

BYLAWS OF THE UTAH SOCIETY OF DERMATOLOGIC MEDICINE AND SURGERY

Chapter 1

Classes of Membership and Election

Section 1 - Status Definition

This Society shall consist of Active members, Resident-in-training members, Inactive members, Life members, and Associate members. A non-refundable fee, to be determined by the Board of Directors, shall be required with all applications for new membership, as well as for any change in membership status.

Section 2 - Active Members

A. Active members – These shall be physicians who, by virtue of an approved dermatology residency training program, are board eligible or board certified (according to the criteria of the American Board of Dermatology), who reside and are licensed to practice medicine in the State of Utah, and who are up to date with their dues payment. Members are encouraged by this organization, to belong to the American Academy of Dermatology and to the Utah Medical Association.

Section 3 - Residents-in-Training Members

Such physicians may be eligible for membership subject to the following:

- A. They must be recommended by the department chief.
- B. They will be exempt from dues.
- C. They may have the privilege of the floor but may not vote or hold office.

Section 4 - Special members

A. Inactive Members – Active members may be elected to inactive membership if they have retired prior to age seventy; are unable to engage in the active practice of dermatology because of illness, accident, or infirmity; have been called to temporary active duty with the Armed Forces; or no longer live in Utah. The period of inactive membership shall be determined by the membership committee and may be extended if necessary. Inactive members shall not be required to pay annual dues but may attend scientific and business meetings. They are required to pay for social functions they attend. Inactive members shall not be entitled to vote or to hold office in the society but shall have the privilege of the floor of the society.

B. Life Members – Any person who has continual membership in the society for a minimum of ten (10) years and who has attained age seventy (70) years may, on application, to the membership committee and approval of the majority of the society members, be classified as a Life member; or since the inception of the society, less than ten years if the member attains age seventy (70) before the ten (10) year minimum. Life members shall be entitled to vote but may not hold office in the society. They shall have the privilege of the floor of the society. They are required to pay for social functions they attend. Life members are relieved of annual dues and may attend all scientific meetings.

C. Associate Members – Professionals of recognized healing arts (e.g. MD, DDS, DPM) as well as those in associated fields of healthcare (Nurse Practitioners, Physician Assistants, Dermatology Medical Assistants/Technicians, Clinical Research Coordinators) who have special interest and training and dermatology or dermatopathology, e.g., pathologist who is board eligible or board certified in dermatopathology, may be associate members. All applications for membership shall be in writing, recommended and signed by at least one (1) active Society member in good standing (which shall include a supervising active member in good standing in the case of an applicant in the associated field of healthcare), and sent to the secretary of the Society for approval by the membership committee. These members are required to pay ½ the active rate for annual dues, are not entitled to vote or hold office in the Society, and do not have the privilege of the floor of the Society. They may attend the meetings and are required to pay for all social functions they attend.

Section 5 - Membership Determinations

A. Membership Committee: This committee shall consist of the president and secretary-treasurer. Other members may be appointed at the discretion of the president, up to a total of five (5) members.

B. Membership Approval: The Membership committee shall review the application and credentials of all new applicants and approve or deny membership to an appropriate category.

C. Denial: The Membership committee may deny any new applicant from membership according to these Bylaws. However, the committee shall present the application and reason for denial during the next business meeting of the Society.

D. Appeal: An applicant who is denied membership of the Society may wish to appeal the committee's decision by writing a letter to the secretary-treasurer, who shall discuss the letter with the Society during the next business meeting and ask for approval or denial of the applicant by a vote of the membership. The applicant may attend the meeting and discuss his/her appeal.

Section 6 - Suspension or Expulsion

If a member of the Society is suspended, expelled or resigns from the Society, his/her name shall be stricken from the roster of the Society. In order to be reinstated, he/she must reapply for Society membership in the manner prescribed for new applicants. Upon death, resignation, expulsion, or suspension, any right, title, or interest, whether legal or equitable, arising out of membership in this Society shall cease.

Chapter II

Dues, Assessments, and Registration Fees

Section 1 - Dues for Membership in the Society

The dues for all classifications of membership in the society shall be set annually by the secretary-treasurer in consultation with the president and approved by the majority of the membership present and voting in the annual meeting of the Society.

