

BYLAWS ARTICLE III

Membership

Section 2. Eligibility, Rights and Obligations

The eligibility requirements for, and the rights and obligations of, the members of each class of membership shall be as follows:

- (a) **Fellows.** Any dermatologist in good standing who has been certified by the American Board of Dermatology, the American Osteopathic Board of Dermatology or in dermatology by the Royal College of Physicians and Surgeons of Canada shall be eligible to be a Fellow. Fellows shall have full membership rights as recognized under customary parliamentary practice, including, but not by way of limitation, the rights to attend membership meetings, to participate in discussion, to vote, to be a candidate for elective office, and to accept appointment to committees. Fellows shall be obligated to pay all dues and assessments imposed on Fellows under Article XI of these bylaws and shall be obligated to observe all bylaws and administrative regulations of the Academy.
- (b) **International Fellows.** Any dermatologist in good standing who was trained in any country other than the United States of America or Canada and is certified by a foreign dermatology board with educational and professional requirements that are approximately equivalent to the requirements for certification by the American Board of Dermatology shall be eligible to be an International Fellow. International Fellows shall have all of the rights of Fellows except that they shall not have the right to vote, to serve in any elective office, or otherwise to participate in the governance of the Academy, except that, when appointed by the Board of Directors to committees they may vote on matters before those committees.¹ International Fellows shall be obligated to pay all dues and assessments imposed on International Fellows under Article XI of these bylaws and to observe all bylaws and administrative regulations of the Academy.
- (c) **Associates.** Any dermatologist in good standing who has had training which qualified him or her for the examination of the American Board of Dermatology, the American Osteopathic Board of Dermatology or the examination in dermatology of the Royal College of Physicians and Surgeons of Canada shall be eligible to be an Associate. Associates shall have all of the rights of Fellows except that they shall not be eligible to serve in any elective office. Associates shall be obligated to pay all dues and assessments imposed upon Associates under Article XI of these bylaws and to observe all bylaws and administrative regulations of the Academy.
- (d) **International Associates.** Any dermatologist in good standing who has had training in any country other than the United States of America or Canada with educational and professional requirements approximately equivalent to those qualified for the examination by the American Board of Dermatology shall be eligible to be an International Associate. International Associates shall have all of the rights of Fellows except that they shall not have the right to vote, to serve in any elective office, or otherwise to participate in the governance of the Academy, except that, when appointed by the Board of Directors to committees they may vote on matters before those committees. International Associates shall be obligated to pay all dues and assessments imposed on International Associates under Article XI of these bylaws and to observe all bylaws and administrative regulations of the Academy.

¹ International Fellows who were members of this class of membership in good standing on October 31, 1988, retain the full privileges of that class of membership as they existed on that date, including the right to vote and participate in all activities of this class of membership. Should they cease to pay dues, or for any other reason be removed from good standing, they thereafter will be governed by any bylaws enacted after October 31, 1988 that pertain to this class of membership.

- (e) Affiliates^{2 3}. An individual in good standing in the following category shall be eligible to be an Affiliate of the Academy, provided that he or she also satisfies any additional requirements for Affiliate status which may be specified from time to time in the administrative regulations of the Academy:

Practicing dermatopathologists who are not eligible to be Fellows or Associates of the Academy

Affiliates shall have all of the rights of Fellows (including the right to vote), except that they may not serve in any elective office. Affiliates shall be obligated to pay all dues and assessments imposed on Affiliates under Article XI of these bylaws and to observe all bylaws and administrative regulations of the Academy.

