

## AMERICAN OSTEOPATHIC COLLEGE OF DERMATOLOGY BYLAWS

### ARTICLE 1 NOMINATION, ELECTION, TENURE, AND RESPONSIBILITIES OF OFFICERS

#### Section 1. Nomination

The election of officers and oath of office will occur annually. Only eligible voting members may nominate and elect candidates to serve as officers. A slate of nominees will be sent to the membership by the Board of Trustees at least thirty (30) days prior to the annual election. A majority vote shall elect the nominee to the office under consideration. All elected BOT members must be present for Oath of office, or be excused by the standing president.

#### Section 2. Election

Voting will be by secret written ballots. Only eligible voting members shall vote. Proxy votes shall not be accepted. Eligible voting members will be determined immediately prior to the election by the Board of Trustees. The members of the Board of Trustees shall be responsible for the collection and tabulation of the secret written ballots. The order in which offices will be voted upon shall be in the following sequence; President-elect, First Vice President, Secretary-Treasurer, and Trustees.

#### Section 3. Tenure and Responsibilities

The tenure and responsibilities of the officers are as follows:

- A. The President shall serve a one (1) year term beginning at the annual meeting and following a term as President-elect. The President shall be an ex-officio member of all committees. He/She shall preside at all meetings of the College as its officer and execute those duties delegated to the President in these Bylaws.
- B. The President-elect shall serve a one (1) year term commencing at his/her election and terminating at the next annual election of officers. In the absence of the President, the President-elect shall preside at all meetings of the College or its officers. The President-elect shall execute all duties delegated in these Bylaws to that office and in the event of the death or resignation of the President shall fill the office of President for the remainder of his/her term. The President-elect shall be a member of the CME Committee, Finance Committee, and the Nominating Committee.
- C. The First Vice President shall serve a one (1) year term commencing with his/her election and terminating at the beginning of the next annual election of officers. The First Vice President shall be a member of the CME Committee. The First Vice President shall preside at all meetings in the absence of both the President and the President-elect and shall execute all duties delegated to him/her. In the event of death or resignation of the President-elect he/she shall assume the duties of that office in addition to maintaining those of the First Vice President.
- D. The Secretary-Treasurer shall serve a three year (3) term, and no more than three consecutive 3 year terms for a member serving in this position. The Secretary-Treasurer shall work with the Executive Director and the Finance Committee, regarding financial matters of the college. He/She shall work with the Executive Director to prepare and preserve records of all meetings of the College. The records shall include attendance and proceedings of each meeting. He/She shall be a member of the By-laws Committee and will serve as parliamentarian at the board meetings and the annual membership meetings. He/She shall deliver an annual financial report to the membership at its annual meeting. Any of the duties of the Secretary-Treasurer may, by action of the Board of Trustees and consent of the Secretary-Treasurer, be assigned to the Executive Director.
- E. The Immediate Past President shall serve a one (1) year term immediately following his/her tenure as the President of the AOCD and terminating at the beginning of the next annual election of officers. He/She shall be the Chairperson of the Nominating and Ethics Committee.

- F. There shall be four (4) Trustees which includes a Senior Trustee. Trustees shall assist the officers in the conduct of college business to gain experience. They shall be appointed to various committees and shall execute all duties delegated to him/her. Three trustees shall each hold office for a three (3) year term. One Trustee shall be elected each year at the annual election.
- G. Each Trustee shall be the chair or co-chair of the committee assigned to them.
- H. There shall be one Senior Trustee appointed at each annual meeting. The Senior Trustee must have previously served a minimum of 3 years as a trustee. After serving as Senior Trustee for the one year term, the Senior Trustee will move up to First Vice President.
- I. If an elected officer other than President or President-elect resigns, dies, or becomes disabled during his/her term of office, the Board of Trustees, by majority vote, may appoint a successor until the next annual election of officers.
- J. Any officer elected by the membership or appointed by the Board of Trustees may be removed from office for failure to fulfill the responsibilities of their office. Removal from office shall require a two-thirds (2/3) vote of the entire Board of Trustees taken at any regularly scheduled meeting or special meeting called for that purpose.
- K. Executive Council: There shall be an Executive Council consisting of the President, President-Elect, First Vice-President, Secretary-Treasurer, and Immediate Past President. The Executive Council meets as necessary to prepare issues to be presented to the full board and/or to make emergency decisions on behalf of the Board when it is not possible or practical to assemble a quorum of the full board. This council has no power other than emergency action or other powers as may be delegated to it by the full board from time to time. The Executive Council is charged to do the will of the board, not set direction for or make new policy for the board.

