

BY-LAWS
THE FLORIDA SOCIETY OF DERMATOLOGY
AND DERMATOLOGIC SURGERY, INC.

CHAPTER I – MEMBERSHIP

- Section 1. The members shall consist of the following classes: (1) Fellow Members (2) Associate Members (3) Special Members; (4) Life Members (5) Honorary Members (6) Privilege Members (7) Provisional Members.
- Section 2. Fellow Members - Dermatologists who are actively practicing and licensed in the State of Florida or who teach or engage in investigative work in this field and are certified by the American Board of Dermatology or the American Osteopathic Board of Dermatology are eligible for Fellow membership. Fellow shall have full membership rights as recognized under customary parliamentary practice.
- Section 3. Associate Members – Dermatologists who are Board eligible by training which qualifies for examination by the American Board of Dermatology or the American Osteopathic Board of Dermatology OR a dermatopathologist who is Board-Certified in pathology by the ABD/American Board of Pathology or the AOBD/American Osteopathic Board of Pathology with special qualifications in dermatopathology. Associate Members shall have all rights of Fellow Members except that they shall not be eligible to serve in any elective office.
- Section 4. Special Members - Special Membership may be granted upon application to those who do not qualify for membership under sections two or three. This may include individuals who are not residents in the State of Florida. Special Members will not have the privilege of voting, of holding office or serving as committee chair.
- Section 5. Life Members - Members of the Society who (i) have reached the age of seventy (70) years and been a member of the Society for at least twenty (20) years, or (ii) have reached the age of sixty-five (65) years, been a member for at least twenty (20) years and are retired from practice (ie., practice less than four hundred (400) hours per year), or (iii) have been a member for at least thirty (30) years and are retired from practice (ie., practice less than four hundred (400) hours per year), shall be eligible to be a Life Member. Life members will retain all of the privileges which they previously held as a member of this organization. They will no longer be required to pay dues or assessments, except for meeting registration fees and social functions in which they participate.
- Section 6. Honorary Members - Any distinguished physician or scientist who is or has been a major contributor in the field of dermatology may be elected as an Honorary Member and shall be entitled to all the privileges of the Society except voting and serving as an officer or as chairman of a standing committee. Honorary Members shall be exempt from the payment of dues or assessments except for social functions in which they participate.
- Section 7. Privilege Members - Any member who by reason of illness, induction into the military service or other difficulties may apply for a Privilege Member with exemption from the payment of dues during the period in which he/she is so classified except for social functions in which they participate. Privilege Members will retain all of the privileges which they previously held as a member of this organization.
- Section 8. Provisional Members - Provisional Members shall include those in training who wish to participate and others who have applied for membership until such time as the Committee on Membership classifies and recommends or disapproves their election to

the Society. Residents in good standing at a Dermatology program operating in Florida are eligible for membership as Provisional Members. Provisional Membership provides only for attendance and participation in the scientific program. Provisional members neither vote nor pay dues or assessments except for social functions in which they participate.

CHAPTER II - ELECTION TO MEMBERSHIP

- Section 1. An applicant shall fill out the official application form that shall be sent to the Society at least one month before the next annual meeting.
- Section 2. The Committee on Membership shall receive and review all applications and make its recommendation to the Board of Directors. With Board consent, qualified applicants will be presented for approval to the membership at the annual meeting. A majority vote of the membership qualified to vote present at any regular meeting of the Florida Society of Dermatology and Dermatologic Surgery shall be necessary for election to any class of membership.
- Section 3. Applicants for membership on which no definite action has been taken shall remain before the Committee on Membership no more than one year. Applicants will be notified if their application is incomplete.
- Section 4. Former members who have resigned while in good standing may apply to the Society for reinstatement. The Committee on Membership shall consider each case on its merits and report its recommendations to the Board of Directors, which may reinstate a member without a vote of the entire membership.

CHAPTER III - TERMINATION OF MEMBERSHIP

- Section 1. All complaints regarding members must be presented in writing to the Board of Directors.
- Section 2. The Board of Directors shall investigate each complaint in any manner in which it sees fit and report it at the next annual meeting.
- Section 3. Any member against whom a formal charge of conduct prejudicial to the best interest of the Society is made, shall be given an opportunity to be heard/seen in his/her own defense. He/she may thereafter be censored, suspended, or expelled, depending on the decision rendered by the voting members of the Board of Directors. An adversely affected member may seek determination by the entire membership.
- Section 4. Any member in arrears for one year's dues or assessments without adequate explanations shall be dropped from the role of membership. Such member may be reinstated by the Board of Directors upon payment of a reapplication fee set by the Board and current year's dues.
- Section 5. Any member whose license is placed on probation, revoked, suspended or otherwise restricted by the Florida Department of Health, or other licensing Board, shall have their membership suspended until such time that they again hold a valid unrestricted medical license in the State of Florida.

CHAPTER IV - PRINCIPLES OF PROFESSIONAL CONDUCT

- Section 1. The Florida Society of Dermatology and Dermatologic Surgery endorses, recommends,

and adopts the American Academy of Dermatology's Ethics in Medical Practice With Special Reference to Dermatology. Members are expected to adhere to its tenets.