- (f) Graduate Members. Any physician in good standing who is enrolled in: (i) a dermatology residency training program in the United States or Canada 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 United States or Canada which involves intensive work in the field of dermatology and which can lead to eligibility for Academy membership as a Fellow or Associate, 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 have all of the rights of Fellows except that they shall not have the right to vote or the right to serve in any elective office; provided, however, that when appointed to any committee of the Academy, a Graduate Member may vote on matters before that committee. Graduate Members shall not pay dues. Graduate Members are required to observe all bylaws and administrative regulations of the Academy but shall not be subject to any special assessment under Article XI 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.
- (g) Life Members. Any Fellow, International Fellow, Associate, International Associate, Affiliate or Adjunct in good standing who (i) has been a member for at least thirty (30) years and is retired from practice, (no longer practices for remuneration), or (ii) is permanently disabled, shall be eligible to be a Life Member. A Life Member shall continue to have all of the membership rights of his or her previous membership category. Life Members shall not be obligated to pay any membership dues or assessments, but they shall be obligated to observe all bylaws and administrative regulations of the Academy. Any Life Member may be reinstated to his or her prior class of membership by the Board of Directors pursuant to the recommendation of the Membership Committee.

² Affiliate members in the category of Affiliate/Research who were members of this class of membership in good standing on January 1, 2002 were given the one-time option to remain Affiliates and retain the full privileges of that class of membership as they existed on that date, including the right to vote or to move to the Adjunct category of membership. Should they cease to pay dues, or for any other reason be removed from good-standing, they thereafter will be governed by any bylaws enacted after January 1, 2002.

³ Affiliate members in the former category of Affiliate/Foreign Boarded or Foreign Board Eligible (*i.e.*, former Art. III, Sec. 2.d(ii) removed via March 2019 bylaws amendment) who were members in good-standing on January 1, 2019 were given the option to remain Affiliates and retain the full privileges of that class of membership as they existed on that date, including the right to vote, or to move to the International Fellow or International Associate category of membership without the option to return to the Affiliates category. Should any grandfathered Affiliate member from this former category lose his/her membership based on failure to pay dues or any other reason, s/he thereafter would lose his/her grandfathered status and his/her reinstatement application would be governed by the membership categories in existence at the time s/he submits his/her application.

(h) Adjuncts⁴.

(i) Researchers, including Ph.D. holders and other scientists devoting a major portion of their time to dermatologic research.

(ii) Veterinarians specializing in veterinary dermatology⁵.

(iii) Corporate individuals on a director level or higher whose careers are devoted to dermatology and who are currently employed by a company with products and/or services that are specific to the practice of dermatology; and have dedicated essentially all of their time to dermatology.

Adjuncts shall have all of the rights of Fellows excluding the right to vote and to serve in any elected office. Adjuncts shall be obligated to pay all dues and assessments imposed on Adjuncts under Article XI of these bylaws and to observe all bylaws and administrative regulations of the Academy.

- (i) Honorary Members. Any distinguished person shall be eligible to be an Honorary Member. Any Honorary Member who was a member of the Academy in another category immediately prior to election to Honorary Membership shall continue to have all of the membership rights of the prior membership category. Any Honorary Member who was not a member of the Academy immediately prior to election to Honorary Membership shall have the right to attend membership meetings of the Academy and to participate in discussion at such meetings and to serve on committees but shall not have the right to vote, shall not be eligible to serve in any elective office and, in general, shall not have any other membership rights. Honorary Members shall not be obligated to pay any membership dues or assessments, but they shall be obligated to observe all bylaws and administrative regulations of the Academy.

⁴ Dentists who were in the category of Affiliate and were members in good standing on January 1, 2006 were moved to the category of Adjunct in April of 2006 and receive the full privileges of that class of membership. No dentists will be accepted as members after January 1, 2006. Should current dentist members cease to pay dues, or for any other reason be removed from good-standing, they thereafter will not be reinstated as Academy members in any category.

⁵ Veterinarians who were in the category of Affiliate and were members in good standing on January 1, 2006 were moved to the category of Adjunct in April of 2006 and receive the full privileges of that class of membership.