## **ARTICLE II BOARD OF TRUSTEES**

### **Section 1. Voting Members**

The voting members of the Board shall consist of the President, President-elect, First Vice President, Secretary-Treasurer, Immediate Past President, and the four (4) Trustees. In addition, the Executive Director, shall attend all meetings of the Board of Trustees as a non-voting member.

### **Section 2. Meetings and Duties**

The Board of Trustees shall hold at least one meeting in each calendar year at such time and place as designated by the President and the Board of Trustees. Interim business of the Board of Trustees or Executive Committee may be conducted by mail, electronically, or by telephone. A majority of the whole board shall constitute a quorum at any meeting of the Board.

### **Section 3. Administrative Staff**

The Board of Trustees shall employ an Executive Director, and additional staff as needed to carry out the business functions of the College. The basic job descriptions will be set by the Board of Trustees and incorporated into the Administrative Policy Manual. The immediate supervisor of the Executive Director shall be the President.

### **Section 4. American Osteopathic Association Delegates**

The Executive Committee shall appoint a Delegate and an Alternate to attend the AOA House of Delegates Annual Meeting. The names of the delegate and alternate will be submitted by the Executive Director to the American Osteopathic Association at least thirty (30) prior to the meeting.

### **Section 5. Term Limits**

Unless otherwise provided in these By-Laws, standing committee members and chairs shall serve a maximum of up to three (3) consecutive three-year terms, with the exception that the member may complete the term in which nine (9) years or more of service is completed. The Board of Trustees shall approve a minimum of a one year transition period for the member coming off as the chair of a committee to mentor the new chair.

## **ARTICLE III MEETINGS**

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

There shall be an annual meeting of the College for educational purposes and the transaction of business.

### **Section 2. Additional Meetings**

The College may schedule meeting(s) for educational purposes and the transaction of business at the sole discretion of the Board of Trustees.

### **Section 3. Notification**

Notification of the time and place of regular meetings of the College shall be sent to each member at least thirty (30) days in advance of such meeting.

### **Section 4. Special Meetings**

Special meetings may be called by the Board of Trustees and announced by the Executive Director. Special meetings may also be called by twenty percent (20%) of the eligible voting members. Notification of special meetings shall be sent to the eligible voting members at least ten (10) days prior to such meeting.

### **Section 5. Quorum**

For the transaction of business at any general membership meeting of the College, twenty (20) eligible voting members shall constitute a quorum.

### **Section 6. Meeting Alternatives**

The College may elect to hold any CME Conference, General Business Meeting, or Election virtually.

## **ARTICLE IV FISCAL**

### **Section 1. Fiscal Year**

The fiscal year shall be January 1 to December 31.

### **Section 2. Dues**

- A. Membership dues shall be paid on a timely basis by January 1 of each year.
- B. No application for membership shall be considered unless accompanied by the dues for the current year.
- C. Dues and assessments shall be established by the Board of Trustees.

## **ARTICLE V MEMBERSHIP**

### **Section 1. Application**

Individuals interested in membership as fellow, associate, affiliate, resident, student or life member must submit a membership application and annual dues.

### **Section 2. Suspension**

A member whose dues remain unpaid for three (3) months following the beginning of the membership renewal period shall be suspended from membership and the member's name shall be dropped from the rolls. The suspended member may be reinstated if payment of the dues is received within six months. Suspended members shall be ineligible to vote, hold office or serve on committees.

### **Section 3. Reinstatement**

Suspended members may be reinstated by the Board of Trustees, at its discretion, upon payment of all delinquent dues and assessments, or presentation of sufficient evidence to support a waiver of the obligation to pay such dues and assessments.

## **ARTICLE VI ADMINISTRATIVE POLICY MANUAL**

The day-to-day business of the College shall be outlined in the American Osteopathic College of Dermatology Administrative Policy Manual. This manual shall be kept current and be available to any member upon their request. Policies affecting the day-to-day business are devised, modified, and deleted by a simple majority vote of the Board of Trustees at any Board of meeting.

