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## **WOMEN'S DERMATOLOGIC SOCIETY BYLAWS**

### **ARTICLE I NAME**

The name of the Society shall be the Women's Dermatologic Society (hereinafter referred to as the Society).

### **ARTICLE II OBJECTIVES**

The purposes of the Society are to foster, promote and support women's issues in dermatology; to identify, train and promote women leaders in dermatology; to promote the highest possible standards of patient care and education, continuing medical education and research; to provide a forum for developing relationships among women in the specialty of dermatology; and to provide a forum for the exchange of ideas and research relevant to women's issues in dermatology.

The purposes for which the Society was organized are exclusively charitable, literary, scientific and educational, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earning of the Society shall inure to the benefit of any private individual. The Society shall not engage in any transaction or do or permit any act or omission which shall operate to deprive it of its tax exempt status as an organization that qualifies as an exempt organization under Section 501(c) (6) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purpose of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

The Society shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Further, the Society shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE III OFFICES**

The Society shall have and continuously maintain in the state of Illinois a registered office, and may have other offices within or without the state of Illinois as the Board of Directors may from time to time determine.

### **ARTICLE IV STATUS AND CATEGORIES OF MEMBERSHIP**

#### **Section 1. Status**

Membership in the Society is a privilege, not a right, and is dependent upon the candidate adequately demonstrating compliance with the requirements for membership as contained in the Articles of Incorporation, the Bylaws, the rules and regulations and the policy statements as from time to time are adopted by the membership or the Board of Directors. No one shall be elected or remain a member of the Society without adequately demonstrating that she/he is

of good reputation and standing within her/his community and of high ethical character and professional repute.

## **Section 2. Classes of Membership**

The membership of the Society shall consist of the following seven (7) classes of members: Active, Associate, Resident/Fellow, Life, Honorary, Corporate and Affiliate.

## **Section 3. Eligibility Rights and Obligations**

### *(a) Active Member*

Any physician who is a resident of the United States of America or Canada and who has been certified by the American Board of Dermatology or received specialty certification in dermatology by the Royal College of Physicians and Surgeons of Canada shall be eligible to be an Active Member. Active members shall have full membership rights as recognized under customary parliamentary practice, including, but not by way of limitation, the rights to attend membership meetings, to participate in discussion, to vote, to be a candidate for elective office and to accept appointment to committees and councils. Active members shall be obligated to pay all dues and assessments imposed on Active Members under Article X of these Bylaws and shall be obligated to observe all Bylaws and administrative regulations of the Society.

### *(b) Associate Member*

Any physician of good standing who is a resident of the United States of America or Canada, who has had three years of full time experience in the practice of or is a teacher or graduate student of dermatology and who has had training which qualifies the person for the examination of the American Board of Dermatology or the examination in dermatology of the Royal College of Physicians and Surgeons of Canada, shall be eligible to be an Associate. Associates shall have all of the rights of active members except that they shall not be eligible to serve in any elective office. Associates shall be obligated to pay all dues and assessments imposed upon Associates under Article X in these Bylaws and shall be obligated to observe all Bylaws and administrative regulations of the Society.

### *(c) Resident/Fellow Member*

Any physician who is currently participating in a training program in dermatology which is accredited by the Accreditation Council of Graduate Medical Education, and is actively pursuing the educational requirements for certification by the American Board of Dermatology or for certification in dermatology the Royal College of Physicians and Surgeons of Canada shall be eligible to be a Resident/Fellow Member. Resident/Fellow members shall have all of the rights of active members except the right to hold elected office or the right to vote in elections provided, however, that when appointed to any commission, council, committee or task force, Resident/Fellow members may vote on matters before that group. Resident/Fellow members shall not be required to pay dues or assessments but shall be required to pay registration fees and fees for social events.

### *(d) Life Member*

An Active Member in good standing, who by reason of physical infirmity or retirement from practice, at any age, shall be made a Life Member upon written request to the Secretary and approval by the Board of Directors. A Life Member shall continue to enjoy all the membership rights of her/his prior membership category in the Society. She/he shall not be required to pay dues or assessments but she/he shall be required to pay registration fees and fees for social events as do all members.

### *(e) Honorary Member*

An Honorary Member shall be a woman or a man of outstanding attainment recommended to the Board of Directors and elected by 2/3 vote of the Board of Directors. She or he shall enjoy all the rights and privileges of membership. He or she shall not pay dues or any other-assessments, but shall be required to pay registration fees and fees for social events.