BYLAWS ARTICLE VI

Board of Directors

Section 1. General Powers

The property and affairs of the Academy shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications

The Board of Directors shall consist of sixteen (16) elected directors and the officers of the Academy, the immediate past President of the Academy and the Chair of the Advisory Board of the Academy, all of whom shall be ex-officio directors. The Executive Director shall be an ex-officio, non-voting member of the Board of Directors. As provided in the Association's bylaws, the directors of the Academy shall also serve as the directors of the Association. The elected directors shall take office at the conclusion of the annual membership meeting at which time they are inducted, as provided in the administrative regulations, and shall serve for a term of four (4) years and until their successors shall be duly elected and qualified; provided, however, that the terms of the elected directors shall be staggered so that four (4) directors shall be elected prior to each annual membership meeting to succeed the four (4) directors whose terms shall expire at that meeting. Elected directors and the Chair of the Advisory Board may serve only one four (4)-year term; except that an individual who is appointed or elected under Section 4 of this Article VI to fill a vacancy in an open director position for no more than two years is still eligible to serve a full term as an elected director or as Chair of the Advisory Board. An individual who serves as an Advisory Board Chair shall not be eligible to subsequently serve as an elected director. The officers of the Academy 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 period described in Article VII, Section 3(a), of these bylaws. Ex-officio directors shall have the same rights, authority and responsibilities as the elected directors. With the exception of the Executive Director, only Fellows (or Life or Honorary Members who have been Fellows) of the Academy may serve on the Board of Directors, and no individual shall serve consecutive terms as an elected director.

Section 3. Nomination and Election

- (a) The Nominating Committee shall consist of six (6) members and a Chair who shall be voting members, and one (1) former president¹ who shall be a non-voting member of the Committee. All shall be Fellows of the Academy (or Life or Honorary Members who have been Fellows) in good standing. Two (2) members of the Nominating Committee shall be elected by the Board of Directors; two (2) shall be elected by the Advisory Board; and two (2) shall be elected by the membership by electronic and/or other written ballot. Each member of the Nominating Committee except the Chair shall serve a term of two (2) consecutive election cycles, provided, however, that the terms of these members shall be staggered so that in each year the Board of Directors and the Advisory Board shall each elect one (1) member for a term of two (2) election cycles, and the membership shall elect one (1) member for a term of two (2) election cycles from two (2) candidates presented by the Nominating Committee. At the conclusion of each election cycle, the Nominating Committee shall elect one (1) member who has completed two (2) election cycles on the Committee to serve as Chair of the Committee for the next election cycle. Candidates for membership on the Nominating Committee shall be selected with due regard for geographic representation. No incumbent member of the Board of Directors may serve on

¹ Any former president who is serving or nominated to serve on the Nominating Committee prior to the effective date of this amendment shall be eligible to serve on the Nominating Committee in addition to the one former president allowed under this amendment.

the Nominating Committee. No person may serve consecutive terms on the Nominating Committee. Members of the Nominating Committee shall not be eligible for election to office or to the Board of Directors in the election following any election for which they have served on the Nominating Committee. The former president shall serve an automatic one-year appointment on the Nominating Committee upon completion of his/her appointment on the Ad Hoc Task Force on Election Oversight. No other former president shall, through election or appointment, serve on the Nominating Committee.

- (b) Each year notice of the names of the members of the Nominating Committee shall be given to all members of the Academy, in accordance with the procedure therefore set forth in the administrative regulations of the Academy. Proposed nominations may be submitted to the Nominating Committee in writing by any member of the Academy and will be acted upon as set forth in the administrative regulations of the Academy.
- (c) The Nominating Committee shall screen and evaluate potential nominees on the basis of professional, scholarly, and administrative skills, and geographic representation, and shall present to the membership the names of at least two (2) candidates for each position on the Board of Directors to be filled in any election of directors. Those names, with such other information as may be required or permitted under applicable administrative regulations of the Academy, shall be distributed to the membership in accordance with the schedule and procedure therefore set forth in the administrative regulations of the Academy.
- (d) Election of directors shall be conducted annually by electronic and/or mail or other written ballot. Procedures for conducting the election shall be as set forth in the administrative regulations of the Academy. For the Board of Directors eight (8) candidates will be named by the Nominating Committee from which members may vote for a total of up to four. Any member may vote for one (1) write-in candidate of his or her choice instead of a candidate selected by the Nominating Committee, as long as the member casts no more than four (4) votes in total. If four (4) directors are to be elected, the four (4) nominees receiving the highest totals of votes shall be elected, even if one or more of such nominees does not receive a majority of the votes cast. If more than four (4) directors are to be elected in any election, the nominee or the applicable number of nominees receiving the next highest total(s) of votes shall also be elected.
- (e) The Academy's ballots shall indicate that a vote cast for an individual for director or officer of the Academy is also a vote cast for that individual for director or corresponding officer of the Association.

