

GSDDS Bylaws

ARTICLE I NAME AND LOCATION

Section 1

The name of this Society shall be:

GEORGIA SOCIETY OF DERMATOLOGY AND DERMATOLOGIC SURGERY, INC.

Section 2

The office of the Society shall be that of the current management of the organization.

ARTICLE II OBJECTIVES

The objectives of this Society shall be to promote the highest possible standards of clinical practice, education, and research in dermatologic medicine and surgery and related disciplines; to promote the public interest relating to dermatology; to advocate on behalf of dermatology and high-quality patient care; and to provide a forum for the discussion of medical and practice-related problems.

ARTICLE III MEMBERSHIP

Section 1

Qualification:

Members shall be licensed physicians who are certified by the American Board of Dermatology or the American Osteopathic Board of Dermatology or who have completed three years of a dermatology residency accredited by the Accreditation Council for Graduate Medical Education. (ACGME)

Section 2

Membership Categories:

Regular Membership

Regular members shall be dermatologists practicing in the state of Georgia.

Regular members may also be dermatopathologists trained in dermatology practicing in the state of Georgia.

Regular members are eligible to vote and to hold office in the society.

Regular members shall be dues-paying members.

Senior Membership

Senior membership shall be available to members who are 65 or older and in partial or full retirement from the practice of dermatology.

Senior members are eligible to vote and to hold office in the society.

Senior members shall not pay dues.

Associate Membership

Associate members shall be

- Dermatologists outside the state of Georgia.
- Dermatologists in the state of Georgia who are not currently engaged in the practice of medicine.

Associate members are neither eligible to vote nor hold office in the society.

Associate members shall be dues-paying members.

Honorary Membership:

The Executive Committee and a $\frac{3}{4}$ vote of members present and voting may confer honorary membership on any distinguished person who has made an exceptional contribution to the Society upon recommendation.

Honorary members are neither eligible to vote nor hold office in the society.

Honorary members shall not pay dues.

Affiliate Membership

Current:

Affiliate membership shall be available to physicians in allied disciplines who have a special interest in dermatology.

Affiliate membership shall include dermatopathologists trained in pathology.

Affiliate members are neither eligible to vote nor hold office in the society.

Affiliate members shall be dues-paying members.

Resident/Graduate Membership

Graduate Members: Any physician in good standing who is enrolled in: (i) a dermatology residency training program in the state of Georgia which is approved by the Accreditation Council for Graduate Medical Education or the American Osteopathic Association or (ii) a postgraduate research or fellowship program in the state of Georgia which involves intensive work in the field of dermatology, shall be eligible for Graduate Membership. Graduate Membership is automatically granted to all of the above contingent upon verification of current residency/fellowship status. Graduate Members shall not have the right to vote or the right to serve in any elective office. They may, however, be appointed to the Executive Committee as an observer member. Graduate Members shall not pay dues. Graduate Members are required to observe all bylaws and administrative regulations of the GSDDS but shall not be subject to any special assessments under Article IV, Section 3 of these bylaws. Any other provision of these bylaws notwithstanding, Graduate Membership shall cease automatically in the event that the individual no longer satisfies the eligibility criteria set forth in the first sentence of this paragraph. Once residency or fellowship is completed, formal application as an active member of the society will be made according to Article III Section 2.

Section 3

Election to Membership:

An applicant shall submit a completed application to the Secretary. Upon review of the application, the Executive Committee shall by a majority vote approve the applicant for provisional membership until their full membership status is voted on by the membership.

Provisional members are neither eligible to vote nor hold office in the society.

Election to membership requires $\frac{3}{4}$ vote of members present and voting.

Section 4

Resignation and Reinstatement:

A member may resign his or her membership at any time by written notice to the Secretary. To be reinstated, a member shall request reinstatement to the Secretary. If the member was in good standing at the time of his/her resignation, a new application is not necessary. Executive Committee shall by a majority vote approve the applicant for provisional membership until their full membership status is voted on by the membership.

Section 5

Discipline and Removal:

Members shall abide by the current bylaws, policies and administrative regulations, and the Code of Ethics of the American Academy of Dermatology. Members may be disciplined for infractions as outlined in the current Bylaws of the American Academy of Dermatology.