**ARTICLE VII PARLIAMENTARY PROCEDURE**

Robert's Rules of Order, Newly Revised, shall govern the College in its conduct of business in all circumstances to which they are applicable and are not inconsistent with the Constitution and Bylaws.

**ARTICLE VIII ETHICS**

The College subscribes to, abides by, and adopts by reference the Code of Ethics of the American Osteopathic Association as revised from time to time and requires adherence thereto by its members. The American Osteopathic Association has formulated this code to guide its member physicians in their professional lives. The standards presented are designed to address the osteopathic physician's responsibilities to others involved in health care, to patients and to society. This Code of Ethics is adopted by the American Osteopathic College of Dermatology.

**ARTICLE IX: USE OF ELECTRONIC COMMUNICATION**

Unless otherwise prohibited by law, any action to be taken or notice delivered under these by-laws may be taken or transmitted by electronic mail or other electronic means; and any action or approval required to be written may be transmitted or received by electronic mail or other electronic means.

**ARTICLE X: INDEMNIFICATION**

The college shall provide for indemnification of any of its officers, board of trustee members, committee members, and employees against expenses actually and reasonably incurred in connection with activities undertaken at the college's request if such person acted in good faith and in a manner the person reasonably believed to be in the best interest of the college to the extent such indemnification is permitted.

**ARTICLE XI: DISSOLUTION**

In the event of dissolution of the college, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be determined by the Board of Trustees.

**AMERICAN OSTEOPATHIC COLLEGE OF DERMATOLOGY CONSTITUTION****ARTICLE I NAME**

This organization shall be known as the American Osteopathic College of Dermatology (hereinafter also referred to as the College).

**ARTICLE II OBJECTIVES**

The mission of the American Osteopathic College of Dermatology is to create innovative education, support, and opportunities in Dermatology that promote excellence in patient care and community health through advocacy, consciousness, inclusivity, and osteopathy.

**ARTICLE III MEMBERSHIP****Section 1. Class of Members**

Membership in this organization shall consist of the following classifications: fellow, associate, resident, affiliate, fellow of distinction, military, honorary, life, and student.

**Section 2. Eligibility, Rights, and Obligations**

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

- A. **FELLOW:** Any osteopathic or allopathic physician who has been certified by the American Osteopathic Association through the American Osteopathic Board of Dermatology, or certified through the American Board of Medical Specialists by the American Board of Dermatology shall be eligible for fellow membership. Fellow members shall have full membership rights which include specifically, the right to vote, to hold office, to be assessed dues, and to accept appointment to committees and councils. It is recommended that He/She be a member in good standing of the American Osteopathic Association.
- B. **ASSOCIATE:** Any osteopathic or allopathic physician who has successfully completed an American Osteopathic Association approved postdoctoral training program in dermatology, or an ACGME approved postdoctoral training program in dermatology shall be eligible for associate membership. Associates shall have all the rights and obligations of fellow members except they shall not be eligible to hold elected office.
- C. **RESIDENT:** Osteopathic physicians participating in an ACGME approved residency training program shall be eligible for resident membership and shall meet the following requirements:
  1. Be a graduate of an American Osteopathic Association accredited college of osteopathic medicine, or a graduate of a medical school accredited by the Liaison Committee on Medical Education (LCME)
  2. Have satisfactorily entered an ACGME approved postdoctoral training program in dermatology.
  3. Have a license to practice within the state from which he/she applies, or be in the military service.
  4. Be a member in good standing of the American Osteopathic College of Dermatology
  5. Resident members shall have all the rights of fellow and associate members except that they shall not be eligible to vote or hold elective office
- D. **AFFILIATE:** A Physician Assistant Certified (PA-C) or Nurse Practitioner Certified (NP-C) who is actively in a practice with an AOBD or an ABD certified dermatologist may join as an Affiliate member. Affiliates shall have all rights and obligations of fellow members except they shall not be eligible to hold elective office or vote.
- E. **FELLOW OF DISTINCTION:** The honorary title of Fellow of Distinction of the American Osteopathic College of Dermatology may be conferred on fellow members who have made outstanding contributions through teaching, authorship, research or professional leadership to the stated purposes of the College. Applicant must have submitted a completed application to the Membership Committee, which will then make a recommendation to the Board of Trustees. Upon review by the Board of Trustees, the committee recommendation will be submitted to the general membership at the next annual meeting. Fellow of

Distinction status will be conferred upon approval by three fourths (3/4) of the voting members at the annual business meeting.