Section 4. Vacancies

Vacancies on the Board of Directors may be filled temporarily by a majority vote of the Board of Directors, except that a vacancy in an ex-officio directorship held by the immediate past President shall not be filled. If the term of office with respect to which a vacancy occurs is not due to expire at the next annual membership meeting, the position shall be filled for the unexpired portion of the term by electronic and/or mail or other written ballot of the members prior to that annual membership meeting, in accordance with the normal procedure for the nomination and election of directors. If insufficient time is available for the complete Nominating Committee and election procedure, the Board of Directors may authorize expedited action and may, if appropriate, authorize an election as soon as practicable after the annual membership meeting.

Section 5. Meetings

- (a) The annual meeting of the Board of Directors shall be held in connection with the annual membership meeting of the Academy, and the specific time and place of the annual meeting of the Board shall be determined by the Board.
- (b) The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings, without other notice than such resolution.
- (c) Special meetings of the Board of Directors may be called by the President or by any five (5) directors and may be held at any place and at any time designated in the call of the meeting.
- (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 11 of this Article VI.
- (e) One-half of the voting directors then in office shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors.
- (f) The act of a majority of the directors present and voting at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

Section 6. Action Without a Meeting

Any action which is required by law or these bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, other than an action requiring member approval, may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present. The written action is effective when signed, or consented to by "authenticated electronic communication" (as defined by the Minnesota Nonprofit Corporation Act), by the required number of Directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all Directors, all Directors must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action shall not be personally liable for the action.

Section 7. Executive Committee

The Board of Directors may provide for an Executive Committee that shall consist of the President, the President-elect, the Vice President, the Vice President-elect, the Secretary-Treasurer, the Assistant Secretary-Treasurer and at least one other director designated by the Board of Directors and that shall include the Executive Director as a non-voting, ex-officio member. To the extent determined by the Board of Directors in the administrative regulations, the Executive Committee may exercise the authority of the Board of Directors in the management of the property and affairs of the Academy when the Board of Directors is not in session, except as otherwise provided by law or these bylaws and except that the Executive Committee shall not exercise the authority of the Board of Directors regarding the election of members, and that no other action of the Board of Directors shall be altered, amended, or rescinded by the Executive Committee without the express prior authorization of the full Board of Directors to do so. The establishment of the Executive Committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him or her by law or by these bylaws.

Section 8. Advisory Board

The Board of Directors may provide for an Advisory Board which shall consist of representatives from non-national (metropolitan, state, and regional) dermatologic societies of the United States and Canada. The purpose of the Advisory Board shall be to act as a liaison between the Academy and the dermatologic societies. The duties, powers and composition of the Advisory Board and the election and terms of office of the representatives of the Advisory Board shall be as set forth in the Organizational and Operational Guidelines of the Advisory Board and in accordance with these bylaws. As provided in the bylaws of the Association, the representatives of the Academy's Advisory Board shall serve as the representatives of the Association's Advisory Board.