### *(f) Corporate Member*

A corporate member shall be a woman or man with post baccalaureate degree currently employed or engaged in a business activity that supports the specialty of dermatology.

She or he shall enjoy all the rights and privileges of membership except the right to vote or hold an elective office. Corporate members, when appointed to any commission council, committee or task force, may vote on matters before that group. He or she will pay dues, registration fees, social events fees, and any other appropriate assessments.

All applications for corporate membership shall be evaluated by the Committee on Membership and voted on by the Board of Directors.

*(g) Affiliate member:*

An individual in good standing in any of the following categories shall be eligible to be an Affiliate of the Women's Dermatologic Society, provided that she or he also satisfies any additional requirements for Affiliate status which may be specified from time to time in the administrative regulations of the Women's Dermatologic Society:

- (1) Physicians (A) who are certified in dermatology by a non-US or non-Canadian board or its licensing equivalent or who satisfy educational or professional requirements approximately equivalent to the requirements for certification by the American Board of Dermatology or the requirements for certification in dermatology by the Royal College of Physicians and Surgeons of Canada-
- (2) Physicians who do not reside in the US or Canada who are certified by either the American Board of Dermatology or Royal College of Physicians and Surgeons in Canada.
- (3) Practicing dermatopathologists who are not eligible to be Active or Associate members of the Women's Dermatologic Society.
- (4) Osteopathic dermatologists who are certified by the American Osteopathic Board of Dermatology but whose training does not make them eligible for certification by the American Board of Dermatology or for the certification in dermatology by the Royal College of Physicians and Surgeons of Canada.
- (5) Non-dermatologists physicians, Ph.D. degree holders and other scientists devoting a major portion of their time to dermatologic research and/or education in academic medical centers, or teaching hospitals.
- (6) Veterinarians specializing in veterinary dermatology
- (7) Dentists holding the D.D.S. or D.M.D. degree with special interests in oral/cutaneous medicine.

Affiliates shall have all the rights of Active Members (including the right to vote), except that they may not serve in any elective office. Affiliates shall be obligated to pay all dues and assessments imposed ~~on~~ by these bylaws and to observe all bylaws and administrative regulations of the Women's Dermatologic Society.

## **ARTICLE V ELECTION TO MEMBERSHIP**

### **Section 1. Applications or Nominations**

Completed applications or nominations for admission to the various classes of membership shall be submitted to the Secretary.

- (a) Active, Associate, Corporate and Affiliate member applicants shall enclose the annual dues and any filing fee with their application.
- (b) Each eligible person who desires Life or Graduate membership shall submit a written request to the Secretary. No filing fee is required.
- (c) Nominations for Honorary Membership may be submitted, in writing, by any member of the Society to the Secretary. They shall be submitted to the Secretary in writing so that they are received at least sixty (60) days before the next regular business meeting of the Society, at which such nominations are considered. No filing fee is required.

### **Section 2. Review and Evaluation**

- (a) All properly filed applications for membership as an Active, Associate, Life, Corporate or Affiliate member must be reviewed and evaluated by the Membership Committee.
- (b) The names of eligible applicants shall then be circulated to the membership for study in a manner consistent with the administrative regulations of the Society. Members shall have the right to communicate with the Society secretary about any and all applications. Such communication shall then be presented to and evaluated by the Board of Directors when applications are reviewed.
- (c) All properly filed nominations for Honorary Membership must be reviewed and evaluated by the Board of Directors in accordance with the procedure set forth in the administrative regulations of the Society.

### **Section 3. Election to Membership**

(a) The Board of Directors shall review properly filed applications. At an official meeting of the Board of Directors, the Board of Directors shall take one of the following actions:

- (1) Accept the applicant.
- (2) Reject the applicant.
- (3) Table the application for further evaluation as outlined in these Bylaws.

A two-thirds (2/3) vote shall be required by the Board of Directors to accept the applicant. Those applicants receiving less than 2/3 vote for acceptance will be rejected unless a specific motion to table their application is made and passed. Those applicants whose application is tabled will have their application reconsidered and reviewed at the next Board meeting.

(b) All procedures for the election of Honorary Members shall be set forth in the administrative regulations of the Society. A two-thirds (2/3) vote shall be necessary for the Board of Directors to approve election to Honorary Membership.

