

**American Dermatological Association Research and Education Fund, Inc.
(ADARE)**

BY-LAWS

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NAME AND MISSION STATEMENT

Organization and Nature of the Activities:

American Dermatological Association Research and Education Fund, Inc (ADARE) is organized as a 501(C)3 non-profit corporation to support scientific, research, and/or educational purposes in the field of dermatology.

MEETINGS

The ADARE board of directors meets twice a year.

BOARD OF DIRECTORS

Section 1. Powers

- (a) The affairs of ADARE shall be managed by the Board of Directors, who shall have and may exercise all the powers of ADARE, 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 the investment committee 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 ADARE, 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 major annual 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 fall meeting to succeed the director whose term is to expire at the end of that meeting.

One member of the ADA elected within the previous five years will also serve as a representative to the ADARE Board for a 2-year term. No member of the ADARE 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 ADARE 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.

Section 3. Vacancies

Vacancies on the ADARE 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.

Section 4. Meetings

- (a) Regular meetings of the ADARE Board of Directors shall be held biannually.
- (b) Special meetings of the ADARE 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.
- (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 5. 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 of ADARE). 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.

OFFICERS

Section 1. Number, Titles, and Qualifications

In addition to the five elected directors, the officers of ADARE, 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. 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. Terms of ADARE Officers and Directors

- (a) The terms of office of the ADARE officers shall be as follows:
 - (i) The Past-President shall serve for a term of one (1) year.
 - (ii) The President shall serve for a term of one (1) year.
 - (iii) The President-elect shall serve for a term of one (1) year.
 - (iv) The Vice-President shall serve for a term of one (1) year 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).
- (vi) The Assistant Secretary/Treasurer shall serve for a term of one (1) year.
- (vii) The Archivist/Historian serves at the pleasure of the ADARE board.
- (viii) All ADARE officers shall serve until their successors shall have been duly elected and qualified.

Section 3. Powers and Duties

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

- (a) The ADARE President shall be the presiding officer at all meetings of ADARE, shall be an ex officio member of the Board of Directors and the presiding officer at meetings of the Board of Directors. The ADARE 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 ADARE Vice-President shall be an ex officio member of the Board of Directors 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, shall keep minutes of the Board of Directors meetings, and shall send a copy of these minutes to each member of the board; shall see that all notices are duly given in accordance with law and these Bylaws; shall be custodian of records; shall notify individuals of their election to office, their appointment to committees, shall be the principal accounting and financial officer of ADARE; shall be responsible for maintenance of adequate books of account for

ADARE; shall be responsible for the receipt and disbursement of the funds of ADARE; 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 ADARE Assistant Secretary/Treasurer shall be an ex officio member of the Board of Directors, an ex officio member, without vote, of the Investment 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 ADARE immediate Past-President shall be an ex officio member of the Board of Directors.
- (f) The President-elect shall be an ex officio member of the Board of Directors.
- (g) The ADARE 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 ADARE 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 and fulfill the vacancy of the existing President.
- (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 and fulfill the vacancy of the existing Vice-President.
- (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 ADARE Board, with the person so selected to

serve, 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.

COMMITTEES

Section 1. ADARE Standing Committees

The Board of Directors shall provide in the Administrative Regulations of ADARE for such standing committees as it may deem appropriate. The standing committees shall include, but not by way of limitation, the following:

Executive committee is composed of the President, President-Elect, Vice President, and Secretary Treasurer of ADARE

Investment committee: Appointed by the President and Secretary-Treasurer from the American Dermatological Association membership. The members of the committee serve at the pleasure of the board. The committee meets a minimum of once a year or more often as needed.

Audit Committee: Appointed by the President and Secretary-Treasurer from the American Dermatological Association membership. The members of the committee serve at the pleasure of the board. The committee meets a minimum of once a year or more often as needed.

FINANCE

The ADARE Fund has been designated and maintained as a 501(C)3 entity for which contributions are tax deductible. ADARE is supported primarily through donor contributions and related investment income. Expenditures are for charitable, scientific, research, and educational purposes in the field of dermatology based on the availability of funds.