Section 9. Recommendations on Policy

Proposed resolutions on matters of policy, including, but not limited to, socioeconomic, political, and business policy of the Academy may be submitted to the Advisory Board for consideration and approval. If such a proposed resolution is approved by the affirmative vote of a majority of the representatives of the Advisory Board present and voting at an Advisory Board meeting at which a quorum is present pursuant to procedures outlined in the Advisory Board Organizational and Operational Guidelines, the resolution shall be forwarded to the Board of Directors for action within two Board meetings after such Advisory Board vote. When the Board of Directors takes action, it may adopt, reject, postpone for further consideration, or refer the resolution to a committee of the Academy. If the Board of Directors fails to adopt, refer, or postpone the recommendation contained in the resolution, the policy contained in the resolution shall become policy of the Academy unless a majority of the Directors vote against adoption of the resolution. The provisions of this Section 9 shall not apply to proposed amendments or revisions of these bylaws.

Section 10. Removal

The requirements for removal of directors shall be as provided by applicable Minnesota law and the administrative regulations of the Academy. An individual who has been removed from the Association's Board of Directors shall simultaneously be removed from the Academy's Board of Directors without further notice other than that provided by this section. Likewise, as provided in the Association's bylaws, an individual who has been removed from the Academy's Board of Directors shall simultaneously be removed from the Association's Board of Directors without further notice other than that provided by this section.

Section 11. Electronic Conferences

- (a) A conference among Directors by a means of communication through which the Directors may simultaneously hear or participate with others during the conference constitutes a meeting of the Directors if the same notice is given of the conference as would be required for a meeting of the Directors and if the number of Directors participating in the conference is sufficient to constitute a quorum at a meeting. Participation in a meeting by such means constitutes presence in person at the meeting.
- (b) A member may participate in a meeting of the Directors not described in paragraph (a) by means of communication through which the Director, other Directors so participating, and all Directors physically present at the meeting may simultaneously hear each other or otherwise participate during the meeting. Participating in such a meeting by such means constitutes presence at the meeting.

BYLAWS ARTICLE VII

Officers

Section 1. Number, Titles and Qualifications

The officers of the Academy shall be a President, a President-elect, a Vice President, a Vice President-elect, a Secretary-Treasurer, and an Assistant Secretary-Treasurer. As provided in the Association's bylaws, the officers of the Academy shall also serve as the officers of the Association. Only Fellows of the Academy (or Life or Honorary Members who have been Fellows) in good standing may serve as officers. No two (2) offices may be held simultaneously by the same individual. No individual may serve in the same office for more than one term, except that time spent filling a vacancy in an officer position will not be counted against this limitation. No individual may serve simultaneously both as an officer and as one of the sixteen (16) elected directors referred to in Article VI, Section 1 of these bylaws. Any individual who is elected or appointed to an office and an elected directorship with overlapping terms must resign promptly from one of the two positions. The President-elect and the Vice President-elect, at the time of assuming their offices, must each have served at some time for at least one (1) year on the Board of Directors.

Section 2. Nomination, Election and Tenure

- (a)
 - (i) The procedure set forth in Article VI, Section 3(a) through 3(c) of these bylaws for the nomination of directors shall also apply to the nomination of candidates for the offices of President-elect and Vice President-elect, and the Nominating Committee established under Article VI, Section 3, shall present to the membership two (2) candidates for each of those offices.
 - (ii) A committee appointed by the President and consisting of three (3) elected directors shall submit to the Board of Directors nominations for the offices of Secretary-Treasurer and Assistant Secretary-Treasurer, as appropriate according to the expiration of the terms of the respective offices.
- (b)
 - (i) The election for the offices of President-elect and Vice President-elect shall be conducted by electronic and/or mail or other written ballot pursuant to Article VII, Section 2(b), of these bylaws. The offices of President and Vice President shall be filled by the President-elect and the Vice President-elect, respectively, succeeding to those offices as set forth in Sections 2(c) (ii) and 2(c) (iv) of this Article.
 - (ii) The offices of Secretary-Treasurer and Assistant Secretary-Treasurer shall be filled by a two-thirds vote of the Board of Directors.
- (c) The terms of office of the officers shall be as follows:
 - (i) The President shall serve a single one (1)-year term commencing with the termination of his or her term as President-elect and terminating at the conclusion of the next annual membership meeting.
 - (ii) The President-elect shall serve a single one (1)-year term commencing at the conclusion of the annual membership meeting next following his or her election to that office and terminating at the conclusion of the next annual membership meeting. Upon termination of the said term as President-elect, the Fellow shall assume the office of President for a term set forth in (i) above.

