

WASHINGTON STATE DERMATOLOGY ASSOCIATION

ARTICLES AND BYLAWS

ARTICLE I - NAME

The name of this organization shall be the Washington State Dermatology Association. The Washington State Dermatology Association shall be a non-profit corporation organized under the laws of the State of Washington.

ARTICLE II - PURPOSE

The purpose of this Association shall be:

1. To promote the science and practice of Dermatology in Washington State.
2. To advocate for Dermatologists and patients with dermatologic disorders.
3. To promote and protect the dermatologic health of the public.

ARTICLE III - CLASSES OF MEMBERSHIP AND ELECTIONS

Section 1 – Members. The membership of the Association shall be composed of:

A) Active Members

A physician who is licensed to practice medicine, has completed formal residency training in dermatology and who has been certified or is eligible to be certified by the American Board of Dermatology.

B) Affiliate Members

Other licensed health care providers who have additional training in the practice of dermatology. Affiliate members are ineligible to vote or hold office.

C) Junior Members

A physician who is licensed to practice medicine, and is engaged in a dermatology residency training program, or who has satisfactory completed such a training program and in engaged in a dermatology fellowship training program. Junior members are ineligible to vote or hold office.

D) Emeritus Members

A previous active members who has continued membership in the association for a minimum of 10 years and who has reached the age of 70. Emeritus members are ineligible to vote or hold office.

Section 2 – Membership Requirements. Applications and dues shall be submitted to the Board of Directors with appropriate dues. Membership shall be granted upon approval of the Board of Directors or designated committee.

Section 3 – Any member may resign from membership at any time by giving notice to the Secretary-Treasurer of the association. Such resignation shall become effective upon receipt of the notice, unless the notice specifies a later date.

Section 4 – Members may have their membership terminated for the following reasons: (a) for cause by a two-thirds vote for the Board of Directors present at any meeting; (b) for non-payment of dues as provided in Article IV Section 4; or (c) by failing to meet the requirements for membership set forth in Article III Section 1. If a member is to be removed by the Board of Directors as provided in clause (a) hereof, the vote for removal shall occur only after the Member has been advised of the pending Board action and has been given a reasonable opportunity for defense.

Section 5 - Records. The Association's records and books of accounts shall be open to inspection upon written demand of any member at any reasonable time. Such inspection may be made by

the member, agent or attorney, and shall include the right to make extracts thereof. Demand for inspection, other than at a meeting of the members, shall be in writing to the President or the Secretary-Treasurer of the Society.

ARTICLE IV - ASSESSMENTS

Section 1 - Dues. Dues for membership of the Association shall be approved annually by the Board of Directors for the ensuing year, and shall be payable on January 1 of each year.

Section 2 - Levy of Assessments. Assessments may only be levied upon a majority vote of the Board of Directors and then only if the recommendations for such assessment have been mailed to the membership at least thirty (30) days before the meeting of the Board of Directors at which such assessment is to be voted upon.

Section 3 – Cancellation. Any member whose membership has been canceled for failure to pay dues or assessments shall not be eligible to vote or hold office.

Section 4 – Any member whose dues for the current year are six months in arrears shall be suspended from membership.

ARTICLE V - MEETINGS AND ASSEMBLIES

Section 1 - Annual Meeting. An annual meeting of voting members shall be held on a date determined by the Board of Directors each year. At that meeting, the members shall elect directors, the President and Treasurer shall report on the activities and financial condition of the corporation and the members shall transact any other business properly coming before the meeting. The time and place for the annual meeting shall be established by the Board.

Section 2 - Special Other Meeting. Special other meetings of the Association members may be held from time to time as determined by the President or a majority of the Board of Directors. Such meetings shall require twenty (20) days written notice to all members of the time and place of the meeting.

Section 3 - Location. The Board of Directors may designate any location, either within or without the State of Washington as the location of meeting for any annual meeting or for any other meeting of the Association.

Section 4 - Quorum. The members of the Association present at any duly called meeting of the Association shall constitute a quorum at such meeting. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Association.

Section 5 - Voting Rights. Each Active Member shall be entitled to one vote on each matter submitted to a vote of the members; except that at an election for directors every member entitled to vote at such election shall have the right to vote for as many persons as there are directors to be elected.

