

WDS BOARD OF DIRECTORS

General Powers

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

Number of Board Members

The Board of Directors shall consist of twenty-two members, including *six Officers* (President, President-elect, Vice President, Secretary, Treasurer, and Immediate Past-President) plus *sixteen Directors*. The Board of Directors may appoint additional non-voting members at their discretion as deemed appropriate.

Executive Committee

The Executive Committee has authority to act on behalf of the full Board of Directors between Board Meetings.

The Executive committee shall be composed of the President, President-elect, Vice President, Secretary, Treasurer, and Immediate Past-President.

Terms of Office

All Terms shall begin immediately after the Annual Membership Business Meeting adjourns.

Voting Members

President: One year. Assumes the position of Immediate Past-President.

President-elect: One year. Ascends to the Position of President.

Vice President: One Year. Does not ascend to any other Officer position unless the President is unable to complete their term of office (see vacancies).

Immediate Past President: One Year and at the end they complete their term.

Secretary: Three years.

Treasurer: Four years.

- The Treasurer shall serve a term of one year as Assistant Treasurer for the year prior to the member's term as Treasurer and be a non-voting member to the Board of Directors and a non-voting Officer.

Directors: Four years.

- Terms shall be staggered so that four new members rotate onto the Board each year and four rotate off.
- Non-Officer Directors may not serve no more than one term as a Director.

Duties and Responsibilities of Officers

President:

- Presides over all meetings.
- Performs all duties and exercises all powers incident to the Office of President as determined by law or customary parliamentary practice.
- Performs other duties and powers that are, by law or customary parliamentary practice, incident to the Office of the President, and such other duties and powers as may be determined by the Board of Directors.
- Shall be the official spokesperson for the Society.

President-elect:

- The President-elect 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 President-elect shall nominate the Chair of each committee and appoint new members to each committee as needed and submit this to the Board of Directors for majority approval.

Vice President:

- Serves as Chair of the Councils.
- Serves as advisory member of all committees and councils.
- Performs the duties and exercises the powers which are, by law or customary parliamentary practice, incident to the Office of the Vice President and such other duties and powers as may be determined by the Board of Directors or the President.

Immediate Past-President:

- Acts as an advisor to the President and Board of Directors.

Secretary:

- Serves as the Governance Council Chair.
- Sees that all notices are given in accordance with law and Society Bylaws.
- Performs all duties and exercises all powers incident to the Office of Secretary as determined by law or customary parliamentary practice.
- Keeps minutes of all Board of Directors meetings.
- Oversees the maintenance and safekeeping of archives. Communicate and/or provide data relevant to the Historian.
- Preserve all records, reports and official documents of the Society.
- Accept proposed amendments of the Administrative Regulations from membership.
- Accept presentation of proposed amendments of Bylaws from membership.

Treasurer:

- Serves as the Finance Council Chair.
- Serves as the principle accounting and financial officer of the Society.
- The Treasurer has responsibility for keeping an accurate financial record of the collection, safekeeping, and expenditure of all funds of the Society.
- Oversees the maintenance of account books.
- Oversees the receipt and disbursement of funds.
- Presents the Annual Budget and Mid-year Budget to the Board of Directors for approval.
- Summarizes the financial health of the organization at each Board of Directors and Executive Committee Meetings.
- Works with the Investment Committee to review and develop an investment strategy for the Society.
- Follows the policies and procedures outlined in the Treasurer Manual.

Directors:

- Each Director should be an active member of at least one Council of the Women's Dermatologic Society beginning at the second year of their term.
- Directors are expected to be ambassadors for the Women's Dermatologic Society in their professional communities and to encourage new members to join as well as to become active in the Society.

Election of Officers

President

- After completion of the term as President-elect, that individual shall automatically assume the role of President for a one-year term.

President-elect

- Nominees for the position of President-elect must have served a term as a member of the Board of Directors.

Vice President

- Nominees for the position of Vice President must have served a term as a member of the Board of Directors.

Secretary

- Nominees for the position of Secretary must have served a term as a member of the Board of Directors.

Treasurer

- Nominees for the position of Treasurer must have served a term as a member of the Board of Directors and a term on the Finance Committee.

Legal Responsibilities of Board Members (Voting and Non-Voting Members)

Board members are expected to commit to the following responsibilities:

- **Duty of Care.** Includes:
 - Fiduciary responsibility and accountability
 - Attendance at all meetings (in-person meetings and conference calls)
It is expected that each Director will attend all meetings of the Board of Directors. If a Director is unable to attend a given Board of Directors meeting, she/he should notify the President and Executive Director prior to the meeting. If a Director does not attend 2 consecutive biannual Board of Directors meetings, her/his status will be reviewed by the Executive Committee. The Executive Committee may after review, recommend to the Board that the Director resign or that her/his status as active Director continue. A Director who does not attend 3 consecutive biannual meetings of the Board of Directors will be removed from further service on the Board unless a majority of the Board of Directors votes to excuse his/her absences because of extenuating circumstances.
 - Preparedness for all meetings.
 - Thinking, acting and voting independently (as the individual thinks best for WDS) in the boardroom on all board matters.

- **Duty of Loyalty.** Includes:
 - Disclosure of any and all real or perceived conflicts of interest.
 - Confidentiality regarding boardroom discussions.

- **Duty of Obedience.** Includes:
 - Obedience to state and local laws as well as to the organization's Bylaws.
 - Support decisions of Board, even if the member did not vote to approve such decision/actions.

Failure to abide by these responsibilities shall constitute grounds for dismissal from the Board.