- (iii) The Vice President shall serve a single one (1)-year term commencing with the termination of his or her term as Vice President-elect and terminating at the conclusion of the next annual membership meeting, except as provided in Section 4(a) of this Article.
- (iv) The Vice President-elect shall serve a single one (1)-year term commencing at the conclusion of the annual membership meeting next following his or her election to that office and terminating at the conclusion of the next annual membership meeting. Upon termination of the said term as Vice President-elect, the Fellow shall assume the office of Vice President for a term set forth in (iii) above.
- (v) The Secretary-Treasurer shall serve a single three (3)-year term commencing at the conclusion of the annual membership meeting next following his or her election to that office and terminating at the conclusion of the third annual membership meeting following that meeting. The Secretary-Treasurer shall not be eligible to be on the ballot in an election for officer or director during their term of office and during any election cycle that occurs in whole or in part during their term of office.
- (vi) The Assistant Secretary-Treasurer shall serve a single three (3)-year term commencing at the conclusion of the annual membership meeting next following his or her election to that office and terminating at the conclusion of the third annual membership meeting following that meeting.

Notwithstanding the foregoing provisions for the terms of office of the officers, all officers shall serve until their successors shall have been duly elected and qualified, except as provided in Section 4 of this Article.

Section 3. Powers and Duties

The powers and duties of the officers of the Academy shall be as follows:

- (a) The President shall be the presiding officer at all meetings of the members of the Academy, shall be an ex-officio member and the presiding officer at all meetings of the Board of Directors and the Executive Committee. Except as provided in the administrative regulations of the Academy, the President shall be a non-voting, ex-officio member of all committees. The President shall perform all duties and exercise all powers which are by law or customary parliamentary practice incident to the office of president, and such other duties and powers as may be determined by the Board of Directors. Upon completion of a term as President, a Fellow, as immediate past President, shall continue to serve as an ex-officio director until the next annual membership meeting, provided that if an immediate past President is also an elected director, he or she shall serve on the Board in the latter capacity.
- (b) The President-elect shall be an ex-officio member of the Board of Directors and shall perform such other duties and exercise such other powers as may be determined by the Board of Directors. The President-elect shall perform the duties and exercise the powers of the President in the event of a vacancy, temporary absence, or inability to act, of the President if the Vice President is unable to meet the requirements for such office as set forth in these bylaws or the administrative regulations of the Academy.

