of Directors.
- (d) The Assistant Secretary/Treasurer shall be an ex officio member of the Board of Directors, a member of the Executive Committee, an ex officio member, without vote, of the Membership Committee, and an ex officio member of the Program Committee; shall generally assist the Secretary-Treasurer in the performance of the duties of the Secretary/Treasurer; and shall perform such other duties and exercise such powers as may be determined by the Board of Directors, the President, or the Secretary/Treasurer.
- (e) The immediate Past-President shall be an ex officio member of the Board of Directors, and an ex officio member, without vote, of the Nominating Committee.
- (f) The President-elect shall be an ex officio member of the Board of Directors, and a member of the Executive Committee.

- (g) The Archivist/Historian shall be an ex officio member, without vote, of the Board of Directors and shall provide for the maintenance and safekeeping of records or materials relating to the Association that may have substantial historic value, and shall, in general, perform all duties and exercise all powers that are by law or customary parliamentary practice incident to the office of Archivist/Historian.

#### Section 4. Vacancies

- (a) In the event of a vacancy in the office of President, the Vice-President shall succeed to the office of President and serve as President until the end of the next annual membership meeting.
- (b) In the event of a vacancy in the office of Vice-President, the Board of Directors shall elect a new Vice-President to serve until the end of the next annual membership meeting.
- (c) Vacancies in the offices of Secretary/Treasurer, or Archivist/Historian that arise prior to the end of a term shall be filled by the Board, with the person so selected to serve until the next annual meeting of the members, except that if a vacancy occurs in the last year of the term of the Secretary/Treasurer, the Assistant Secretary/Treasurer shall succeed to the office of Secretary/Treasurer and serve as Secretary/Treasurer until the end of the sixth annual membership meeting following such succession. Candidates for a full 5-year term of office will be nominated and elected as provided in Section 2 of this Article, except that the time periods for notification may be varied if the date the vacancy occurs makes it impossible, or unreasonably difficult, to meet those time periods. Every effort shall be made to notify members of the nomination prior to the annual meeting and, if an insufficient time is available for nominations by members prior to the meetings, nominations may be made from the floor.
- (d) The Board of Directors may establish in the administrative regulations of the Association a line of succession to the office of President, so that the Association will not be left without a chief executive officer in the event of simultaneous vacancies occurring in the offices of President and Vice-President.



## **ARTICLE VII - ADMINISTRATIVE REGULATIONS**

### Section 1. Establishment

The Board of Directors shall by majority vote establish a body of Administrative Regulations to govern the organization and operation of important aspects of the affairs of the Association. Such Administrative Regulations shall cover such matters as are specifically required by these Bylaws, including the organization and operation of the committee structure of the Association, procedures for the nomination and election of officers and directors, the fiscal year of the Association, and such other important administrative matters as the Board of Directors may deem appropriate.

### Section 2. Amendment

The Administrative Regulations of the Association may be amended by the Board of Directors at any meeting by a majority vote, provided that notice of any proposed amendment shall have been given to each director at least thirty (30) days prior thereto.

## **ARTICLE VIII - DUES AND ASSESSMENTS**

### Section 1. Approval of Dues

Changes in the amount of the annual dues shall be established upon the recommendation of the Board of Directors and submitted to the membership for approval by a majority vote of the voting members at an executive session during an annual meeting of the members of the Association.

### Section 2. Assessment Levy

The Association may, by a vote of the majority present at any membership meeting, levy an assessment on its members not exceeding in any one (1) year an amount equal to annual dues for such year, which assessment shall be payable within six (6) months after such meeting.

### Section 3. Waiver of Dues and Assessments

Any Active Member in good standing may be absolved, for sufficient reason including retirement, by the Board of Directors, with the member's consent, from the payment of dues for a particular period or for payment of a particular assessment.

### Section 4. Sanctions for Failure to Pay.

- (a) Any member whose dues or assessments are overdue by ninety (90) or more days shall be ineligible to vote or to be a candidate for elective office.
- (b) Any member who shall fail to make full payment of dues or assessments for two (2) years, within ninety (90) days of the due date therefore established by the Board of Directors, shall be given notice by the Secretary/Treasurer that the membership of the member concerned will be terminated thirty (30) days thereafter unless all delinquent dues and assessments are paid within that period. Members will be offered a one-time exception to attendance requirements if they pay the fee for meeting attendance and commit to attending two meetings within the subsequent three (3) years.
- (c) If the delinquent member neither makes payment in full during the grace period nor provides to the Board of Directors an explanation satisfactory to the Board of Directors for nonpayment, then the Secretary/Treasurer shall remove the name of the delinquent member from the membership rolls of the Association, and notify the member concerned of this action.

## **ARTICLE IX - COMMITTEES**

### Section 1. Standing Committees

The Board of Directors shall provide in the Administrative Regulations of the Association for such standing committees as it

may deem appropriate. The standing committees shall include, but not by way of limitation, the following: Executive Committee, Auditing Committee, Membership Committee, Nominating Committee, and Program Committee. The purpose, duties, powers, and composition of these standing committees shall be provided for in the Administrative Regulations of the Association. Other duties may be assigned to committees as deemed necessary by the Board of Directors. Appointment to committees will be made according to Section 1(b) of Article V.