### **Section 4. Applications for Reinstatement**

Any former member may apply for reinstatement through the regular application procedure.

### **Section 5. Appeal from Denial of Membership**

If the Board of Directors recommends denial of membership to an applicant or if membership is recommended in a class other than the class applied for, the applicant may appeal the decision of the Board of Directors in the following manner (except that nominees for Honorary Membership who shall not be elected may not appeal the decision of the Board of Directors):

- (a) The applicant shall, upon written request to the Secretary be provided with a written statement of the reason(s) for the action of the Board of Directors.
- (b) The administrative regulations shall specify time periods and procedures for applicants to request hearings before the Board of Directors and shall specify the procedures for the Board to conduct such hearings. The applicant shall have an opportunity to present oral arguments, evidence and testimony in support of the applications.
- (c) The Board of Directors shall act upon the application to appeal with two-thirds (2/3) vote being required for decision. Such action may be taken only at the time of a regularly scheduled meeting of the Board. Unless the appeal application is withdrawn, it shall be presented to the next regular meeting of the Board of Directors at which such applications are considered in accordance with Section 3. At that meeting, an applicant previously not recommended by the Board will have the opportunity to present oral arguments, evidence and testimony in her/his own behalf. Final decision shall be made to accept or reject membership in accordance with Section 3(a)(3).
- (d) Applications shall be reviewed and acted upon by the Board of Directors at one of its regular meetings at least once each fiscal year, but the Society shall reserve the right to defer decision on any and all applications to a subsequent year when necessary and when such action is consistent with these Bylaws. The timing and frequency of regular business meetings at which applications are considered shall be in accordance with the administrative regulations of the Society. Applicants shall be informed of such regulations or of any changes thereof.

### **Section 6. Reapplication**

If an applicant for any class of membership (other than a nominee for Honorary Membership) is denied membership in accordance with the procedures established in these Bylaws and in the administrative regulations of the Society, the applicant may not submit another application for the same class of membership for at least two (2) years from the date of the final action on the application.

### **Section 7. Termination of Membership**

Members who are late in paying their dues shall be notified of such within 60 days of annual renewal date. All the rights and privileges of any member of the Society including but not by way of limitation, all right to vote, to hold office, and to attend meetings, and all right, title and interest in or to the Society, its name, good will, and property, shall cease for all purposes on the termination of membership upon the death of the member, upon the member's

failure to pay dues within 30 days of notice of failure to pay dues or 90 days of annual renewal date.

Any member whose medical license is lost or suspended shall have his/her membership in the Women's Dermatological Society terminated. Those whose suspended license is reinstated may reapply for Women's Dermatological Society membership.

If any member shall be charged with conduct prejudicial to the best interest of the Society, or with any offense against the Society, its purposes, its reputation or its property, a written statement of such charges shall be signed by an officer or member of the Board of Directors and referred to the Secretary and shall be presented to the Board of Directors. The Board of Directors shall convene within 60 days and may, by majority vote with a quorum being present, elect to bring this termination to the Board of Directors at the next scheduled meeting. The Secretary will then send the accused member, by registered mail at the last-known address, a copy of the charges, together with a notice to present a defense to the Board, in person or in writing, at the next meeting of the Board of Directors. At that meeting, the Board shall consider any defense to the charge and shall determine by majority vote with a quorum being present, that the accused member shall either be exonerated, censured, or expelled. The Secretary shall then send a written statement of the Board's decision to the member by registered mail.

## **ARTICLE VI MEETINGS OF MEMBERS**

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

One regular business meeting of the members of the Society shall be held each year at a time and place designated by the President of the Society.

### **Section 2. Special Meetings**

Special meetings of the members of the Society may be called only by the Board of Directors or by written petition signed by at least ten percent (10%) of the voting members of the Society and may be held at any place designated by the Board of Directors or the petition of members.

### **Section 3. Notice**

Notice of any annual or special meeting of the members shall be given not less than thirty (30) days prior thereto by written notice delivered personally or by mail to each member of the Society. Such notice shall state the place, day and hour of the meeting, and in the case of a special meeting shall also state the purpose or purposes for which it is called.

### **Section 4. Quorum**

At least three percent (3%) of the total voting membership of the Society in good standing, but not less than twenty-five (25) members with voting rights shall constitute a quorum in any meeting of members. There shall be no representation by proxy at any meeting of members.

