

Virginia Dermatology Society Bylaws

Article I

Name

The name of the Society shall be the Virginia Dermatology Society (hereinafter referred to as the Society or VDS).

Article II

Mission Statement

The Virginia Dermatology Society is a community of dermatologists united in promoting leadership, education, advocacy, and professionalism in order to deliver the highest standard of patient care.

Article III

Location

The Virginia Dermatology Society is registered with the Commonwealth of Virginia State Corporation Commission.

Article IV

Membership

Section 1: Classes of Membership: Membership in the Society will include the following classes: active, retired, affiliate, graduate, corporate, and honorary.

Section 2: Eligibility, Rights, and Obligations:

- a. Active members shall be those physicians who are Board certified or Board eligible by the American Board of Dermatology or the American Osteopathic Board of Dermatology and are licensed to practice in the Commonwealth of Virginia or who are in active government service. This category includes practicing dermatopathologists who are Board certified or eligible as dermatopathologists but not Board certified or eligible as dermatologists. Active members are obligated to pay dues, may serve on committees, be candidates for elective positions and may vote.

- b. Retired members shall be those physicians who have been Board certified or Board eligible by the American Board of Dermatology or the American Osteopathic Board of Dermatology and are resident in Virginia but are no longer actively practicing dermatology. Retired members are obligated to pay dues at a reduced rate as set by the Board, may serve on committees, be candidates for elective positions, and may vote.
- c. Affiliate members shall be non-dermatologist physicians or scientists engaged in dermatologic research and/or education. Affiliate members are obligated to pay dues and may serve on committees. They do not vote or become candidates for elective office.
- d. Graduate members are physicians participating in residency or fellowship training programs in Virginia approved by the Accreditation Council for Graduate Medical Education or the American Osteopathic Association. Graduate members do not need to pay dues and may serve on committees but do not vote.
- e. Corporate members are persons currently employed in a business activity that supports the specialty of dermatology. They are required to pay dues and may serve on committees but do not vote.
- f. Honorary members shall be those distinguished by notable contributions to dermatology or long and active service to this Society. If formerly members under another category, they continue the rights and obligations of that category but do not pay dues.

Section 3: Election to Membership: Application, approval, and election to membership shall be by a process established by the Membership Committee.

Article V Meetings

Section 1: Annual Meeting: An annual meeting of the membership shall be held at the time and place designated by the Board of Directors.

Section 2: Special Meetings: A special meeting of the Society may be held at another time at the discretion of the President or by petition from ten active members of the Society.

Section 3: Quorum: A quorum shall consist of 10% of the active members in good standing.

Article VI

Dues

The amount of annual dues payable by each class of membership shall be established by the Board of Directors.

Article VII

Officers

Section 1: Officers: The officers of the Society shall be the President, Vice President, President-Elect, Secretary, Treasurer, Treasurer- Elect and Immediate Past President. It is recommended that all Officers have previously served at least one year on the Board.

Section 2: Election and Terms of Office:

- a. The President-Elect, Vice-President, Secretary and Treasurer-Elect shall be elected at the Annual Meeting of the membership and serve one-year terms. The President-Elect advances to the position of President for a one-year term at the end of his/her term as President-Elect. The Treasurer-Elect advances to the position of Treasurer for a one-year term at the end of his/her term as Treasurer-Elect. The Secretary-Treasurer is elected by the Board of Directors and serves an approximately one-year term.
- b. In the final year of the Secretary-Treasurer's term, an Assistant Secretary-Treasurer may be elected by the Board.

Section 3: Duties:

- a. The President shall preside at all meetings of the membership, Executive Committee and Board of Directors and perform the duties and exercise the powers which are by law or customary parliamentary procedure incident to the office of president.
- b. The Vice-President shall perform such duties as determined by the President or the Board of Directors and assume the duties and exercise the powers of the President in the event of a vacancy, temporary absence, or inability to act of the President.
- c. The President-Elect shall perform such duties as determined by the President or the Board of Directors and assume the duties and exercise the powers of the President in the event of a vacancy, temporary absence, or inability to act of the President and Vice-President.

- d. The Secretary shall keep minutes of all meetings. The Treasurer shall be the principal accounting and financial officer of the Society. The Secretary and the Treasurer shall perform the duties and exercise the powers which are by law or customary parliamentary procedure incident to the offices of Secretary and Treasurer.

Article VIII

Board of Directors

Section 1: General Powers: The property and affairs of the Society shall be managed by its Board of Directors.

Section 2: Composition, Terms:

- a. The President, Vice-President, President-Elect, Secretary, Treasurer, Immediate Past President, and Treasurer-elect shall be ex-officio voting members of the Board of Directors.
- b. The Executive Director of the Society, the AAD Advisory Board representative of the Society, the Society's representative to the Medical Society of Virginia and Resident Board member shall all be ex officio non-voting members of the Board.
- c. Board members at-large serve three-year terms commencing at the end of the meeting at which they are elected and finishing at the end of the meeting when they have completed their term. A minimum of three new Board Members-at-Large are to be elected each year by the membership, such that the total minimum number of Board members-at-large is always nine.
- d. A Nominating Committee consisting of the President-elect and two Board members shall receive nominations for all Officer and Board member-at-large vacancies. This committee shall create a slate of candidates that will include all members who have consented to be nominated. The candidate list, along with brief candidate biographies, shall be distributed to the membership at least two weeks before the Annual Meeting. Additional nominations will be accepted from the floor at the meeting. Vacancies are filled by a simple majority vote of the membership.
- e. The AAD Advisory Board representative of the Society, the Society's representative to the Medical Society of Virginia and Resident/Fellow Board member are all Board positions appointed by the Society's President. These

terms are for one year except for the AAD Advisory Board representative which is a two-year term.

Section 3: Meetings:

- a. The annual meeting of the Board of Directors shall be held in conjunction with the annual meeting of the membership.
- b. Additional meetings may be called by the President or any five Board members and held at any place and time designated in the call of the meeting.
- c. Members may participate by telephone or electronic means as long as members may simultaneously hear or participate with others during the meeting.
- d. One half of the Board will constitute a quorum.

**Article IX
Committees**

Section 1: Executive Committee:

- a. The Executive Committee shall consist of the officers of the Society. The Executive Director shall be a non-voting member.
- b. The Executive Committee shall have and exercise the full authority of the Board of Directors in the management of the Society when the Board of Directors is not in session. Decisions made by the Executive Committee may be implemented immediately if required, but are subject to review by the full Board of Directors at its next regularly scheduled meeting.

Section 2: Other Committees: The Board may establish and appoint members to other committees as needed.

**Article X
Parliamentary Procedure**

The rules of order as set forth in the most recent edition of The American Institute of Parliamentarians' Standard Code of Parliamentary Procedure shall govern the meetings of the Society in all applicable matters not inconsistent with these

Bylaws or with such special rules of order as the Society may, from time to time, adopt.

Article XI
Amendments

Any proposed amendment to these Bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors and approval of two-thirds (2/3) of the members present at any regular or special meeting provided that notice of any such proposed amendment shall have been given to all members with the notice of the meeting at which members are to vote on the proposed amendment(s).