

# Proposed Amendment to the Bylaws of the American Academy of Dermatology Association (AADA)

Additions shown as **bold** and underlined  
Deletions shown as ~~stricken~~

Recommendation by the AAD Board of Directors: Approve

## ARTICLE V Meetings of Members

### Section 2. Special Meetings

Special meetings of the members of the Association may be called only by the Board of Directors or by written petition signed by ~~the lesser of 50 members with voting rights or~~ at least ten (10) percent of the voting members of the Association and unless otherwise provided by law, may be held at any time and place designated by the Board of Directors.

### Section 3. Notice

Notice of any annual or special meeting of the members shall be given not less than ten (10) ~~nor more than thirty (30)~~ days prior thereto by written notice delivered personally, ~~or~~ by mail or electronic communications, by or at the direction of the President or the Secretary-Treasurer, to each member of the Association. Such notice shall state the place, day, and hour of the meeting, and in the case of a special meeting shall also state the purpose or purposes for which it is called.

### Section 4. Quorum

- (a) ~~Three (3) percent of the total~~ Not less than two hundred and fifty (250) voting membership of the Association in good standing, ~~but not less than two hundred and fifty (250) members with voting rights,~~ shall constitute a quorum at any meeting of members. There shall be no representation by proxy at the annual meeting of members. The Board of Directors may, in its discretion, provide for proxy voting by members at any special meeting of members.

### Section 5. Voting

On any matter to be voted upon at any annual or special meeting of members, each member with voting rights shall be entitled to one (1) vote. Except as provided in Section 4(a) of this Article V, there shall be no voting by proxy or cumulative voting. The act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the membership of the Association, except where otherwise provided by law or these bylaws, and except ~~that~~ voting for the election of directors, the President-elect, ~~and~~ the Vice President-elect, ~~and voting upon~~ any proposed amendment to these bylaws or the articles of incorporation of this corporation and other matters designated in these bylaws or the administrative regulations, or by two-thirds vote of the Board of Directors, shall be by electronic and/or other written ballot. Ballots shall be sent to all members eligible to vote, and the specific procedure for conducting the vote shall be as set forth in the administrative regulations of the Association.

ARTICLE VI  
Board of Directors

Section 2. Dual Status

The Board of Directors of the Academy shall serve as the Board of Directors of the Association. The Board of Directors of the Association shall include the sixteen (16) elected directors of the Academy (the "elected directors") and the officers of the Association, the immediate past President of the Association and the Chairman of the Advisory Board of the Association, all of whom shall be ex-officio directors. The Executive Director shall be an ex-officio, non-voting member of the Board of Directors. The elected directors shall serve as members of the Board of Directors during their terms as directors of the Academy, the officers of the Association shall serve as members of the Board of Directors during their terms as officers, and the immediate past President shall serve as a member of the Board of Directors for the same period served on the Academy Board of Directors. Ex-officio directors shall have the same rights, authority and responsibilities as the elected directors.

Section 3. Meetings

- (d) Written notice of the time, place and purposes of each meeting of the Board of Directors shall be delivered to each director not less than fourteen (14) ~~days prior thereto, except~~ that meetings to discuss business that the President reasonably deems to be urgent may be called on twenty-four (24) hours notice as long as directors are permitted to participate by telephone or other electronic communications means consistent with Section 9 of this Article VI.

ARTICLE IX  
Administrative Regulations

Section 3. Amendment

The administrative regulations of the Association may be amended by the Board of Directors at any meeting by a two-thirds vote, provided that notice of any proposed amendment shall have been given to each director not less than fourteen (14) ~~nor more than thirty (30)~~ days prior thereto; provided that such notice requirement shall not apply to (a) subsequent amendments to the same administrative regulation during the meeting for which notice of the initial proposed amendment has been duly provided, or (b) if the Board of Directors waives such notice requirement by a two-thirds vote. Alternatively, the administrative regulations may be amended by the membership by a two-thirds vote of the members voting thereon by electronic and/or other written ballot conducted pursuant to Article V, Section 5 of these bylaws and the relevant procedures in the administrative regulations, provided that any such proposed amendment shall have been presented to the Secretary-Treasurer prior to the preceding annual membership meeting in a petition subscribed by at least ~~two and one-half ten~~ percent (~~2.5~~10%) of the voting members of the Association and identifying no more than three signatories authorized to speak and act for all petitioners, and provided further that written notice of any such proposed amendment shall have been given to each member eligible to vote thereon and shall otherwise follow the notice procedures for amending these bylaws set forth in Article XVI and the administrative regulation

ARTICLE XI  
Committees

Section 1. Standing Board Committees

In addition to the Executive Committee authorized by Article VI, Section 5, of these bylaws, the Board may establish such other standing Board committees as it shall deem necessary or appropriate to conduct the affairs of the Academy. The Board of Directors may designate committees by whatever

name or names the Board shall deem appropriate; by way of illustration but not limitation, such names may include committee, council, commission, section, panel, work group, task force or ad hoc task force.  
The administrative regulations of the Association shall set forth the purposes, duties, powers, composition, manner and term of appointment and method of operation of such standing Board committees.

Section 4. — Standing Board Committees

~~The Board of Directors may designate committees by whatever name or names the Board shall deem appropriate; by way of illustration but not limitation, such names may include committee, council, commission, section, panel, task force or ad hoc task force.~~

Section 4.5. Termination

Notwithstanding any other provision of these bylaws or the administrative regulations of the Association, ~~a new standing Board committee or sub-committee may be created, or~~ any standing Board committee or council or standing Commission/Council committee may be terminated, by action of the Board of Directors. Any special committee may be terminated by action of the Board of Directors at any meeting, provided that notice of such proposed termination shall have been given to all directors not less than fourteen (14) ~~nor more than thirty (30)~~ days prior thereto.

ARTICLE XVI  
Amendments

Section 2. Other Proposals

Any proposed amendment to these bylaws or to the articles of incorporation of this corporation which shall not have been approved by the Board of Directors by a two-thirds vote may be adopted by a two-thirds vote of the members voting thereon through an electronic and/or mail or other written ballot conducted pursuant to Article V, Section 5, of these bylaws, provided that any such proposed amendment shall have been presented to the Secretary-Treasurer at the preceding annual membership meeting in a petition subscribed by at least ~~two and one-half~~ ten percent (~~2.5~~10%) of the voting members of the Association and identifying no more than three signatories authorized to speak and act for all petitioners, and provided further that written notice of any such proposed amendment shall have been given to each member eligible to vote thereon.