### **Section 5. Voting**

Election of officers and directors shall be by vote of the majority of the members present at the annual meeting. Voting may be by voice, by show of hands or by rising.

On any matter to be voted upon at any annual or special meeting of members, each member with voting rights shall be entitled to one (1) vote. There shall be no voting by proxy or cumulative voting. The act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the membership of the Society, except where otherwise provided by law or these Bylaws.

### **Section 6. Order of Business**

The regular order of business at any regular meeting of members shall be established in the administrative regulations of the Society.

## **ARTICLE VII BOARD OF DIRECTORS**

### **Section 1. General Powers**

The property and affairs of the Society shall be managed by its Board of Directors.

### **Section 2. Number, Tenure and Qualifications**

The Board of Directors shall consist of sixteen (16) elected directors and the four (4) officers; President, Vice

President, Secretary and Treasurer; and the immediate Past President. The elected directors shall take office at the regular annual meeting of the members of the Society which next follows their election, as provided in the administrative regulations, and shall serve for a term of four (4) years and until their successors shall be duly elected and qualified; provided, however, that the terms of the elected directors shall be staggered so that four (4) directors shall be elected prior to each regular annual meeting of the members to succeed the four (4) directors whose terms shall expire at that meeting. The Officers of the Society, and the immediate Past-President shall serve as ex-officio **voting** members of the Board of Directors during their terms for the period described in Article VIII, Section 3 of these Bylaws. Ex-officio directors with vote shall have the same rights, authority and responsibilities as the elected directors. Only Active Members of the Society may serve on the Board of Directors and no Active Member shall serve consecutive terms as an elected director. The Board of Directors may provide for designations of additional non-voting members of the Board according to the Administrative Regulations.

**Section 3. Nomination and Election of Board of Directors Exclusive of Ex-officio Directors**

- (a) A Nominating Committee consisting of six (6) Active Members of the Society in good standing shall be appointed by the Board of Directors. Members of the Nominating Committee shall be appointed for a term of three (3) years, provided, however, that initial appointments to fill additional new positions on the committee shall be for appropriate terms of one (1) - three (3) years, so that in each subsequent year the Board of Directors shall appoint two (2) members for a term of three (3) years to succeed the member or members whose term or terms shall expire in that year. The new appointment or appointments to the Nominating Committee in each year shall be made at a meeting of the Board of Directors held in connection with the regular annual meeting of the members of the Society and in accordance with the Administrative Regulations. One of the members of the Nominating Committee starting the third year of service shall be designated as the chairperson by the president. The members of the Nominating Committee shall possess the highest professional, scholarly and administrative skills and shall be selected with due regard for geographic representation. No incumbent member of the Board of Directors may serve on the Nominating Committee. No person shall serve consecutive terms on the Nominating Committee.
- (b) The Nominating Committee shall screen and evaluate potential nominees on the basis of professional, scholarly and administrative skills and geographic representation and shall present to the Board of Directors the names of at least two candidates for each vacancy or anticipated vacancy on the Board of Directors (exclusive of the ex-officio directors as defined in Article VII, Section 2) to be filled in the next election of directors. The slate of nominees selected by the Nominating Committee, including the nominees for President, Vice-President, Secretary, Treasurer, Historian and Directors, shall be presented to the Board of Directors according to the Administrative Regulations.

The Board of Directors will accept or reject the candidates for Board of Directors from the list provided by the Nominating Committee. The Board will consider each candidate's qualifications by her/his merits to serve on the Board. A simple majority vote on each candidate will signify acceptance as a potential candidate for the Board. The Nominating Committee will then determine the final slate of candidates for Directors and will ascertain their willingness to serve. The Nominating Committee will retain the remaining panel of Board approved candidates to draw upon for unanticipated Board vacancies. Nominees for Board of Directors and officers must be presented to the general membership with the notice of the meeting at which members are to vote on the proposed candidates. At the Annual Meeting, the Chair of the the Nominating Committee shall present the slate to the members for their approval. If approved by the general membership, the newly elected Directors will assume positions on the Board following the Annual Meeting. If a nominee is not approved, additional nominations may be generated during the Annual Meeting by the chair of the Nominating Committee or his/her designee drawing from the remaining panel of Board approved candidates. All additional nominees must give consent either prior to or during the Annual Meeting these nominees will then be voted on the by the general membership. When approved by the general membership, the newly elected Directors and Officers will assume their positions immediately following the Annual Meeting.

