

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.