Section 6 - Proxies. No member shall be entitled to vote by proxy on any matter submitted to a vote of the members.

Section 7 – The current edition of The Standard Code of Parliamentary Procedure shall control all parliamentary proceedings of the meeting of the Association and the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - General Powers. The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may in the execution of powers granted, appoint such agents, as it considers necessary. Directors must be Active members of the Association.

Section 2 - Number. The Board of Directors shall consist of ten (10) elected directors, including

the officers of the Association. President, Vice-President, Secretary-Treasurer, Immediate Past President and six at-large board members. Two (2) of the at large board members shall serve as either Washington State Medical Association representative or the American Academy of Dermatology representative.

Section 3 - Terms. Elected directors shall serve a term of three (3) years after his/her election, or until his/her successor shall have been elected. The terms of office of the directors shall begin after the annual meeting at which their election occurred.

Section 4 - Nominations and Elections to the Board of Directors. At least ninety (90) days prior to the annual meeting it shall be the duty of the President to select three (3) members for the nominating committee from the Board of Directors representing, as far as practical, all geographic sections. At least sixty (60) days prior to the annual meeting the committee shall present one or more nominations for each of six (6) positions on the Board of Directors, provided that nothing herein shall be construed as preventing nominations for the Board of Directors by mail before the annual meeting. Nominations by mail or email must be submitted via the nominations ballot form sent to members. The election of the Directors shall be by majority vote of the members at the annual meeting.

Section 5 - Regular Meetings. The Board of Directors shall meet no less than twice each year. Notice of all meetings of the Board of Directors shall be sent by mail or email to each member of the Board at his or her last recorded address at least ten (10) days in advance of such meetings. Board meetings may be conducted by telephone conference call or other electronic medium. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section 6 - Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) directors. The person or persons authorized to call such special meetings of the Board may fix any place, either within or without the State of Washington, as the place for holding any special meeting of the Board called by them.

Section 7 - Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto by telephone notice or written notice delivered personally or sent by e-mail to each director at his/her address as shown by the records of the Association.

Section 8- Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9 - Vacancies. Any vacancies, which occur on the Board of Directors for any reason, other than recall, shall be filled for the remainder of the respective term by majority vote of the remaining directors. A director elected to fill a vacancy shall serve the remainder of the vacant director's term. Any directorship to be filled by reason of an increase in the number of directors shall be filled by elections at an annual meeting or at a special meeting of the members called for that purpose.

Section 10- Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors expenses of attendance or other expenses as deemed by the Board, if any, may be allowed for attendance at each regular or special meeting of the Board;

Section 11- Removal. Any director shall be removed from office if he/she is no longer a member of the Association. Any officer may be removed with or without cause by a majority Vote of the Board of Directors.

Section 12 - Resignation. Any director may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the President or the Board.

Section 13 – Standard of Conduct. Each director and officer shall discharge his or her duties as a director of officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE VII - OFFICERS

Section 1 - Officers. The officers of the Association shall consist of a President, a Vice-President, a Secretary-Treasurer, and an Immediate Past President. Each officer shall serve on the Board of Directors.

Section 2 - Election and Terms of Office. The Association shall elect annually the officer of the Secretary-Treasurer. The offices of Vice-President, President and Immediate Past President shall be filled by the succession of the Secretary-Treasurer to Vice-President, President, and then immediate Past-President sequentially. The election of officers shall be at the annual meeting. The term of office of each officer shall begin immediately upon the conclusion of the annual meeting. Each officer shall hold office until his/her successor shall have been duly elected.

Section 3 - President. The duties of the President shall be as follows:

- (a) The President shall be the principal executive officer of the Society.
- (b) The President shall in general supervise and control the business and affairs of the Association. He/she shall preside over all meetings of the Society members and of the Board of Directors. In the event of the absence of the President from any meeting, the President may designate a director to preside in his/her stead. If the President is absent and has not so designated an acting chairman, this position will be assumed by the Vice-President, Immediate Past President, or Secretary-Treasurer, in such order.
- (c) The President may sign, with the Secretary-Treasurer or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these bylaws, or by statute to some other officer or agent of the Association; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- (d) The President's term of office shall begin after the annual meeting, or when his/her successor is duly elected. In the event of the death or resignation of the President during the term of office or if he/she shall for any reason be unable to serve, the Vice-President shall succeed to the office of President for the unexpired portion of the President's term. In the event of the death, resignation or incapacity of both the President and the President-Elect, the Board of Directors shall elect a President for the unexpired term.