**Section 4. Vacancies**

Vacancies on the Board of Directors may be filled temporarily by majority vote of the Board of Directors except that a vacancy in an ex-officio directorship held by the immediate Past President shall not be filled. If the term of office with respect to which a vacancy occurs is not due to expire at the next regular annual meeting of the members of the Society, the position shall be filled, for the portion of the un-expired term which follows that meeting, in accordance with the normal procedure for the nomination and election of directors. If insufficient time is available for the Nominating Committee to select new nominees, the individual selected by the Board of Directors to fill the vacancy shall continue to fill the vacancy until a successor can be elected through the next regular annual nomination and

election procedure.

**Section 5. Meetings**

- (a) A regular meeting of the Board of Directors shall be held in connection with each regular annual meeting of the members of the Society. The specific times and places of such meetings shall be determined by the President who shall invite the committee chairperson to give reports.
- (b) The Board of Directors may determine, by resolution, the times and places for the holding of additional regular meetings.
- (c) Special meetings of the Board of Directors may be called by the President or any three (3) directors and may be held at any place and at any time designated in the call of the meeting.
- (d) Written notice of the time, place and purpose of each meeting of the Board of Directors shall be delivered to each director not less than thirty (30) days prior for in-person meetings and not less than 14 days for meetings by conference call or other means of communication.
- (e) One-half (1/2) of the directors, including ex-officio voting members then in office, shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- (f) 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 law or these Bylaws.

**Section 6. Informal Action by Written Consent**

Any action which is required by law or these Bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so to be taken and signed by two-thirds of the directors, is filed in the minutes of the proceedings of the Board. Any such consent signed by the directors shall have the same force and effect as a vote at a duly called and constituted meeting of the Board of Directors.

**Section 7. Removal**

The requirements for removal of directors shall be as provided by applicable state law.

**ARTICLE VIII OFFICERS**

**Section 1. Number, Titles and Qualifications**

The officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer. Only Active Members of the Society in good standing may serve as officers. No two (2) of the foregoing offices may be held simultaneously by the same Active Member. No Active Member may serve in the same office for consecutive terms. Elected directors may serve as officers.

**Section 2. Nomination, Election and Tenure**

- (a) The procedure set forth in Article VII, Section 3 of these Bylaws for the nomination of directors shall also apply to the nomination of candidates for the offices of President, Vice President, Secretary, Treasurer and Historian. The Nominating Committee established under Article VII, Section 3 shall present to the membership one (1) nominee for each of these offices every year.
- (b) The offices of President, Vice President, Secretary, Treasurer and Historian shall be filled by a plurality vote of the members present at the annual meeting. The office of President shall be filled by the Vice President succeeding to that office as set forth in Section 2 (e) (2) of this Article.
- (c) The terms of office shall be as follows:
  - (1) The President shall serve for a term of approximately one-year commencing with the termination of her/his term as Vice President.

- (2) The Vice President shall serve for a term of approximately one year assuming the position immediately following at the regular annual meeting of the members of the Society next following her/his election to that office and continuing until the next succeeding regular annual meeting of the members. Upon termination of the said term as Vice President, the Active Member shall assume the office of President for the term set forth in (1) above.
- (3) The Secretary, the Treasurer and the Historian shall each serve for a term of approximately three (3) years. The Secretary, Treasurer, and Historian shall assume their positions immediately following at the regular annual meeting of the members of the Society next following her/his election to office and continuing until the third succeeding regular annual meeting of the members.
- (4) Notwithstanding the foregoing provisions for the terms of office of the officers, all officers shall serve until their successors shall have been duly elected and qualified, except as provided in Section 4 of this Article.

