



BYLAWS
OF THE
AMERICAN ACADEMY OF DERMATOLOGY



REVISED: MARCH 25, 2024

AAD BYLAWS TABLE OF CONTENTS

Article I Name and Purposes

Section 1. Name	AAD1
Section 2. Purposes.....	AAD1

Article II Offices

Section 1. Registered Office	AAD2
Section 2. Executive Office	AAD2

Article III Membership

Section 1. Classes of Members	AAD2
Section 2. Eligibility, Rights and Obligations	AAD2
(a) Fellows	AAD2
(b) International Fellows.....	AAD2
(c) Associates	AAD3
(d) International Associates	AAD3
(e) Affiliates.....	AAD3
(f) Graduate Members	AAD3
(g) Life Members	AAD4
(h) Adjuncts	AAD4
(i) Honorary Members.....	AAD4
Section 3. Dual Membership.....	AAD4

Article IV Election to Membership and Disciplinary Action

Section 1. Applications or Nominations.....	AAD5
(a) For Fellow, International Fellow, Associate, International Associate, Affiliate or Adjunct.....	AAD5
(b) For Life Membership.....	AAD5
(c) Nominations for Honorary Membership	AAD5
Section 2. Review and Evaluation.....	AAD5
Section 3. Election to Membership.....	AAD5
Section 4. Applications for Reinstatement.....	AAD5
Section 5. Appeal from Denial of Membership	AAD5
Section 6. Reapplication	AAD6
Section 7. Disciplinary Action.....	AAD6
Section 8. Disciplinary Procedure	AAD6

Article V Meetings of Members

Section 1. Annual Meeting	AAD7
Section 2. Special Meetings.....	AAD7
Section 3. Notice	AAD7
Section 4. Quorum.....	AAD7
Section 5. Voting	AAD7
Section 6. Order of Business	AAD7
Section 7. Electronic Conferences	AAD8

Article VI Board of Directors

Section 1. General Powers	AAD8
Section 2. Number, Tenure and Qualifications.....	AAD8
Section 3. Nomination and Election	AAD8
Section 4. Vacancies	AAD9
Section 5. Meetings	AAD10
Section 6. Action Without a Meeting	AAD10
Section 7. Executive Committee	AAD10
Section 8. Advisory Board	AAD11
Section 9. Recommendations on Policy.....	AAD11
Section 10. Removal	AAD11
Section 11. Electronic Conferences	AAD11

Article VII Officers

Section 1. Number, Titles and Qualifications	AAD12
Section 2. Nomination, Election and Tenure	AAD12
Section 3. Powers and Duties.....	AAD13
Section 4. Vacancies	AAD14
Section 5. Removal.....	AAD15

Article VIII Executive Director

Section 1. Employment.....	AAD15
Section 2. Duties and Authority.....	AAD15
Section 3. Bond	AAD16

Article IX Editor of Academy Journal

AAD16

Article X Administrative Regulations

Section 1. Establishment	AAD16
Section 2. Publication	AAD16
Section 3. Amendment	AAD16

Article XI Dues and Assessments

Section 1. Annual Dues	AAD17
Section 2. Special Assessments.....	AAD17
Section 3. Waiver of Dues or Assessments	AAD17
Section 4. Sanctions for Failure to Pay	AAD18

Article XII Committees

Section 1. Standing Board Committees	AAD18
Section 2. Standing Sub-Committees	AAD18
Section 3. Special Committees	AAD18
Section 4. Termination.....	AAD19

Article XIII Contracts, Checks, Deposits and Gifts

Section 1. Contracts	AAD19
Section 2. Checks, Drafts, etc.....	AAD19
Section 3. Deposits.....	AAD19
Section 4. Gifts	AAD19

Article XIV Books and Records

Section 1. General Requirements	AAD19
Section 2. Annual Audit and Report to Members	AAD19

**Article XV Official Communications, Notice and Waiver of Notice:
Recognition of Electronic Communications, Records,
and Signatures**

Section 1. Notice	AAD20
Section 2. