

CONSTITUTION

ASSOCIATION OF PROFESSORS OF DERMATOLOGY

INCORPORATED 1974

(as revised July 2008)

PREAMBLE

The Association of Professors of Dermatology was established in 1960 by some of the leading educators in the specialty. On December 1, 1973, incorporation of the Association was authorized. Proposed Articles of Incorporation and Resolution were presented and approved. A scheduled Council meeting was held on April 1, 1974, and unanimous approval was given for the Association to incorporate in California. The Association was granted an exemption by the California Franchise Tax Board, and the formal Articles of Incorporation were executed on August 22, 1974, by the Secretary of State.

ARTICLE I

NAME

The name of the corporation shall be "Association of Professors of Dermatology."

ARTICLE II

OBJECTIVES

The objective of the Association shall be the promotion of medical education, research and patient care, particularly in undergraduate and graduate Dermatology training programs¹. The Association will provide a forum for discussion of problems and developments of mutual interest the chair² and full-time faculty of Dermatology training programs in the United States, Puerto Rico and Canada. It will promote liaison between the chair and various individuals and organizations whose activities bear on the objectives of the Association.

¹ The term training program shall refer to departments, divisions, sections, or their free-standing equivalents as recognized by each medical school and to approved, free-standing three-year residency training centers outside the medical school.

² The term chair shall refer to the titular head of the training program.

ARTICLE III

MEMBERS

Section 1. There shall be two classes of membership: active and emeritus. Active members shall include individuals from Dermatology Departments or Sections in accredited medical schools or freestanding, independent, accredited three year residency trig programs within the United States, Puerto Rico and Canada. The Board of Directors shall determine which programs are freestanding. One of the individuals shall be the Head (Chair) of the program. The other individuals shall be chosen by the Chair and will ordinarily be the vice chair, training program director or other members of the Department or Section. Only one individual will hold voting privileges; this individual will be the Chair unless delegated, in writing, to the second member. Chairs which are "acting" or "interim" shall be considered as full members, except that they may not hold office.

Section 2. Any member, as defined in Section 1, who ceases to meet the above requirements shall automatically be dropped from active membership. Membership may be forfeited for reasons considered sufficient by two-thirds vote of the members present at a scheduled or special meeting.

Section 3. Past active members who were Chairs and who have resigned or retired from that position are eligible for Emeritus membership. Emeritus Members may attend meetings, serve on committees, complete a term of office, subject only to the agreement of the Board of Directors, but shall not vote. Dues shall be waived for Emeritus Members.

Section 4. Alternates designated by an active member may attend meetings. Alternates may vote on all issues providing they hold a written and signed proxy from the active member designating that they have this privilege.

ARTICLE IV

GOVERNING BODY AND OFFICES

Section 1. The corporation shall have no more than 11 directors and collectively they shall be known as the Board of Directors. The number may be changed only by amendment of the Articles of Incorporation of this corporation, by amendment of this constitution (see Article XI), or written assent of the members entitled to exercise a majority of the voting members present at a meeting of the members duly called at least 30 days in advance at which a quorum is present, and not otherwise, but at no time shall the number of directors be reduced to less than three.

Section 2. The Board of Directors shall be the governing and policy-making body of the Association. Said Board shall consist of the immediate Past-President and officers of the Association serving as directors and seven other directors unless one of the directors has been elected to the office of President-elect. The seventh director shall be the Chair of the Procedural Dermatology Section Steering Committee and will serve as a non-voting, ex-officio member. Additionally, two residents shall serve as non-voting liaisons to the Board of Directors. The current President shall be Chair of the Board of Directors. If for any reason a member of the Board of Directors cannot serve, the vacancy shall be filled by the Past-President next down the line, and this individual will serve until the next election. If circumstances call for altering the governing and policy-making body of the Association, the questions of such a change must be taken up at a special or annual meeting at least one year in advance.

Section 3. The officers of the Association shall consist of a President, President-elect, Secretary-Treasurer, and Immediate Past President. The term of office for the President and Immediate Past President is two years, and they may not be re-elected. The President-elect will be elected every other year for a two-year term. The term of office for the Secretary-Treasurer and six other directors will be for three years, two of the six being elected each year. The Chair of the Procedural Dermatology Section Steering Committee shall serve the term according to its Section Guidelines (Article VII). The resident liaison shall serve 2 year terms with one being elected each year.