Members may be terminated by a majority vote when:

- The individual no longer satisfies all current eligibility requirements.
- The individual violates the bylaws, policies and standing rules or code of ethics as outlined by the American Academy of Dermatology (Article IV, Section 7).
- The continuation of the affiliation would reflect adversely on the Society.

Section 6: Member Complaints:

In the event that a current Society member has a complaint directly related to or impacting the Society, the member shall bring it forth to the Executive Committee by forwarding a written complaint to the President via letter or email. Upon receipt of such complaint, the President shall call a meeting of the Executive Committee within a reasonable period of time to discuss the complaint and vote on whether any action needs be taken. If complaint involves or is against a member of the Executive Committee, that

member is required to recuse themselves from discussions and/or voting in the matter.

ARTICLE IV DUES AND ASSESSMENTS

Section 1

The fiscal year shall coincide with the calendar year.

Section 2

Changes to the annual dues assessment shall be approved by a 2/3 affirmative vote of the regular members present and voting at any duly called meeting provided written notice of proposed changes have been made available to the members thirty (30) days before such meeting

Section 3

Assessments may be levied on the members of the Society from time to time upon the recommendation of the Executive Committee and the affirmative vote of a majority of the membership.

ARTICLE V OFFICERS

Section 1

Officers:

The officers shall be President, Secretary and Treasurer. These officers shall perform the duties prescribed by these bylaws, administrative regulations and by the parliamentary authority adopted by the Society.

a) President - The President is the Chief Executive Officer of the Society and shall have general and active management of the business of the Society and shall see that all orders and resolutions of the Board of Directors/Executive Committee are carried into effect. The President shall be ex officio a member of all standing committees, unless otherwise provided in the resolution appointing the same. The President shall call meetings of the members, the Board of Directors/Executive Committee to order and shall act as chairman of such meetings.

b) Secretary - The Secretary shall attend all sessions of the Board of Directors/Executive Committee and all meetings of the members and record all votes and the minutes of all proceedings in books to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, any notice required to be given of any meetings of the members and of the Board of Directors/Executive Committee, and shall perform such other duties as may be prescribed by the Board of Directors/Executive Committee, or the President, under whose supervision the Secretary shall be.

c) Treasurer - The Treasurer is the Chief Financial Officer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all monies or other valuable effects, in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors/Executive Committee; the Treasurer shall render to the President and to the Board of Directors/Executive Committee, whenever requested, an account of the financial condition of the corporation, and in general, the Treasurer shall perform all the duties incident to the office of a Treasurer of a Corporation, and such other duties as may be assigned to him by the Board of Directors/Executive Committee or the President. The Treasurer will also serve as the American Academy of Dermatology Advisory Board Representative (see Article V, Section 5).

Section 2

Qualification for Office:

Any regular member in good standing shall be eligible for nomination and election to any elective office of this Society.

Section 3

Nomination and Election of Officers:

The Nominating committee shall prepare and submit to the members nominations for Secretary or Treasurer of the Society in alternating years. Nominations may be made from the floor.

Section 4

Term of Office:

Each elected officer shall take office immediately upon installation and shall serve for a term of two (2) years as Secretary or Treasurer. In alternating years, the Secretary and Treasurer will succeed to the position of president. The President shall serve for a term of one (1) year. Each officer shall serve until a successor is installed. Each elected officer shall serve concurrently as a member of the Executive Committee. In case of the absence of any officer of the Corporation, or for any other reason that the Executive Committee may deem sufficient, the Board of Directors/Executive Committee may delegate, for the time being until a replacement is appointed, any or all of the powers or duties of such officer to any officer or to any director.

Section 5

American Academy of Dermatology Advisory Board Representative

The Treasurer of the Executive Committee shall serve as the American Academy of Dermatology Advisory Board Representative. This person will serve in this position for two (2) years. They will be required to attend, annually, the two General Business meetings of the Advisory Board (in conjunction with the AAD Annual and Innovation Academy Meetings). The representative will report back to the membership a report from the advisory board meeting. If the Treasurer is unable to attend the meeting(s), he/she shall be responsible for finding an alternate.