CHAPTER V - BOARD OF DIRECTORS

- Section 1. The affairs of the Society shall be managed by the Board of Directors. The Board of Directors will consist of the President, Vice- President, Secretary-Treasurer, Immediate past two Presidents, and four Members at Large. The Board of Directors shall have and may exercise all the powers of the Society except such as by statutes or by these by-laws are required to be exercised other than by the Directors.
- Section 2. For the four Members At Large, one Active Member shall be elected to the Board of Directors each year in the manner hereinafter provided. His/her term of office shall be for three years.
- Section 3. The Board of Directors of the Society shall enter upon their duties at the close of the annual meeting in which they have been elected. The officers shall have the authority and shall perform the duties customarily pertaining to their respective offices.
- Section 4. The Board of Directors shall report to the Society at each annual meeting. Any question on which the Board fails to reach a decision shall be brought before the Society.
- Section 5. Regular meetings of the Board of Directors shall be held immediately before the annual meeting of the Society and no notice shall be necessary as to the validity of such regular meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the Board, and such a meeting may be held by conference call or anywhere in the State of Florida. For the transaction of any business, a majority of the Directors then in office shall constitute a quorum.
- Section 6. Written notice of the time, the place and purpose of any called meeting of the Board of Directors shall be sent to each director as soon as the meeting is scheduled. Any director shall, for all purposes, be deemed to have received due notice of the meeting if he/she shall be present in person at such meeting or shall file with the Secretary before or after such meeting a written waiver of such notice.
- Section 7. Directors must participate in 50% of the board meetings in any given year and cannot miss more than three consecutive board meetings, including conference calls unless excused by the President.
- Section 8. The Florida Society of Dermatology and Dermatologic Surgery shall indemnify any director or officer or their appointed representatives who was/were or is/are a party to any proceeding (other than an action by or in the right of the Florida Society of Dermatology and Dermatologic Surgery) by reason of his or her status as a director or officer or their appointed representative of the Florida Society of Dermatology and Dermatologic Surgery, against liability incurred in the course of such proceeding, if the director or officer or their appointed representatives acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Florida Society of Dermatology and Dermatologic Surgery. The Florida Society of Dermatology and Dermatologic Surgery shall indemnify said directors and officers or their appointed representatives against expenses, including attorney fees and amounts in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense of settlement of such

proceeding, including any appeal thereof. No indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable, unless the Board or independent counsel shall determine that indemnification is proper in the circumstances because the director or officer or their appointed representatives have met the applicable standard of conduct.

Section 9. The Society will provide any director or officer or their appointed representatives with Directors and Officers insurance and shall provide proof of such insurance to new incoming officers and directors.

Section 10. No Director shall serve more than ten consecutive years. Directors shall hold office until their successors have been elected.

Section 11. Any vacancy occurring between the annual meetings shall be filled by the Board of Directors for the unexpired term.

CHAPTER VI – OFFICERS

Section 1. The officers of the Society shall be: a President, a Vice President, and a Secretary-Treasurer. They shall be elected during the annual meeting by a majority vote of the membership. Only active members of the Society in good standing shall be eligible for election as officers.

Section 2. The President and Vice President shall hold office for one year or until their successors have been qualified and elected. They shall not be eligible for successive reelection. The Secretary-Treasurer shall hold office for up to three years or until his/her successor has been elected and qualified.

Section 3. Officers shall have the authority and shall perform the duties customarily pertaining to their respective offices.

Section 4. The Secretary-Treasurer may be bonded in an amount and manner to be determined by the Board of Directors at its discretion.

CHAPTER VII - DUES AND ASSESSMENTS

Section 1. The amount of annual dues shall be determined and assessed each year by the Board of Directors. The dues shall be payable at the beginning of the fiscal year.

Section 2. The Society, by a vote of the majority of the Board of Directors, may levy an assessment on each dues paying member not to exceed \$250 in any one year. The assessment shall be payable upon receipt of an official invoice.

Section 3. Any member in good standing may be absolved for sufficient reasons by the Board of Directors, with his/her consent, from the payment of dues and assessments.

Section 4. The Board of Directors shall have the power to collect fees for educational courses, to remunerate instructors and pay such other expenses essential to the educational program.

CHAPTER VIII – MEETINGS

Section 1. The time and place of the annual meeting shall be decided by the Board of Directors.

- Section 2. A quorum shall consist of 10% of the voting membership as observed by the Secretary/Treasurer at the beginning of the business meeting.
- Section 3. The duration of the meeting shall be decided by the Board of Directors.
- Section 4. Special or interim meetings of the Society may be called by a majority of the Board of Directors.