An elected director may not be elected and serve more than two consecutive three-year terms except if elected as an officer. The Secretary-Treasurer may be elected for no more than two three-year terms.

Section 4. Except under unusual circumstances, the President-elect shall succeed to the presidency the year after his/her election. If the President is unable to serve out his/her term, the President-elect will assume the Presidency.

ARTICLE V

DUTIES OF OFFICERS

Section 1. The President shall preside at the annual meeting. In addition, the President shall be responsible for dealing throughout the term of office with problems of major concern to the Association. The President shall be assisted by the other officers and may seek aid, as indicated, from any member and nonmember, including persons specifically requested to provide liaison with other organizations.

Section 2. The President-elect shall serve in the place of the President when necessary and shall otherwise function as a member of the Board of Directors of the Association.

Section 3. The Secretary-Treasurer shall serve as Recorder at the meetings of the Association and the Board of Directors. The Secretary-Treasurer shall be authorized to collect dues and other monies, handle the funds, and dispense the monies of the Association in accordance with the instructions of the President, usually on the advice of the Board of Directors. The Secretary-Treasurer of the Association shall be in charge of correspondence and keep accurate business records. The Secretary-Treasurer is empowered to obtain adequate aid in carrying out functions of the office, including designation of an Association member as an assistant. Financial accounts of the Association shall be audited annually, and a Treasurer's report given at the annual meeting. The Secretary-Treasurer shall assist the President and President-elect in the conduct of the Association's functions and business.

If both the President and President-elect should be incapacitated or die, the Secretary-Treasurer shall assume the interim duties until new officers have been elected. At the end of the term of office, the incumbent Secretary Treasurer shall turn over all records and money to his/her successor.

Section 4. The Board of Directors shall meet as often as required throughout the year and shall represent the Association as necessary. Since it will not be possible to discuss all problems of current interest at the annual meeting, the Board of Directors will solicit opinions expressed without due delay. When such solicitation does not seem feasible, the Board of Directors shall be empowered to act for the Association.

Section 5. If a member of the Board of Directors fails to attend two consecutive meetings without reason his or her term will lapse. The vacancy will be filled in Article 4, Sections 2 and 4.

ARTICLE VI

COMMITTEES

The president, with the advice of the Board of Directors, shall appoint a series of standing and ad hoc committees to deal with the specific items of business of concern to the Association. The Association shall have the following standing committees: Nominating Committee, Membership Committee and Program Committee. The Chair and at least two other members of each committee shall be members of the Association. Generally, service of members on these committees shall be for a three-year term, the third year serving as Chair. Persons who are not members of the Association (non-members) may be appointed as a non-voting liaison to a given committee. Service and term shall be decided by the Chair of the respective committee. There shall be no limitation in the number of terms a member or nonmember may serve on a given committee.

The Nominating Committee shall consist of three members with one new member appointed each year for a three year term, the third year serving as chair. No member of the Nominating Committee shall be a member of the Board of Directors. This Committee shall nominate one or more candidates for vacancies of the following to be presented and approved by the Board:

Officers, Directors, and Resident Liaisons. At the annual meeting the Committee shall present to membership the slate of candidates to be voted on by written ballot. Membership may suggest additional nominations.

The Membership Committee shall consist of three members with one new member appointed each year for a three year term, the third year serving as Chair. This Committee shall focus on inquiring into the qualifications of new members and develop strategies that will recruit and retain members of the Association.

The Program Committee shall consist of three members with one new member appointed each year for a three year term, the third year serving as Chair. This Committee shall be responsible for educational program development.

ARTICLE VII

SECTIONS

Sections with a particular focus can be created in accordance with the objectives of the Association (Article II) and with the approval of the Board of Directors. Each section will have its own Section Guidelines appropriate for its section. All members of the Section must be members of the Association and will have the privileges and responsibilities thereto. Each section may create sub-committees.

ARTICLE I - NAME

The name of this Society shall be the PROCEDURAL DERMATOLOGY SECTION OF THE ASSOCIATION OF PROFESSORS OF DERMATOLOGY, hereafter referred to as "PD Section".