**ARTICLE VI
MEETINGS OF MEMBERS**

Section 1

The annual meeting shall be at a location and date determined by a majority vote of the Executive Committee.

Section 2

Written notice of the annual meeting shall be mailed, emailed or faxed to the last known address or number of each member not less than 60 days before the date of the meeting.

Section 3

Voting:

At all business meetings of this society, each regular member shall have one (1) vote. A majority vote of those regular members present and voting shall govern.

Section 4

Voting by Mail and Electronic Mail:

Proposals to be offered to the members for a mail or electronic mail vote shall first be approved by the Executive Committee. On any mail vote a majority of those voting shall determine the action.

Section 5

A quorum shall consist of 10% of the regular members unless otherwise provided in the Georgia Nonprofit Corporation Code. The Executive committee shall implement all actions taken by said members.

Section 6

Cancellation of Meetings:

The Executive Committee may cancel the annual meeting for significant cause.

Section 7

The President or the Executive Committee may call special meetings. The purpose of the meeting shall be stated in the call. A meeting may also be called if requested by 10% of the membership.

**ARTICLE VII
EXECUTIVE COMMITTEE**

Section 1

Section 1

The Executive Committee is essentially the Board of Directors and shall consist of seven (7) members, being the President, Secretary, and Treasurer, the two (2) previous past Presidents, a legislative Representative, and one Resident Member. The committee shall be the governing body of this Society. They will supervise, control, and direct the affairs of the Society; shall actively pursue its objectives and supervise the disbursement of its funds; and shall be responsible for the interpretation of these bylaws. They may adopt such rules and regulations for the conduct of its business as shall be deemed advisable. The executive committee

shall be subject to the will and orders of the Society and none of its acts shall conflict with action(s) taken by the Society. The President shall preside over the Executive Committee. Should there be any vacancy on the Executive Committee for any reason, the Nominating Committee shall hold a special meeting to nominate a candidate to fill the vacancy for approval by the Executive Committee; once approved, such replacement shall serve until the next Annual Meeting of the Members.

Section 2

Roles of Adjunct Executive Committee

- a. Legislative Representative: The legislative representative shall serve on the Executive Committee in a non-voting capacity. They will serve as the liaison between the GSDDS Lobbyist team and Legislators and the membership. The Nominating Committee (as outlined in Article VIII) shall select a candidate for this position and present to the Executive Committee for appointment. The term of this office shall be no more than three (3) years and the representative may not serve consecutive terms.
- b. Resident Representative: The Resident Representative of the Executive Committee shall be a 2nd or 3rd year resident nominated by the Nominating Committee and appointed by the Executive Committee at the time elections take place. The Resident Member Representative shall rotate each year between the residency programs in Georgia accredited by the Accreditation Council for Graduate Medical Education or the American Osteopathic Association. This representative shall serve in an "observer" role attending activities of the Executive Committee at the discretion of the Executive Committee. The Resident Representative will serve in a non-voting capacity.
 - a. Annual Meeting:
 - i. The Georgia Society of Dermatology and Dermatologic Surgery shall pay travel, accommodations and registration for the Resident Representative to attend the Georgia Society of Dermatology and Dermatologic Surgery annual meeting.
 - ii. The Resident Representative will serve as Moderator of the resident presentations
 - iii. The Resident Representative will coordinate and plan the resident dinner and other appropriate activities during the annual meeting.
 - b. American Academy of Dermatology (AAD) Legislative Conference
 - i. The Resident Representative shall attend the Legislative Conference of the American Academy of Dermatology (if able).
 - ii. The Georgia Society of Dermatology and Dermatologic Surgery shall pay travel, accommodations and registration for the Resident Representative to attend the AAD Legislative Conference.

Section 3

Meetings Generally.