Section 2 - Assessments

Special assessments may be applied equally to all Active members by action of the secretary-treasurer in consultation with the president and approved by majority vote of the membership. Notice of this assessment proposal shall be sent to the membership by the secretary-treasurer at least thirty days prior to the vote.

Section 3 - Registration Fees for Guests at Annual Meeting and Social Functions

The secretary-treasurer of the Society shall set the registration fees for non-members attending social functions or the annual meeting.

Section 4 - Delinquent Dues

Any member whose dues or assessments are unpaid at the period determined by the secretary-treasurer of the Society shall be notified thereof by the secretary-treasurer. Unless payment is received in sixty days thereafter, the secretary-treasurer shall cause the member's name to be stricken from the membership roll. If a member stricken from the roster pays the amount due prior to the end of the next calendar year, the secretary-treasurer of the Society shall reinstate the member. If at the end of the next calendar year the amount remains unpaid, the member shall have the same status as if he or she resigned from the Society. New membership may only be acquired in the manner set forth in these Bylaws.

Chapter III

Officers

Section 1 - Titles

The officers of the Society shall be president, vice-president, secretary-treasurer, three at large members of the Society, delegates and alternate delegates of the Utah Medical Association, and a representative to the Advisory Council of the American Academy of Dermatology

Section 2 -Terms of Offices

After the first Society election, all officers shall be elected for two (2) years terms at the annual meeting of the Society. The Secretary-treasurer and the at large members may be re-elected for a second term, and the representative to the Advisory Council of the American Academy of Dermatology and the delegates and alternate delegates to the Utah Medical Association may be re-elected for second and third consecutive terms. To enable staggered terms, the first election of the Society will allow for the following first term lengths for each officers: president - 2 years, vice president - 2 years, secretary-treasurer - 1 year, two pre-designated at large Society members - 1 year each, one pre-designated at large Society members - 1 year each, one pre-designated at large Society members - 2 years.

Section 3 - Succession to Office and Filling Vacancies

Officers shall serve until their successors are elected and take office. In the event of an unexpected vacancy in any position, the nominating committee shall nominate a member to be voted upon by the active membership in a manner determined by the Board of Directors, by a majority vote of the members present. If the presidency is vacated, the vice-president shall succeed to the presidency and complete the vacated term, and then serve his or her term as president.

Section 4 - Duties of Officers

A. President – The president shall preside at all meetings of the Society and appoint members of the nominating committee and all other committees, as outlined in these Bylaws. The president will also give advice and consultation to the secretary-treasurer in regard to membership and educational matters or any other matter pertaining to this Society whenever needed.

B. Vice-President – The vice-president is the president-elect of the Society and shall preside at meetings in the absence of the president. The vice-president's term as president begins when the current president's term ends.

C. Secretary-Treasurer – The secretary-treasurer shall give notice of an keep record of all meetings, enroll and maintain records of members, collect dues, and be custodian of all the official documents and all funds of the Society. The secretary-treasurer must prepare an annual budget report for presentation to the membership at the annual meeting of the Society by either him/herself, or by the incoming secretary-treasurer.

D. Representative to the Advisory Council of the American Academy of Dermatology (ACAAD and Delegates to the Utah Medical Association (UMA) – The representative to the ACAAD and the delegates to the UMA shall be appointed by the president in consultation with the Board of Directors; shall attend necessary meetings of the ACAAD and the UMA, respectively; shall serve as a liaison for the Society to the ACAAD and the UMA; and shall provide written reports of the meetings they attend to the secretary-treasurer for the Society’s archive and for general distribution to the members of the Society when appropriate.

Representative to the Medicare Carrier Advisory Committee (MCAC) - The representative to the MCAC shall be appointed by the president in consultation with the Board of Directors. The term of this representative shall be indeterminate. The representative may be replaced at the discretion of the Board of Directors and may resign by providing ninety days’ notice to any member of the Board of Directors.

E. The Board of Directors consists of the President, Vice President, Secretary-Treasurer, Representative to the Advisory Council of the American Academy of Dermatology and three at large members of the Society. The Board may invite others to attend Board meetings as may be necessary to conduct business.