## Section 2. Special Committees

The Board of Directors may from time to time establish such special committees as it may deem appropriate for the conduct of the affairs of the Association. The purposes, duties, powers, composition, and appointment of all special committees shall be determined by the Board of Directors.

Notwithstanding any other provisions of these Bylaws or the administrative regulations of the Association, a new standing committee may be created, or any standing committee may be terminated, by action of the Board of Directors or the membership in accordance with the procedures for amendment of the administrative regulations as established in Article VII, Section 2, of these Bylaws.

## Section 3: Membership Committee

Committee members will serve for a term not to exceed six (6) years maximum.

If a vacancy should arise, the President of the ADA will appoint a member in good standing to fill the remainder of that person's term.

The person appointed to fill a vacancy can be reappointed for a full six (6) year term but only if their participation as a replacement on this committee has been for less than two (2) years.

The Chairperson of this committee will have a term of one (1) year in the sixth (6<sup>th</sup>) year of their participation on this committee. If a vacancy occurs with the person next up for Chair, the next committee member in line will step up and serve as chair for two years, in their 5<sup>th</sup> and 6<sup>th</sup> year as a member of this committee.

#### Section 4: ADA representation in the AMA House of Delegates

The ADA representative to the AMA House of Delegates serves at the pleasure of the board.

### **ARTICLE X - FINANCE**

#### Section 1. Fiscal Year

The fiscal year of the Association shall be on a calendar year basis.

#### Section 2. Audit

The Association shall provide for a periodic audit of the financial records of the Association by an independent certified public accountant as soon as possible after the close of the fiscal year in intervals established by the Board of Directors. The audit must be submitted to the President within ninety (90) days. The President shall transmit this report to the Board of Directors within thirty (30) days of its receipt. The Chair of the Audit Committee or designee shall make a report to the members of the results of the independent audit at each annual membership meeting. A written summary of that report shall be provided to the members within 90 days after the annual meeting ends.

#### Section 3. Contracts

The Board of Directors may authorize any officer or officers, or 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 4. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer, officers, agent, or agents of the Association 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 instruments shall be signed by the Secretary-Treasurer or the Assistant Secretary/Treasurer.

#### Section 5. Deposits

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

### **ARTICLE XI - MISCELLANEOUS**

#### Section 1. Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of all meetings of members and of the Board of Directors.

#### Section 2. Notice

Whenever, under applicable law, these Bylaws, or the Administrative Regulations of the Association, notice is required to be given to any member or director or committee member, such notice may be given in writing, by mail, or electronically addressed to such member or director or committee member at the address recorded on the records of the Association.

#### Section 3. Parliamentary Procedure

All questions of parliamentary procedure or practice regarding the affairs of the Association, including the conduct of meetings of members, of the Board of Directors, or of any committee, shall be governed by the current edition of the Standard Code of Parliamentary Procedure, except as otherwise specifically provided by these Bylaws or the Administrative Regulations of the Association.

#### Section 4. Indemnification

The Association may, by resolution of the Board of Directors, provide for indemnification by the Association 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 Association, 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 to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## **ARTICLE XII - BYLAW AMENDMENTS**

### **Section 1. Voting Proposals Approved by the Board of Directors**

Any proposed Amendment to these Bylaws that shall have been approved by the Board of Directors by a two-thirds vote may be adopted by a two-thirds vote of the members as described in the Administrative Regulations. Notice of any such proposed amendment shall have been sent to all members of the Association not less than thirty (30) days before the vote.

## **ADMINISTRATIVE REGULATIONS**

Re Article II, Section 3  
Eligibility, Rights, and Obligations of Membership

### **Dues:**

Active and Associate Physician members shall be obligated to pay all dues and assessments imposed under Article VIII of the Bylaws. Life and International Honorary Members shall pay reduced dues in an amount established by the Board of Directors and shall be exempt from payment of assessments. Honorary, and Associate Non-physician members are exempt from payment of dues and assessments. Life Sustaining members have paid a one-time fee determined by the Board of Directors and will be exempt from any additional annual dues.

### **Meeting Attendance:**

Active and Associate Physician members shall attend 1 annual meeting of the Association every three (3) years. Members who have achieved Life, or Honorary status, and Associate Non-Physician are exempt from the meeting attendance requirement. International Honorary members shall attend one (1) annual meeting every six (6) years until they achieve Life status. Members will be offered a one-time exception to attendance requirements if they pay the fee for meeting attendance and commit to attending two meetings within the subsequent three (3) years.

Re Article II, Section 3(c) Life Membership

(a) "Substantially retired" shall be determined by the Secretary-Treasurer

in a case-by-case basis.