Each newly elected Executive Committee shall meet at the place and time which shall have been determined, in accordance with the provisions of these By-Laws, for the holding of the regular meeting of the Executive Committee scheduled to be held next following the annual meeting of the members at which the newly elected Executive Committee shall have been elected, or, if no place and time shall have been fixed for the holding of such meeting of the Executive Committee, then immediately following the close of such annual meeting of members and at the place thereof, or such newly elected Executive Committee may hold such meeting at such place and time as shall be fixed by the consent in writing of all the Executive Committee members. In any case, no notice of such meeting to the newly elected Executive Committee shall be necessary in order legally to constitute the meeting.

Regular Meetings.

Regular meetings of the Executive Committee may be held without notice at such time and place within or without the State of Georgia as shall from time to time be determined by the Executive Committee.

Special Meetings.

Special meetings of the Executive Committee may be called by the President on not less than two days' notice by mail, email, or personal delivery to each Executive Committee member and shall be called by the President or the Secretary in like manner and on like notice on the written request of any two or more Executive Committee members. Any such special meeting shall be held at such time and place within or without the State of Georgia as shall be stated in the notice of meeting.

Notice.

No notice of any meeting of the Executive Committee need state the purposes thereof.

Quorum.

At all meetings of the Executive Committee, the presence of two-thirds of the authorized number of Executive Committee members shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Executive Committee members present at any meeting at which there is a quorum shall be the act of the Executive Committee, except as may be otherwise specifically provided by law, by the Articles of Incorporation or by these By-Laws. In the absence of a quorum, a majority of the Executive Committee members present at any meeting may adjourn the meeting from time to time until a quorum be had. Notice of any adjourned meeting need only be given by announcement at the meeting at which the adjournment is taken.

Action by Written Consent.

Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if, prior to such action, a written consent thereto is signed and/or emailed by all members of the Executive Committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Executive Committee.

**ARTICLE VIII
STANDING AND SPECIAL COMMITTEES**

Section 1

The Nominating Committee shall consist of the past presidents for the previous three (3) years. The chairman shall be the immediate past-president.

- a. The nominating committee shall nominate a candidate for Secretary or Treasurer on alternating years. These nominations shall be made known to the membership at least 24 hours prior to the annual business meeting.
- b. The Nominating Committee shall nominate a candidate for both Resident Representative and Legislative Representative. The nomination shall be submitted to the Executive Committee for approval from the Committee.
- c. The Nominating Committee shall appoint a delegate and an alternate delegate to the Medical Association of Georgia's House of Delegates. The term of these positions shall be one (1) year and the individuals may be re-elected.
- d. Should there be any vacancy on the Executive Committee for any reason, the Nominating Committee shall hold a special meeting to nominate a candidate to fill the vacancy for approval by the Executive Committee; once approved, such replacement shall serve until the next Annual Meeting of the Members.

Section 2

The Financial Task Force shall consist of the President, Treasurer and Grants Champion. The purpose of this group will be to make strategic recommendations to the Executive Committee pertaining to Georgia Society of Dermatology & Dermatologic Surgery financials.

Section 3

Creation and Dissolution of Committees: Such other committees, standing or special, shall be appointed by the President as the Society or the Executive Committee shall from time to time deem necessary to carry on the work of the Society. The president shall monitor actions of the committees and shall recommend to the membership the creation, dissolution and consolidation of these bodies. The President shall be an ex-officio member of all committees except the nominating committee.

**ARTICLE IX
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Davis Rules of Order shall govern the conduct of meetings of the Society in all cases to which they are applicable and in which they are not inconsistent with the bylaws and any special rules the Society may adopt.

**ARTICLE X
AMENDMENTS**

Amendments to or repeal of these bylaws shall be approved by a 2/3 affirmative vote of the regular members either by electronic vote or in person at any duly called meeting provided written notice of proposed changes have been made available to the members thirty (30) days before such meeting.

**ARTICLE XI
DISSOLUTION**

On dissolution of the society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization to be selected by the majority vote of the membership.

**ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1 - Power to Indemnify

The Society shall have the power to indemnify any present or former officer, director or member of a committee duly authorized by the Executive Committee of the Society who, by reason of being or having been such officer, director or member, was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action brought against him or her by or on behalf of the Society), against expenses, attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in such action.