### **Section 3. Powers and Duties**

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

- (a) The President shall be the presiding officer at all meetings of the members of the Society, shall be an ex-officio of the Board of Directors and shall be an ex-officio advisory member of all committees and councils. The President shall perform all duties and exercise all powers which are by law or customary parliamentary practice incident to the office of President, and such other duties and powers as many be determined by the Board of Directors. Upon completion of a term as President, an Active Member, as immediate Past-President, shall continue to serve as an ex-officio director for one (1) year.
- (b) The Vice President shall be an ex-officio member of the Board of Directors and shall serve as ex-officio chairman of the Committee on Long Range Planning as defined in these Bylaws and shall perform the duties 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 which 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 shall be an ex-officio member of the Board of Directors and an ex-officio advisory member to all committees and councils. The Secretary shall keep minutes of all meetings of the members of the Board of Directors, shall see that all notices are duly given in accordance with law and these Bylaws; and shall, in general, perform all duties and exercise all powers which are by law or customary parliamentary practice incident to the office of Secretary, and such other duties and powers as may be determined by the Board of Directors.
- (d) The Treasurer shall be an ex-officio member of the Board of Directors and an ex-officio advisory member of all committees and councils. The Treasurer shall be the principal accounting and financial officer of the Society, and shall be responsible for the maintenance of adequate books of account of the Society; shall be responsible for the receipt and disbursement of the funds of the Society, and shall, in general, perform all duties and exercise all powers which are by law or customary parliamentary practice incident to the office of Treasurer and such other duties and powers as may be determined by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety or sureties as the Board of Directors shall determine. With the approval of the Board of Directors, the cost of any such bond or surety may be paid from the funds of the Society.
- (e) The Historian shall be an honorary officer. She/he shall attend all meetings of the Board. She/he shall not have the power to propose or second motions, to vote or to preside at any meeting of the Board of Directors. The Historian shall provide for the maintenance and safe-keeping of archives, including such other materials relating to the Society which may have substantial historical value, and shall, in general, perform all duties and exercise all powers which are by law or customary parliamentary practice incident to the office of Historian, or to an Honorary officer. The Historian shall perform other duties and powers as may be determined by the Board of Directors. The Historian shall retain all other rights and privileges of membership including the right to hold other offices.

#### **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 for a term determined as follows: If a Vice President succeeding to the office of President was elected by the members, her/his term as President shall extend to the second annual meeting of the Society following her/his succession to the office of President. If a Vice President succeeding to the office of President was appointed by the Board, her/his term as President shall extend to the next annual meeting of the Society following her/his succession to the office of President, at which a President and Vice President shall be elected by the membership for a one year term commencing at that meeting.
- (b) In the event of a vacancy in the office of Vice President, the Board shall appoint a new Vice President to serve until the next annual meeting of the Board. In the interim, the nominating committee will choose a nominee for President that may or may not be the interim Vice-President, and who will be presented to the Board for approval. If approved, the nominee will be presented to the members for vote along with the other nominees.
- (c) In the event of a vacancy in the office of Secretary, Treasurer, or Historian, the Board of Directors shall appoint an interim Secretary, Treasurer or Historian to serve for the un-expired portion of the term. Such appointment may be made at any meeting of the Board of Directors.
- (d) The Board of Directors may establish in the administrative regulations of the Society a line of succession to the office of President so that the Society will not be left without a chief executive officer in the event of simultaneous vacancies.

#### **Section 5. Removal**

The requirements for removal of officers shall be as provided by applicable state law.

### **ARTICLE IX. ADMINISTRATIVE REGULATIONS**

#### **Section 1. Establishment**

The Board of Directors shall by majority vote establish a book of administrative regulations to govern the organization and operation of important aspects of the affairs of the Society. Such administrative regulations shall serve such matters as are specifically required by these Bylaws and such other important administrative matters as the Board of Directors deem appropriate.

#### **Section 2. Publication**

The administrative regulations adopted by the Board of Directors shall be available to any member of the Society upon written request to the Secretary.

#### **Section 3. Amendment**

The administrative regulations of the Society may be amended by the Board of Directors at any meeting by a two-thirds (2/3) vote, provided that notice of any proposed amendment shall have been given to each director not less than fourteen (14) nor more than thirty (30) days prior thereto. Alternatively, the administrative regulations may be amended by the membership at any membership meeting by a two-thirds (2/3) vote, provided that notice of any proposed amendments shall have been delivered to the Secretary at least thirty (30) days prior to the membership meeting by a written petition signed by at least twenty-five (25) voting members. Notice of any such amendment proposed by a petition of members shall be given to all members with the notice of the membership meeting at which the members are to vote thereon.

#### **Section 4. Finances**

The Administrative Regulations shall specify the procedures with respect to maintenance and administration of the Society's books, records, budget and funds and the authority or method of authorizing contracts to be made on behalf of the Society.