Re: Article IV Section  
1 The Scientific  
Program

- (a) The duration of the Annual Meeting shall be determined by the Board of Directors unless the time be extended or curtailed by a vote of two-thirds of the members present.
- (b) Titles of presentations at the annual meeting shall be announced in the notices of the meeting as the titles become known.
- (c) The amount of time allotted to a member or to an invited guest for the delivery of a paper or an assigned discussion shall be determined by the Program Committee.
- (d) The Board of Directors may select one or more topics for formal discussion at the Annual Meeting and the program shall be so arranged that one or more sessions may be devoted to such topics.
- (e) The scientific program shall be carried out in the order in which it is arranged and published except that changes may be made for good cause at the discretion of the President or Secretary-Treasurer.
- (f) Attendance at the scientific program of the Annual Meeting shall be limited to members, spouses or partners of members, and guests invited by the Board of Directors.

Any proposed action by a member from the floor of an Executive session that requests formal consideration of the Board of Directors is in order, provided that any such proposed action shall have been presented to the Secretary/Treasurer thirty (30) business days prior to the opening of annual membership meeting accompanied by a petition supporting the proposal signed by at least ten (10) percent of the voting members of the Association. All actions taken at a meeting of the executive session shall be taken as advisory to the board of directors.

Re: Article IX Section 1

### Executive Committee

- (a) Purpose. The Executive Committee shall be responsible for conducting ADA business between meetings of the Board of Directors.
- (b) Duties. The Executive Committee shall respond to requests for information, and render decisions affecting the ADA
- (c) The Executive Committee shall consist of the President, the President-Elect, the Vice-President, the Secretary/Treasurer, and the Assistant Secretary/Treasurer.

### Auditing Committee

- (a) Purpose. The Auditing Committee shall be responsible for verifying the financial affairs of the Association
- (b) Duties. The Auditing Committee shall examine the accounts of the Secretary/Treasurer, and the independent auditor's report and report its findings to the President and at the next annual meeting.

### Committee on Membership

- (a) Purposes. The Committee on Membership shall review and evaluate all properly filed nominations for Active Membership in the Association and report recommendations thereon to the Association at the annual membership meeting; and perform such other functions relating to the granting of Active Membership in the Association as may be determined by the Board of Directors. The Committee on Membership shall solicit nominations annually from each member of the Association of persons the member deems qualified for Associate, International Honorary, or Honorary membership in the Association. The Committee shall review and evaluate all properly filed nominations for Associate, International Honorary, and Honorary Membership in the Association and report recommendations thereon to the Association at the annual membership meeting; and perform such other functions relating to the granting of Associate, International Honorary, and Honorary Membership in the Association as may be determined by the Board of Directors.
- (b) Duties. The Committee on Membership shall inquire into the



qualifications of physicians nominated for Active, Associate, International Honorary, and Honorary Membership in the Association and report to the Association at the first session of the next annual membership meeting the names of those they consider most likely to strengthen and support it.

- (c) **Composition.** The Committee on Membership shall consist of the Secretary/Treasurer ex officio, Assistant Secretary/Treasurer ex officio, without vote, and six (6) Active, Senior, or Honorary Members of the Association who will each serve for six (6) years. The term of the six (6) appointed members shall be staggered so that each year the term of one of the appointed members shall expire, the senior member of the Committee being replaced each year by a newly appointed member. No member of this committee shall serve more than six (6) consecutive years. Except for the Secretary/Treasurer and the Assistant Secretary/Treasurer, no member shall serve on the Board of Directors and the Membership Committee at the same time. The appointed member serving the final year of a term on the Committee shall be the Chairman of the Committee. The committee shall designate a committee member having at least two years of a term left as the committee secretary.

#### Nominating Committee

- (a) **Purposes.** The Nominating Committee shall nominate a candidate for each elected office of the Association except for the Assistant Secretary/Treasurer for the ensuing year.
- (b) **Duties.** The Nominating Committee will carry out the duties assigned it in the Bylaws.
- (c) **Composition.** The Nominating Committee shall consist of the immediate Past-President (non-voting), the Secretary/Treasurer ex officio and five (5) Active, Senior, or Honorary Members who shall serve five (5) years each, in such order that the term of office of one (1) member shall expire each year. No member of this committee shall serve more than five (5) consecutive years. The senior member, in order of appointment, shall be the Chairman of the committee.

#### Program Committee

- (a) Purpose. The Program Committee shall develop the Scientific Program for each meeting, taking into consideration the needs of the membership.
- (b) Duties. The Program Committee shall arrange the program for each ensuing annual meeting in accordance with administrative regulations authorized in Article IX Section 1 and will select those who are to be young leadership lecturers.
- (c) Composition. The Program Committee shall consist of the President, Secretary/Treasurer ex-officio and the Assistant Secretary/Treasurer ex-officio, and four (4) Active, Senior, or Honorary Members who shall serve four (4) years each, in such order that the term of office of one (1) member shall expire each year and be replaced by a newly appointed member. No member of this committee shall serve more than four (4) consecutive years. The senior member in order of appointment shall be the chairman of the committee.

RE: Article IX Section  
1 Standing  
Committees

On the approval of changes in the composition of any committees as defined in these Administrative Regulations, the necessary changes, including length of service, will be carried out according to Article V, Section 1(b).

Re: Article XII Section 2  
Bylaws Amendments

Amendments to the Bylaws shall be approved by a simple majority of the board.