Section 4 - Vice-President. The duties of the Vice-President shall be as follows:

- (a) The Vice-President shall perform the duties of the President, in the absence of the President or in the event of his/her inability to act. And when so acting shall have all the powers of and be subject to all the restrictions upon the President.
- (b) The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors.
- (c) The Vice-President shall succeed to the office of President at the expiration of the President's term.
- (d) In the event of the death, resignation or removal from office of the Vice-President, the Board of Directors shall nominate one (1) or more members for that office and election of the successor to the Vice-President shall take place by a vote of the Board of Directors at the next scheduled meeting of the Board of Directors.

Section 5 - Secretary-Treasurer. The duties of the Secretary-Treasurer shall be as follows:

- (a) The Secretary-Treasurer shall cause to be kept adequate and proper accounts of the properties, funds and records of the Association.

(b) The Secretary-Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors.

(c) The Secretary-Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors; shall render to the Board of Directors, whenever it may request it, an account of all his/her transactions as treasurer, and of the financial condition of the Association.

(d) The Secretary-Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

(e) The Secretary-Treasurer shall succeed to the office of Vice-President at the expiration of the Vice-President's term.

Section 6 - Immediate Past President. The duties of the Immediate Past President shall be as follows:

The Immediate Past President shall remain a member of the Board of Directors for a period of one year following his/her term as President, or until such time as his/her regular term as a Board member shall expire, whichever is longer.

Section 7 – At-large board members shall attend board meetings and perform duties as assigned by the board.

Section 8 - Removal. Any officer elected or appointed by the Board of Directors may be removed by a three-quarters vote of the Board of Directors whenever in its judgment, the best interests of the Association would be served.

Section 9 - Vacancies. Any vacancies which occur in any officership of the Association for any reason, other than recall, shall be filled by the appointment of a member of the Association by a majority vote of the Board of Directors for the unexpired portion of the term.

ARTICLE VIII - COMMITTEES

The Board of Directors may appoint such committees, as it deems necessary. The membership committee will be a standing committee and shall consist of the President and the Secretary-Treasurer.

ARTICLE IX - BOARD OF DIRECTORS LIABILITY

To the fullest extent permitted by Washington Law, no director of the Association shall be liable to the Association or its members for monetary damages for an act or omission in such director's capacity as a director of the Association except for liability arising out of a) any breach of such director's duty of loyalty to the Association or its members; b) acts by or omissions of such director which are not in good faith or which involve intentional misconduct or a knowing violation of the law; c) a transaction from which such director received an improper benefit whether or not the benefit resulted from an action taken within the scope of such director's office; or d) an act of omission of such director for which the liability of a director is expressly provided for by statute. The foregoing elimination of the liability to the Association or its members of monetary damages should not be deemed exclusive of any other rights or limitations of liability or indemnity to which a director may be entitled under any other provision of Bylaws of the Association, contract, or agreement, vote of members and/or disinterest directors or otherwise.

ARTICLE X - APPROVAL OF BYLAWS AND AMENDMENTS

Section 1 - WSDA Approval. These bylaws shall not become effective until it has been submitted to and approved by the 2/3 vote of the membership present at the business meeting at the annual meeting.

Section 2 - Requirements. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the membership present at the business section of the annual meeting of the Association provided that the proposed revision, amendment or repeal of these bylaws or the new bylaws, is mailed to the membership thirty (30) days prior to such meeting.

Section 3 - Amendments. No amendment shall be of any force or effect until it has been approved by the membership.

ARTICLE XI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 - Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section 2 - Checks and Drafts. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer and countersigned by the President-Elect of the Association.

Section 3 - Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such bank, trust companies or other depositories as the Board of Directors may select.

ARTICLE XII - MISCELLANEOUS

Fiscal Year. The fiscal year of this corporation shall be determined by the Association's Board of Directors.

ARTICLE XIII - ETHICS

Principles. The American Medical Association Principles of Medical Ethics and other related Association policy statements shall be the principles of ethics of this Association.

Adopted July 23, 2011