

Massachusetts Academy of Dermatology By-Laws
Amended October 2013

Article 1: Name, Purpose, & Office

Section 1. The Corporation is a nonprofit organization incorporated under the laws of The Commonwealth of Massachusetts as a (501(c)(6) organization

Section 2. The purposes for which the corporation is formed as follows:

To provide a forum for the interchange of information and ideas between members of the medical profession specializing in dermatology, to promote the education of dermatologists in the diagnosis, care and cure of skin diseases, and to protect the rights of patients for quality dermatologic care in the Commonwealth of Massachusetts

Section 3. The office of the Corporation shall be the business address of the Secretary-Treasurer except as the Directors may otherwise designate by written or electronic notice to all of the members or by publication in a newsletter or other periodical sent to all of the members.

Section 4. No officer, director or member of the corporation shall be personally liable for the payment or satisfaction of any obligations or liabilities incurred as a result of, or otherwise in connection with, any commitments, agreements, activities or affairs of the corporation.

Article II: Membership

Section 1. The members shall be the Directors and those whom the Directors elect to membership.

Section 2. Membership classification and privileges shall be as follows:

A. ACTIVE MEMBER: Any physician licensed and currently practicing in the Commonwealth of Massachusetts, who is either eligible for or certified by the American Board of Dermatology or the American Osteopathic Board of Dermatology or the Royal College of Physicians and Surgeons of Canada is eligible for active membership. Active members are entitled to vote at all meetings of the corporation and are entitled to become members of the Board of Directors and or officers of the corporation.

B. ASSOCIATE MEMBER: Any physician licensed and currently practicing in the Commonwealth of Massachusetts, who is has a subspecialty certification in Dermatopathology by the American Board of Dermatology and the American Board of Pathology or the Royal College of Physicians and Surgeons of Canada is eligible for associate membership. Associate members are entitled to vote at all meetings of the corporation but are not entitled to become members of the Board of Directors or officers of the corporation

C. AFFILIATE MEMBER: Any researcher, including PhDs and other scientist who devote a major portion of their time to dermatologic research and/or education in academic medical centers, teaching hospitals or industry setting or any Veterinarian specializing in Veterinary Dermatology who work or practice in the Commonwealth of Massachusetts or environs is eligible for affiliate membership or any other person who meet the qualifications for active or associate membership but do not practice in the Commonwealth of Massachusetts. Affiliate

members are not entitled to vote at meetings of the corporation and are not entitled to become members of the Board of Directors or officers of the corporation

D. HONORARY MEMBER: Any physician who was licensed and practiced in the Commonwealth of Massachusetts or environs who was either eligible for or certified by the American Board of Dermatology or the American Osteopathic Board of Dermatology or the Royal College of Physicians and Surgeons of Canada but is no longer in active practice is eligible for Honorary membership. Honorary members are entitled to vote at all meetings of the corporation and are entitled to become Directors Emeritus if they meet all the qualifications for that position. However they are not eligible to serve as members of the Board of Directors or officers of the corporation. Honorary members are not required to pay dues.

Section 3. At any meeting of the Board of Directors, Vice President shall present any new applications for membership. After due investigation by the Board of Directors, which will include authentication of all documents submitted as to accuracy, a majority vote of the Board of Directors shall constitute election to membership

Section 4. Any member of the Corporation may submit nominations for honorary membership. The Board of Directors will appropriately investigate such nominations.

Section 5. In case of membership denial, reapplication may be made after a lapse of one year from the date of previous application.

Article III: Termination of Membership

Section 1. The membership of any member, who shall fail to pay the dues set for members for a period of one year after they become due shall be terminated unless an explanation satisfactory to the Board of Directors is made. Any member against whom a formal written charge is made to the Board of Directors of conduct prejudicial to the best interests of the Academy shall be given an opportunity by the Board of Directors to be heard in his or her own defense and may thereafter be censured, suspended or have his or her membership terminated after consideration of the charges and a decision rendered by the Board of Directors; provided that a copy of the written charges shall have been rendered to the accused member thirty (30) days or more before action is taken by the Board of Directors.

Section 2. A permanent record will be maintained of all actions taken by the Board of Directors with regard to membership. These records will be considered confidential and will not be disclosed unless requested by a court of law.

Article IV: Board of Directors

Section 1. The affairs of the Corporation shall be managed by the Board of Directors, which shall consist of 9 elected members that will include the President, Vice President and Secretary/Treasurer and 6 directors, elected at large. The immediate Past President will be included as a voting member of the Board of Directors. In addition there will be 3 Directors Emeritus as elected by the membership.

Section 2. The position of Director Emeritus shall exist so that physicians who have served on the Board of Directors can still contribute as voting Board members but not be required to attend meetings on a regular basis.

A physician is eligible to be a Director Emeritus if he/she has served on the Board for at least six consecutive years and meets all other criteria in the by-laws for the position of director. A Director Emeritus shall have all the powers granted to Directors but shall have only those duties that he/she decides to undertake.

The Director Emeritus shall be selected by the Nominating Committee and elected by the membership at the Annual Meeting.

Section 3. The immediate past President shall serve as chairperson of the Committee on Nominations. If the immediate past President will not or cannot serve, the current President shall appoint a chairperson. The chairperson shall appoint a committee totaling no less than three members, all of whom must be active members of the Corporation and two which shall not be currently serving as members of the Board of Directors.

Every effort will be made by the Committee to constitute a Board of Directors that is geographically representative of the membership. To be eligible to serve as a director or officer a person must be an active member.