- (c) The Vice President shall be an ex-officio member of the Board of Directors, shall serve as ex-officio member of the Membership Committee, and, if the Vice President meets the requirements under these bylaws and administrative regulations of the Academy for the office of President, shall perform the duties and exercise the powers of the President in the event of the temporary absence, or inability to act, of the President. If the Vice President does not meet such requirements, the President-elect shall perform the duties and exercise the powers of the President in the event of the temporary absence, or inability to act, of the President. The Vice President shall also perform the duties and exercise the powers which are by law or customary parliamentary practice incident to the office of vice president, and such other duties and powers as may be determined by the Board of Directors or the President.
- (d) The Vice President-elect shall be an ex-officio member of the Board of Directors and shall perform such other duties and exercise such other powers as may be determined by the Board of Directors.
- (e) The Secretary-Treasurer shall be an ex-officio member of the Board of Directors and, except as provided in the administrative regulations of the Academy, a non-voting, ex-officio member of all committees, shall keep minutes of all meetings of the Board of Directors and the Executive Committee; shall see that all notices are duly given in accordance with the law and these bylaws; shall be the principal accounting and financial officer of the Academy, and shall be responsible for the maintenance of adequate books of account for the Academy; shall be responsible for the receipt and disbursement of the funds of the Academy; shall supervise the Executive Director in the discharge of his or her duties; shall provide for the maintenance and safe-keeping of archives, including records or other materials relating to the Academy which may have substantial historical value; and shall in general perform all duties and exercise all powers which are by law or customary parliamentary practice incident to the offices of secretary or treasurer, and such other duties and powers as may be determined by the Board of Directors. If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of the duties of that office in such sum and with such surety or sureties as the Board of Directors shall determine. With the approval of the Board of Directors, the cost of any such bond or surety may be paid from the funds of the Academy.
- (f) The Assistant Secretary-Treasurer shall be an ex-officio member of the Board of Directors and shall generally assist the Secretary-Treasurer in the performance of the duties of the Secretary-Treasurer and shall perform such other duties and exercise such powers as may be determined by the Board of Directors, the President, or the Secretary-Treasurer. The Assistant Secretary-Treasurer shall carry out the duties of the Secretary-Treasurer, including voting, when the Secretary-Treasurer is unavailable to fill those duties. If required by the Board of Directors, the Assistant Secretary-Treasurer shall give a bond for the faithful discharge of the duties of that office in such sum and with such surety or sureties as the Board of Directors shall determine. With the approval of the Board of Directors, the cost of any such bond or surety may be paid from the funds of the Academy.

Section 4. **Vacancies**

- (a) In the event of a vacancy in the office of President, the Vice President shall succeed to the office of President and serve as President until the next annual membership meeting, if the Vice President meets the requirements under these bylaws and the administrative regulations of the Academy for the office of President. If the Vice President does not meet the requirements under these bylaws and the administrative regulations of the Academy for the office of President, the President-elect shall carry out the functions of the President until the next annual membership meeting and then for the full term for which he or she would otherwise have served upon the normal expiration of his or her term as President-Elect.
- (b) In the event of a vacancy in the office of President-elect, the Vice President shall carry out the functions of the President-elect until the conclusion of the next annual membership meeting if the Vice President meets the requirements under these bylaws and the administrative regulations of the Academy for the office of President-elect, but the Vice President shall not automatically succeed to the office of President. Prior to that meeting, an additional election for the office of President shall be conducted in accordance with the procedure for nomination and election of the President-elect set forth in Section 2 of this Article. If insufficient time is available for the complete Nominating Committee and election procedure, the Board of Directors may authorize expedited action and may, if appropriate, authorize an election as soon as practicable after the annual meeting. If the Vice President does not meet the requirements under these bylaws and the administrative regulations of the Academy for the office of President-elect, the next officer or director in the line of succession to the President under the Academy's administrative regulations and who meets the requirements under these bylaws and the administrative regulations of the Academy for the office of President-elect shall carry out the functions of the President-elect until the next annual membership meeting or a new election for President-elect can be conducted as set forth above, whichever is sooner.
- (c) In the event of a vacancy in the office of Vice President, the Board of Directors shall elect a new Vice President to serve until the next annual membership meeting.
- (d) In the event of a vacancy in the office of Secretary-Treasurer or Assistant Secretary-Treasurer, the Board of Directors shall elect an interim Secretary-Treasurer or Assistant Secretary-Treasurer to serve for the unexpired portion of the term. Such election may be held at any meeting of the Board and shall be conducted in accordance with the established procedure for the nomination and election of such officers.
- (e) The Board of Directors may establish in the administrative regulations of the Academy a line of succession to the office of President that will be implemented in the event of simultaneous vacancies occurring in the offices of President and Vice President.

Section 5. **Removal**

The requirements for removal of officers shall be as provided by applicable Minnesota law and the administrative regulations of the Academy. In any event, an individual who has been removed from an office of the Association shall simultaneously be removed from the equivalent office of the Academy without further notice other than that provided by this section. Likewise, as provided by the Association's bylaws, an individual who has been removed from an office of the Academy shall simultaneously be removed from the equivalent office of the Association without further notice other than that provided by this section.