CHAPTER IX- STANDING COMMITTEES

- Section 1. The Committee on Membership shall consist of the Vice-President and at least two other active members of the Society appointed by the President to serve one year each. It shall be the duty of the committee to receive and investigate applications for the various classes of membership and report to the Board of Directors. The Committee on Membership chair shall be appointed for one year by the President.
- Section 2. The Committee on Education shall consist of the President and at least two active members. It shall be the duty of this Committee to develop educational programs of current interest of the members of the Society. The Committee on Education chair shall be appointed for one year by the President.
- Section 3. The Committee on Finance shall consist of the Secretary-Treasurer as Chairman, the President, the Chairman of the Educational Committee, and one other member appointed by the President for one year. The committee may make recommendations to the Board of Directors concerning the management of any funds which the organization may acquire. The Committee may recommend to the Directors the manner in which accumulated funds should be expended. The Secretary-Treasurer shall submit an annual report to the Committee. The Board of Directors may request an audit of the accounts provided the general membership or the Board so requests.
- Section 4. The Committee on Nominations shall consist of the immediate Past President, the Past President, and the subsequent past president. The immediate past president shall serve as the chair. It shall be the duty of this Committee to present the names of nominees for each vacancy as it occurs including the officers and Board Members at Large and to fill any vacancies which may have occurred in the preceding year.
- Section 5. The Public Relations Committee shall consist of a board member in addition to the Chairman of the Legislative Committee, the Chairman of the National Skin Education Committee and at least one other member of the Society appointed for one year by the President. It will be the duty of the PR Committee to promote the Society and its mission. The Public Relations Committee chair shall be appointed for one year by the President.
- Section 6. The Legislative Committee shall consist of at least three active members. One new member shall be appointed each year by the President to serve for three years. It shall be the duty of this Committee to work with the Government Relations consultants and the Board of Directors on legislative issues of current interest to the members of the Society and to interact with the Public Relations Committee to promote legislative issues. The Committee on Legislation chair shall be appointed for one year by the President.
- Section 7. The Membership Engagement Committee shall consist of at least three active members. It will be the duty of the Membership Engagement Committee to encourage participation of all members in Society activities. The Membership Engagement Committee chair shall be appointed for one year by the President.

- Section 8. All standing committees shall report to the Board of Directors at the request of the President.
- Section 9. The President and the Secretary-Treasurer shall be ex-officio members of all standing committees.
- Section 10. Standing committees may be added or deleted as deemed necessary and/or appropriate by the Board of Directors.

CHAPTER X - SPECIAL COMMITTEES

- Section 1. The Board of Directors may by a majority vote establish any other committee deemed necessary for the welfare of the Society. The members of each such committee shall be appointed by the President.
- Section 2. All special committees shall report to the Board of Directors each year or more often if requested by the President.

CHAPTER XI - ORDER OF BUSINESS

- Section 1. The order of business shall be as follows: (1) calling the meeting to order; (2) report of the Treasurer; (3) announcements of those elected to membership; (4) unfinished business; (5) new business; (6) report of the Committee on Nominations; (7) nominations from the floor; (8) election of officers and Directors; (9) presentation of new officers to the Society.
- Section 2. The order of business may be temporarily changed at any session by a majority vote.

CHAPTER XII- AMENDMENTS TO THE BY-LAWS AND ARTICLES OF INCORPORATION

- Section 1. These by-laws and Articles of Incorporation may be amended by a vote of two-thirds of the voting members present and voting (active, associates, affiliate, life, and privilege) at any annual meeting of the Society provided that notice of the proposed amendments shall have been given in writing at the preceding annual meeting.
- Section 2. Amendments proposed by the Board of Directors may be adopted by two-thirds vote of the voting members present and voting at any annual meeting or special meeting provided that notice of the proposed amendment shall have been communicated to all of the voting members of the society not less than thirty days before the meeting.
- Section 3. Amendments presented and discussed at an annual or special meeting may be tentatively approved by two-thirds vote of the members present and voting. Confirmation will require written notice of all members at least 30 days following the meeting and will be adopted by a two-thirds of the respondents in the affirmative.

CHAPTER XIII - RULES OF ORDER

- Section 1. The Society shall be governed by parliamentary usage as contained in Robert's Rules of Order when not in conflict with the Articles of Incorporation or the bylaws of the Society.

CHAPTER XIV – SEAL

Section 1. The Society shall have a common seal, with the power to change, renew or break it at pleasure.

CHAPTER XV - ADMINISTRATIVE REGULATIONS

Section 1. Establishment - The Board of Directors shall by majority vote establish a body of administrative regulations to govern the organization and operation of important aspects of the affairs of the Society. Such administrative regulations shall cover such matters as are specifically required by these by-laws, including the organization and operation of the committee and council structure of the Society, procedures for hearings on details of membership, procedures for the nomination and election of officers and directors, procedures for selection of recipients for awards given by the Society, the fiscal year of the Society and such other important administrative matters as the Board of Directors shall 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-Treasurer.

Section 3. Amendment - The administrative regulations of the Society may be amended by the Board of Directors at any meeting by a majority vote. Alternatively, the administrative regulations may be amended by the membership at the annual meeting by a two-thirds vote of the Society membership in attendance and voting.

Revised May 1993
Amended May 1995
Revised January 1996
Amended June 1996
Amended May 1998
Amended November 1999
Amended June 2002
Amended June 2005
Amended June 2010
Amended May 2012
Amended May 2013
Amended April 2015
Amended April 2018