Section 4. The term of office for each Director at Large will be three years with a limit of two consecutive terms to be served. The terms of office shall be staggered so that two terms expire and two directors are elected each year. Directors Emeritus shall serve a three-year term. There shall be no term limitation for Directors Emeritus.

Section 5. At the Annual Meeting the Committee on Nominations will present its list of nominees for the Board of Directors and officers. Nominations for the Board of Directors or any officer position from the membership may be made from the floor at the Annual Meeting by petition of ten members.

The members of the Corporation will be asked to vote on the nominees for the Board of Directors and officer positions by closed ballot. The requirement for a closed ballot may be waived upon motion and a vote of two-thirds of the members present and voting

Section 6. Should vacancies occur, the Board of Directors shall fill such vacancies by appointment until the next annual meeting. The Nominating Committee will then recommend a replacement to be elected to fill the unexpired portion of the term of office for that directorship.

Section 7. Meetings of the Board of Directors may be called by the President or by any two directors and may be held anywhere in the Commonwealth of Massachusetts. For the transaction of any business, a majority of the Directors then in office shall constitute a quorum.

Section 8. Written notice of the date, time, place and purpose of each meeting of the Board of Directors shall be communicated to each Director at his/her last known address at least one week before such meeting.

Section 9. No action taken at any meeting of the Board of Directors and recorded in the minutes of the meeting shall be invalid because of the failure to give due notice to a director.

Section 10. A director may resign only by written request submitted to the Secretary-Treasurer allowing a minimum of two weeks notice prior to the time he/she shall relinquish his/her duties.

Section 11. An officer or a director may be removed from office for cause by a two-thirds vote of the members of the Corporation.

Section 12. When an officer is, in the opinion of a majority of the Directors, unable or unwilling to perform properly all or a part of his/her duties, the Directors may remove said individual from office and

appoint a temporary officer with the power and duty to perform all or a part of the duties of said officer by a majority vote of Directors present and voting.

Article V: Officers

Section 1. The officers of the Corporation shall be a President, Secretary/Treasurer and a Vice President. They shall be elected at the annual meeting in accordance with the procedure established by the Nominating Committee. Only active members who have paid their annual dues shall be eligible for election as officers.

Section 2. The President's, Vice-President's and Secretary-Treasurer's terms of office shall be three years. They shall serve no more than two consecutive full terms in office.

Section 3. The President shall preside at all meetings of the Board of Directors and of the members and shall have such other powers and perform such other duties as customarily pertain to the office of the President and as may from time to time be determined by the Directors.

Section 4. The Vice President shall act at the direction of the President and perform duties as the Board of Directors may delegate.

Section 5. The Secretary/Treasurer shall keep permanent and adequate financial records; shall have charge of the collection and care of the funds of the Corporation; and shall disburse such amounts as the Board of Directors may approve. He or she shall also be responsible for or may delegate the responsibility to an Executive Director for:

1. Keeping and maintaining in a permanent file, accurate minutes of board meetings and annual meetings
2. Keeping accurate records of current members, their classification and dues owed.
3. Keeping accurate records of honorary members.
4. Maintaining records of current board members and their terms.
5. Fielding inquiries from members and passing them on to the appropriate individual(s)
6. Communicating to the membership in a timely fashion any information that President wishes to have disseminated.

and shall have such other powers and perform such other duties as customarily pertain to the offices of the Secretary and Treasurer and as may from time to time be determined by the Directors.

Article VI: Dues and Assessments

Section 1. The amount of annual dues shall be determined by the Board of Directors on approval of a vote of the majority of members present at the annual meeting of the Corporation.

Section 2. The Corporation, by a vote of the majority of the members present at any meetings, may levy an assessment on each member, which assessment shall be payable within six months after such meeting. Honorary members may not be assessed.

Section 3. Any member in good standing may be absolved from payment of dues and assessments, with his or her consent, for any reason satisfactory to the Board of Directors.

Section 4. No part of the net assets of this organization shall be used to benefit any individual member. Upon dissolution of the organization all of the corporation's assets remaining after the satisfaction of its outstanding liabilities shall be distributed to The American Academy of Dermatology.

Article VII: Meetings

Section 1. There shall be an annual meeting, each fall, the time and place of which shall be decided on by the board of directors. The board may also schedule other meetings that it deems beneficial to the membership.

Section 2. A quorum shall consist of one-fifth of the membership of the Corporation.

Article VIII: Order of Business

Section 1. The order of business at the annual meeting shall be as follows: (1) calling the meeting to order; (2) announcement of those elected to membership; (3) report of the President; (4) report of the Secretary- Treasurer; (5) report of the Committee on Nominations; (6) nominations from the floor; (7) election of Directors and Officers; (8) unfinished business; (9) new business.

Section 2. The rules contained in Roberts' "Rules of Order" shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with rules of order of the Corporation.

Article IX: Amendments

Section 1. Amendments proposed by the Board of Directors may be adopted by a majority vote of the members present and voting at any annual meeting or special meeting provided the notice of the proposed amendment shall have been mailed to the members of the Corporation not less than two weeks before the meeting.

Section 2. Other amendments may be adopted by a vote of majority of members present at any annual meeting of the Corporation, provided that notice of the amendments shall be given in writing at the preceding annual meeting.

Article X: Interpretation of By-Laws

The Board of Directors is empowered to be the sole interpreter of these by-laws and to apply them to govern the corporation.