

AAD PROPOSED BYLAWS AMENDMENT AND STATEMENTS IN SUPPORT OF OR OPPOSITION TO

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 Academy 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 Academy 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 Academy. 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 Academy 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 Academy, 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 Academy.

ARTICLE VI 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 ~~Chairman~~ 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

AAD PROPOSED BYLAWS AMENDMENT AND STATEMENTS IN SUPPORT OF OR OPPOSITION TO

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 5. 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) ~~not more than thirty (30)~~ 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.

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 consecutive one terms, 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.

Nomination, Election and Tenure

- (c) The terms of office of the officers shall be as follows:
- (i) The President shall serve ~~for a~~ **single term of 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 ~~for a~~ **single one (1)-year term of one (1)-year** 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 Section forth in (i) above.
 - (iii) The Vice President shall serve ~~for a~~ **single one (1)-year term of one (1)-year** 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.

AAD PROPOSED BYLAWS AMENDMENT AND STATEMENTS IN SUPPORT OF OR OPPOSITION TO

- (iv) The Vice President-elect shall serve ~~for a~~ **single one (1)-year** ~~term of one (1)-year~~ 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 ~~for a~~ **single three (3)-year** ~~term of three (3)-years,~~ 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 ~~for a~~ **single three (3)-year** ~~term of three (3)-years~~ 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.

ARTICLE X

Administrative Regulations

Section 3. Amendment

The administrative regulations of the Academy 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 mail 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 Academy 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 XVII and the administrative regulations.

ARTICLE XII

Committees

Section 1. Standing Board Committees

In addition to the Executive Committee authorized by Article VI, Section 7, 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, workgroup, task force or ad hoc task force.** The administrative regulations of the Academy shall set forth the purposes, duties, powers, composition, manner and term of appointment and method of operation of such standing Board committees.

AAD PROPOSED BYLAWS AMENDMENT AND STATEMENTS IN SUPPORT OF OR OPPOSITION TO

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, work group, task force or ad hoc task force.~~

Section 45. Termination

~~Notwithstanding any other provision of these bylaws or the administrative regulations of the Academy, a new standing Board committee or sub-committee may be created, or any standing Board committee or sub-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 XVII 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 (2.510%) of the voting members of the Academy 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.

BOARD STATEMENT REGARDING THE PROPOSED AAD & AADA BYLAWS AMENDMENTS

In 2020, the Board of Directors tasked the Bylaws Committee to review aspects of our AAD and AADA bylaws to bring them in line with an organization the size and scope of the Academy, which has grown to over 15,000 voting members from 10,252 voting members in 2000 when the existing bylaws amendment was established.

Among the recommended updates are changes to the minimum number of voting members needed to call a special meeting as well as to bring forward a petition to change the bylaws. The Bylaws Committee recommended, and the Board agreed that 10% was a reasonable percentage to require for these situations and would reflect the interest and will of a significant portion of the voting membership.

Another proposed change to the bylaws focuses on term limits for directors, including the Advisory Board chair, and officers. The proposed changes prohibit a director or an officer from being considered for an office they have already held unless that individual is filling an unanticipated vacancy to complete the term of another officer or director who departed before the end of their term. In such a case, that service would not be counted towards this limitation. This change is intended to assure leadership opportunities and diversity of perspectives on the Academy's Board.

The rest of the proposed edits are technical edits to streamline the bylaws.

The Board is asking for your **yes** vote on the proposed bylaws amendments.

STATEMENT IN SUPPORT OF THE PROPOSED BYLAWS AMENDMENTS

I agree with the amendments to our bylaws. These changes will better keep our organization fresh, and vibrant. They will minimize the tendency for AAD officers benefiting personally to greater degree than the members they serve.

Wayne H. Fujita, MD, FAAD
Aiea, HI

AAD PROPOSED BYLAWS AMENDMENT AND STATEMENTS IN SUPPORT OF OR OPPOSITION TO

STATEMENT IN OPPOSITION TO THE PROPOSED BYLAWS AMENDMENTS

I stand strongly opposed to the significant portion of the suggested Bylaws changes for 2021. Under the guise of housekeeping changes of language and without introductory comment as to why the Board finds the substantive portion of the Bylaws should be changed, the Bylaws committee and the Board have embarked on an unusual misdirection towards the membership.

Altering the requirement for requesting a special meeting from its present 50 members to well over 1500 voting members (i.e. "10%") is an unrealistic and oppressive burden to place on the membership in an organization for whom traditionally only 27–32% of voting members choose to vote to select new officers and two-thirds of the majority votes cast are able to change Bylaws (when even 50% of them deign to vote) and less than 1.75% (250) voting members are considered enough to constitute a quorum. If there is a valid explained reason for a change it should be similarly limited to 250 voting members only, which is a reasonable number to achieve by petition. Members in small numbers need to be heard as representative lest the perception of undemocratic elitist self-perpetuating control of the AAD become fixed as it is in the ABD.

Gary J. Brauner, MD, FAAD
Cresskill, NJ

STATEMENT IN SUPPORT OF THE PROPOSED BYLAWS AMENDMENTS

I agree with proposed amendments for both AAD and AADA bylaws.

Geoffrey F.S. Lim, MD, FAAD
Centennial, CO

STATEMENT IN SUPPORT OF THE PROPOSED BYLAWS AMENDMENTS

I agree with AAD recommendations of bylaws amendments.

James V. Allen, MD, FAAD
Leawood, KS

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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) ~~not 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.

AADA PROPOSED BYLAWS AMENDMENT AND STATEMENTS IN SUPPORT OF OR OPPOSITION TO

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, **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) ~~not more than thirty (30)~~ 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) ~~not 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

AADA PROPOSED BYLAWS AMENDMENT AND STATEMENTS IN SUPPORT OF OR OPPOSITION TO

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 45. 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.