### **ARTICLE X DUES AND ASSESSMENTS**

#### **Section 1. Annual Dues**

The amount of annual dues payable by each class of dues-paying members of the Society shall be established by the Board of Directors and approved by a 2/3 vote of the Board of Directors. The general membership shall be notified at least 60 days prior to this change being voted on.

**Section 2. Special Assessments**

At any regular membership meeting, an assessment of a specified amount, which must be uniform as to the members of any one class of member, may be levied on the dues-paying members of the Society by a majority vote of the members, provided that notice of the proposed assessment shall have been given to all members at least thirty (30) days prior to the annual meeting. Any such assessments shall be payable as provided by vote of the members, or, if no such provision shall be made, then as provided by the Board of Directors.

**Section 3. Waiver of Dues and Assessments**

The Board of Directors may at its discretion waive or reduce the obligation of any Active Member, Associate, or Affiliate, otherwise in good standing, to pay dues for a particular period or to pay a particular assessment.

**Section 4. Sanctions for Failure to Pay**

- (a) Any member whose dues or assessments are overdue by ninety (90) or more days shall be ineligible to vote or to be a candidate for elective office.
  
- (b) Any member who shall fail to make full payment of any dues or assessments within the time allotted in the administrative regulations of sixty (60) days of the due date therefore established by the Board of Directors shall be given notice by the Secretary by mail that her/his membership will be terminated thirty (30) days thereafter unless all delinquent dues and assessments are paid within that period. If the delinquent member neither makes payment in full during the grace period nor provides the Board of Directors with an explanation satisfactory to the Board of Directors for non-payment, then the Secretary shall remove the name of the delinquent member from the membership rolls of the Society. Such a delinquent member may be reinstated to membership by the Board of Directors, in its discretion, upon payment of all delinquent dues and assessments or presentation of evidence sufficient to support a waiver of the obligation to pay such dues and assessments.

**ARTICLE XI COMMITTEES AND COUNCILS**

The Board of Directors shall have the authority to create and appoint committees as needed for the conduct of Society affairs and as provided by these Bylaws.

Any committee may be terminated by action of the Board of Directors provided that notice of such proposed termination shall have been given to all directors not less than thirty (30) nor more than sixty (60) days prior thereto.

**Section 1. Standing Committees**

The standing committees shall include, but not by way of limitation, the following: Nominating Committee and the Executive Committee, who may act in lieu of the Board. Such actions shall be ratified at the next meeting of the Board. The purpose, duties, powers, composition, and appointment of these standing committees shall be provided in the administrative regulations of the Society.

**Section 2. Special Committees**

The Board of Directors may from time to time establish such special committees as it may deem appropriate for the conduct of the affairs of the Society. The purposes, duties, powers, composition, and appointment of all special committees shall be determined by the President.

**ARTICLE XII MISCELLANEOUS**

**Section 1. Parliamentary Procedure**

All questions of parliamentary procedure or practice regarding the affairs of the Society, including the conduct of meetings of members, of the Board of Directors or of any committee or council, shall be governed by the current edition of Sturgis Standard Code of Parliamentary Procedure, except as otherwise specified or provided by law, these Bylaws, or the administrative regulations of this Society.

**Section 2. Rights in Education Material**

Ownership of and all rights in all educational material presented at meetings, conferences, seminars, or similar functions arranged and administered by the Society, including any of its committees or councils, shall be vested in the Society or the member(s) presenting such material; and such material may not be produced, transcribed or used in any way for publication without the approval of the Society or the member(s) presenting it. Guidelines for the implementation of this Section may be set forth in the administrative regulations of the Society.

**Section 3. Advertising**

No member or her/his designate or agent(s) shall use the name of the Society for promotional or advertising purposes.

**ARTICLE XIII AMENDMENTS**

**Section 1. Proposals Approved by the Board of Directors**

Any proposed amendment to these Bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors and approval of 2/3 of the members present at any meeting or by special vote 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).

**Section 2. Other Proposals**

Any proposed amendment to these Bylaws which shall not have been approved by the Board of Directors by a two-thirds (2/3) vote may be adopted by a two-thirds (2/3) vote of the members present and voting at any membership meeting, provided that any such proposed amendment shall have been presented to the Secretary at the preceding regular membership meeting in a petition subscribed by at least twenty-five (25) voting members of the Society. Notice of any such proposed amendment shall be given to all members with the notice of the membership meeting at which the members are to vote on the proposed amendment.