ARTICLE II- OBJECTIVES AND PURPOSE

Section 1 Objectives of the PD Section

The objectives of the PD Section are to:

- (1) define the surgical curriculum for dermatology training, particularly in graduate and post graduate dermatology training programs and dermatologic surgery fellowships. The term training program shall refer to programs within departments, divisions, sections, or their equivalents, as recognized by each medical school; and to approved free standing three-year residency training centers that exist outside a medical school.
- (2) encourage innovation in dermatologic surgery training methods.
- (3) provide a forum for discussion of opportunities, challenges and developments of mutual interest to the academic faculty of dermatology training programs in the United States, Canada and Puerto Rico.
- (4) promote cooperative relationships between the Section and other professional organizations whose goals are to educate trainees and physicians in procedural

dermatology. The purpose of these relationships is to develop and maintain the highest educational standards within dermatology training.

ARTICLE III- ORGANIZATIONAL STRUCTURE OF PD SECTION

Section 1 Purpose of Membership

It is the primary goal of the PD Section to promote education in dermatologic surgery. The PD Section recognizes the special role and contribution of full time academic dermatologic surgeons in training medical students, residents, and fellows, and in maintaining the academic environment in which dermatologic surgical training primarily occurs. The organization also recognizes the important contribution of volunteer community faculty in dermatologic surgical education and research.

Section 2 Membership Criteria

All dermatologic surgeons participating full time in dermatology resident training programs are encouraged to become members. All members must:

- (1) be dermatologic surgeons who hold a faculty appointment in a dermatology department or section in an accredited medical schools and/or in an accredited free standing three year residency training programs outside medical schools located in the United States, Canada and Puerto Rico. The steering committee will determine who is a dermatologic surgeon and which level of academic affiliation qualifies for membership and the American Board of Dermatology will determine which programs are accredited.
- (2) actively contribute to the dermatologic surgical education of medical students, residents, fellows, and/or practicing physicians.

Part-time clinicians with academic affiliations who do not otherwise qualify for APD membership, may attend meetings of the Section by paying non-member meeting fees as set by the APD.

Section 3 Steering Committee for PD Section

The steering committee will be composed of a Chair, Vice Chair, Immediate Past-Chair (ex-officio) and six (6) committee members at large.

1. The Chair will serve for 2 years.
2. The Vice Chair will serve for 2 years. The Vice Chair will also serve as annual program chair.
3. The Immediate Past- Chair will serve for 2 years.
4. The committee members will serve for 2 years, staggered.
5. The Chair and Vice Chair will have been previous committee members.
6. The purpose of the steering committee is to conduct the business of the section on behalf of the section members.
7. Candidates for the steering committee will be chosen by the steering committee and approved by the section membership.
8. The Chair of the section will serve ex-officio on the Board of Directors of the Association of Professors of Dermatology.
9. The Steering Committee may appoint ad hoc task forces to address areas of interest for the membership
10. All members of the steering committee, including the chair and vice-chair, must be

members of the APD.

Section 4 Duties of PD Steering Committee members

1. The Chair shall:

- (1) prepare the agenda and preside at the PD section meeting.
- (2) be responsible for responding to problems of major concern to the PD section.
- (3) Reports PD section activities to the APD at the board meeting

2. The Vice Chair shall:

- (1) serve in the place of the Chair when necessary
- (2) organize the PD section annual meeting in conjunction with the representative of the APD.

Section 5 Steering Committee Meetings

The Steering Committee shall meet as often as required throughout the year and shall represent the Section as necessary. The Steering Committee will give input as to the content of the annual PD Section meeting and direct PD Section activities as they relate to the development of resources for teaching and training programs. The Steering Committee will receive reports from the ad hoc task forces.

ARTICLE VIII

MEETINGS

There shall be an annual meeting, the site and date to be fixed by the APD officers with at least six months prior notification of the membership. Additional called meetings and workshops shall be held at the direction of the officers with at least thirty days prior notification of the membership and other concerned individuals.

ARTICLE IX

QUORUM

A quorum shall consist of twenty-five regular members or twenty-five percent of the regular members, whichever is greater. Attendance will be taken at each meeting to determine if a quorum is present.

ARTICLE X

ANNUAL DUES

The annual dues shall be such as the Board of Directors may recommend subject to approval of the membership at the annual meeting.

ARTICLE XI

AMENDMENTS OF THE CONSTITUTION

Amendments to the constitution must be proposed in writing by five members. They must then be circulated to the full roster of the membership, and this must be at least thirty days before any vote is taken. The vote may be taken at the time of such a meeting, or subsequently. Amendments must have an affirmative vote of two-thirds of those attending the meeting. If a mail vote is taken subsequent to discussion at a meeting of the membership, an amendment must have an affirmative vote of two-thirds of the membership.