- F. HONORARY: Honorary membership may be granted to any person upon unanimous vote of the Board of Trustees of the American Osteopathic College of Dermatology. An honorary member shall not have the right to vote, hold elected office, or be assessed dues. In general, they shall not have any membership rights other than attendance and participation in membership and educational programs.
- G. LIFE: Life membership may be granted by the Board of Trustees to any active member who has reached the age of 70 years, and who has been a member in good standing for 25 consecutive years immediately preceding Life members shall continue to have their previous category rights. Life members will pay reduced dues and assessments, but are obligated to observe all Bylaws and administrative regulations of the College. Members interested in becoming life members must apply to the Membership Committee for status change which upon approval by the Board of Trustees, will be granted. Members who received Life status prior to January 1, 2022 shall be grandfathered and will not pay dues.
- H. STUDENT: Any osteopathic or allopathic medical student who is interested in pursuing a career in the field of dermatology shall be eligible to become a student member. This membership status may be maintained for a maximum of three years after a student graduates. Student members shall have all rights and obligations of fellow members except they shall not be eligible to hold elective office or vote.
- I. ACTIVE MILITARY: Any osteopathic or allopathic physician who is on active military duty and who has been certified by the American Osteopathic Association through the American Osteopathic Board of Dermatology, or certified through the American Board of Medical Specialists by the American Board of Dermatology, or who has successfully completed an American Osteopathic Association or an ACGME approved postdoctoral Dermatology training program, but not yet certified, shall be eligible for active military membership and are eligible for a reduced membership dues rate. Active military members who are Board certified shall have full membership rights which include specifically, the right to vote, to hold office, to be assessed dues, and to accept appointment to committees and councils. Active military members who are not Board certified shall have full membership rights except they shall not be eligible to hold office. It is recommended that He/She be a member in good standing of the American Osteopathic Association.
- J. RETIRED: Membership may be granted by the Board of Trustees to active members in good standing in this organization who, because of age or through disability, have discontinued practice entirely. These members shall have the same privileges as active members. Retired Members are exempt from dues.

#### **ARTICLE IV OFFICERS**

The officers of the College shall be President, President-elect, First Vice President, , Secretary-Treasurer, Past President and four (4) Trustees as provided in the Bylaws. Only fellow members in good standing may serve as officers.

#### **ARTICLE V AMENDMENTS**

##### **Section 1. Proposals Approved by Board of Trustees**

- A. Amendments to the Bylaws shall be submitted to the Board of Trustees and if approved by a majority vote may be adopted by a two-thirds (2/3) vote of eligible votes received via an electronic vote or by a two-thirds (2/3) vote of eligible voting members at the next annual meeting. The proposed amendment shall have been sent to all voting members not more than ninety (90) days or less than thirty (30) days prior to the next meeting vote.
- B. Amendments to the Constitution may be submitted to the Board of Trustees and if unanimously approved may be adopted by a three-fourths (3/4) vote of eligible votes received via an electronic vote or at the next annual meeting. The proposed amendment shall have been sent to all voting members not more that ninety (90) days or less than thirty (30) days prior to the next meeting vote.

**Section 2. Other Proposals**

- A. Amendments to the Bylaws not approved by the Board of Trustees may be adopted by a two-thirds ( $2/3$ ) vote of the eligible voting members at the next annual college meeting under the following conditions: 1) at least six (6) voting members must support the amendment; 2) the proposed amendment shall have been presented to the Secretary-Treasurer at the preceding annual meeting; and 3) a written notice of the proposed amendment shall be sent to all voting members not more than ninety (90) days or less than thirty (30) days prior to the next annual College meeting.
  
- B. Amendments to the Constitution not approved by the Board of Trustees may be adopted by a three-fourths ( $3/4$ ) vote of the eligible voting members at the next annual College meeting under the following conditions: 1) at least twelve (12) eligible voting members must support the amendments; 2) the proposed amendment shall have been presented to the Secretary-Treasurer at the preceding annual meeting; and 3) a written notice of the proposed amendment shall be sent to all eligible voting members not more than ninety (90) days or less than thirty (30) days prior to the next annual College meeting.