Section 2 - Scope of Indemnification

Indemnification under this Section shall be permitted where the officer, director or member of a duly authorized committee acted in good faith and in a manner, he reasonably believed to be in the best interest of the Society and, with respect to criminal actions, had no reasonable cause to believe his or her conduct was unlawful. Any officer, director or member of a duly authorized committee who has been successful on the merits in any action, suit, or proceeding described in Subsection 1 of this Section shall be indemnified from expenses actually and reasonably incurred by him or her in connection therewith.

Section 3 - Authorization and Indemnification

Any indemnification under Subsections 1 and 2 of this Section shall be made by the Society only upon authorization by a disinterested majority of the Board of Directors. Such authorization shall be made upon a determination that the officer, director or member of a duly authorized committee involved has met the applicable standard of conduct set forth in Subsections 1 and 2, and that the expenses incurred were reasonable.

Section 4 - Purchase of Insurance

The Society shall have the power to purchase and maintain insurance on behalf of any person who was or is an officer, director or member or duly authorized committee against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of this status as such, whether or not the Society would have the power to indemnify him or her against such liability under this Section.

Section 5 - Other Rights Unchanged

The indemnification provided by this Section shall not alter or affect any other rights to which those seeking indemnification may be entitled, wither as to action taken in an official capacity or otherwise. Indemnification under this Section shall continue as to a person who has ceased to be an officer, director or member of a duly authorized committee, and shall inure to the benefit of his or her heirs, executors, and administrators.

ARTICLE XIII

MISCELLANEOUS

Books and Records.

- a. Financial accounts of the Society shall be audited annually, and a Treasurer's report given at the annual meeting.
- b. Any member in good standing of the society shall have access to the books and records of the society upon formal request.

Fiscal Year.

The fiscal year of the Corporation shall be fixed from time to time by resolution of the Executive Committee.

Seal.

The corporate seal shall be in such form as the Executive Committee may from time to time determine.

Annual Statements.

Not later than four months after the close of each fiscal year, and in any case prior to the next annual meeting of members, the Corporation shall prepare:

- (1) A balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year, and
- (2) A profit and loss statement showing the results of its operation during its fiscal year.

Upon written request, the Corporation promptly shall mail to any member of record a copy of the most recent such balance sheet and profit and loss statement.

Appointment of Agents.

The President shall be authorized and empowered in the name and as the act and deed of the Corporation to name and appoint general and special agents, representatives and attorneys to represent the Corporation in the United States or in any foreign country or countries and to name and appoint attorneys and proxies to vote any shares of stock in any other corporation at any time owned or held of record by the Corporation, and to prescribe, limit and define the powers and duties of such agents, representatives, attorneys, and proxies and to make substitution, revocation or cancellation in whole or in part of any power or authority conferred on any such agent, representative, attorney or proxy. All powers of attorney or other instruments under which such agents, representatives, attorneys, or proxies shall be so named and appointed shall be signed and executed by the President and the corporate seal shall be affixed thereto. Any substitution, revocation or cancellation shall be signed in like manner, provided always that any agent, representative, attorney or proxy when so authorized by the instrument appointing him may substitute or delegate his powers in whole or in part and revoke and cancel such substitutions or delegations. No special authorization by the Executive Committee shall be necessary in connection with the foregoing, but this by-law shall be deemed to constitute full and complete authority to the officers above designated to do all the acts and things as they deem necessary or incidental thereto or in connection therewith.

Notice.

Except as otherwise specifically provided in these By-Laws, whenever under the provisions of these By-Laws notice is required to be given to any member or officer, it shall not be construed to mean personal notice but such notice may be given either by personal notice or by radio, electronic mail, cable or telegraph, or by mail by depositing the same in the post office or letter box in a postpaid sealed wrapper, addressed to such member or officer at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time when the same be thus sent or mailed.

Waiver of Notice.

When any notice whatever is required to be given by law, by the Articles of Incorporation or by these By-Laws, a waiver thereof by the person or persons entitled to said notice given before or after the time stated therein, in writing, which shall include a waiver given by telegraph, radio, or cable, shall be deemed equivalent thereto. No notice of any meeting need be given to any person who shall attend such meeting.

Bylaws last amended October 2, 2023.