F. The Nominating Committee consists to the President, Vice President, and Secretary-Treasurer.

Chapter IV

Nomination

Notice of Nomination

A list of candidates for office submitted to and approved by the nominating committee shall be mailed to each member of the Society at least thirty days prior to the election day at the annual meeting. The nominating committee shall submit at least one, preferably two or more names, for each position open. Names of candidates for these positions shall be submitted in writing to the

nominating committee by members of the Society. Election shall be by majority vote of the members present at the annual meeting of the Society. Additional nominations may be made from the floor at the time of the annual meeting.

Chapter V

Meetings of Society

Section 1 - Meetings

The Society shall hold one annual meeting per year and may hold additional meetings pursuant to Section 3. These meetings shall consist of scientific and business components. Regular and annual meetings of the Society are exclusively for its members. However, a member may invite guests with the approval of the Board of Directors, who shall set a registration fee for these guests, to be collected by the secretary-treasurer. The Board of Directors may sponsor out-of-state dermatologists who request attendance. If the propriety of inviting a guest is questioned, the Board of Directors will make the final determination of whether or not the guest may attend.

Section 2 - Business Meetings

The business component of an annual or additional meeting is only for members in good standing of the Society.

Section 3 - Additional Meetings

The officers of the Society may call additional meetings of the Society. Additional meetings shall also be called by the secretary-treasurer upon written request of ten or more voting members, or by the Board of Directors.

Section 4 - Time and Place

Time and place of annual and additional meetings shall be given by the secretary-treasurer of the Society to be approved by the Board of Directors after appropriate consultation with the active membership.

Section 5 - Notice of Meetings

Notice of annual, or additional meetings shall be given by the secretary-treasurer to all members at least thirty days prior to the date of the meeting by a letter mailed to each member's address.

Section 6 - Quorum

Thirty percent of voting members shall constitute a quorum at any annual or additional meeting.

Chapter VI

Scientific Programs and Social Activities

Section 1 - Programs

The secretary-treasurer in consultation with the president shall select suitable educational topics for annual and additional meetings and arrange for clinical case presentations and prepared discussions.

Section 2 - Speakers

Secretary-treasurer in consultation with the Board of Directors shall: 1) select and invite suitable speakers for the meetings, and 2) secure appropriate funding for the meetings.

Section 3 - Social Activities

Secretary-treasurer shall be responsible for all arrangements pertaining to the social aspects of all meetings and may delegate these tasks.

Chapter VII

Meetings Expenses

Section 1 - Expenditures

The secretary-treasurer shall be responsible for arrangements, paying all reasonable expenses pertaining to meeting expenses such as travel expenses of speakers, honoraria, and all expenses of educational, scientific and social functions, and may delegate tasks.

Section 2 - Revenue

Meeting expenses are paid from membership dues and any financial support including but not limited to pharmaceutical companies, which may be solicited by the secretary-treasurer by communicating with these entities at his/her discretion.

Chapter VIII

Ethics and Discipline of Members

The current principles of professional conduct of the American Academy of Dermatology shall be the principles and ethics of this Society and hereby and made part of these bylaws.

Chapter IX

The president of the Society shall appoint committees as needed.

Chapter X

Amendments to the Bylaws

Section 1 - Method of Amendments

Any three or more Society members may propose Bylaws or amendments to Bylaws. Such proposals shall be submitted to the secretary-treasurer at least sixty days prior to any annual or additional meeting of this Society, and notice shall be given by the secretary to all members as least thirty days prior to the meeting at which the proposals are to be voted upon. The proposals will become effective if approved by two-thirds (2/3) majority of those members present and voting at the meeting.

Section 2 - Time of Effect

Proposed Bylaws or amendments shall take effect immediately upon adoption unless otherwise specified.

Chapter XI

Rules of Order

Section 1 - Rules of Order

In absence of any provision in the articles of Bylaws, all meetings of the Society shall be governed by the parliamentary rules and usages contained in the current edition of "Robert's Rules of Order, revised."

Chapter XII

Miscellaneous

Section 1 - Establishment Year

The year of establishment of the Utah Society of Dermatologic Medicine and Surgery as agreed by members of the Society is 2001.

Section 2 - Fiscal Year

The fiscal year of this Society shall begin on July 1 and end on the following June 30.

Section 3 - Inspection of Records

Membership books, books of account and the minutes of meetings shall be opened to inspection upon written demand of any member at any reasonable time.

Section 4 - Annual Report

The secretary-treasurer shall distribute a fiscal year statement of cash receipts and disbursements to the members at the annual meeting.

Chapter XIII

Amendments to Bylaws

Amendment 1– Pursuant to Chapter III of this document, entitled “Officers”, section 2, Terms of Offices: as of April 26, 2003, the at large Society members will no longer be chosen by election but will be appointed by the President on an annual basis.

Section 2 of Chapter III will now read (changes in italics): After the first Society election, *the president, vice-president and secretary-treasurer* shall be elected for two (2) year terms at the annual meeting of the Society. *The at large Society members will be appointed by the President on an annual basis.* The Secretary-Treasurer and the representative to the Advisory Council of the American Academy of Dermatology and the delegates and alternate delegates to the Utah Medical Association may be re-elected for a second and third consecutive terms. *To enable staggered terms, the first election of the Society will allow for the following first term lengths for each officer: president - 2 years, vice-president - two years, secretary-treasurer - 1 year.*

CONSTITUTION OF THE UTAH SOCIETY OF DERMATOLOGIC MEDICINE AND SURGERY

ARTICLE I

Name

The name of this organization shall be the Utah Society of Dermatologic Medicine and Surgery, herein synonymously referred to as 'the Society'.

ARTICLE II

Affiliation

This society is an independent organization, affiliated with the American Academy of Dermatology and the Utah Medical Association.

ARTICLE III

Objectives and Purposes

Section 1 The Society has the following objectives and purposes:

1. To promote and maintain high standards of dermatology practice.
2. To enhance communication and education among its members in all aspects of the practice of medicine.
3. To promote the science and art of dermatology including public awareness.
4. To inform members of issues pertinent to the speciality of dermatology and to participate in the legislative/regulatory process to protect and/or enhance the practice of dermatology for the benefits of members and their patients.
5. To cooperate with other organizations of like purposes.

Section 2 This society shall be a non-profit, professional, educational organization and shall have no capital stock. It is not conducted for pecuniary profit and does not contemplate pecuniary gain or profit to the members thereof. It is organized exclusively for educational and scientific purposes in compliance with appropriate Internal Revenue Service codes. The Society shall not carry on any activity not permitted by an organization exempt from Federal Income Tax under appropriate Internal Revenue Service codes.

ARTICLE IV

Membership

Section 1 The qualifications and conditions of membership and the classes of membership shall be as provided in the Bylaws.

Section 2 Members shall be required to pay dues and/or assessments to this organization in the amount and manner provided in the Bylaws.

ARTICLE V

Meetings

At least one annual meeting of this Society shall be held during the year, at a time and place determined by the Society. Additional meetings may be held in accordance with the Bylaws.

ARTICLE VI

Officers and Directors

The officers of this Society shall be a president, vice-president, secretary-treasurer, one representative to the Advisory Council of the American Academy of Dermatology, three 'at large' members of the Society, one representative to the Medicare Carrier Advisory Committee and delegates and alternate delegates to the Utah Medical Association as provided in the Bylaws. The vice-president will serve as the president-elect.

The president, vice-president, secretary-treasurer, AAD Advisory Council representative and three at large members shall constitute the Board of Directors. The role and authority of each officer is provided in the bylaws.

ARTICLE VII

Amendments

Any three (3) or more Society members may propose amendments to this constitution. Such proposal shall be submitted to the secretary at least sixty (60) days prior to any annual or additional meeting of this organization; and notice shall be given by the secretary to all members at least thirty (30) days prior to the meeting at which the proposals are to be voted upon. Any affirmative vote of at least two-thirds (2/3) of the members present and voting shall constitute adoption. Amendments shall take effect immediately upon adoption unless otherwise specified.

ARTICLE VIII

Dissolution of the Society

Dissolution of the Society may be proposed by any three (3) or more members in good standing of the Society. Such proposal shall be submitted to the secretary at least sixty (60) days prior to any annual or additional meeting of this Society; and notice shall be given by the secretary to all members at least thirty (30) days prior to the meeting at which the proposals are to be voted upon. Dissolution of the Society will take place upon affirmative vote of at least 2/3 of the member present and voting. Upon dissolution of this Society, after paying or adequately providing for the debts and obligations of the Society, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which was established its tax exempt status with the Internal Revenue Service as determined by the Board of Directors.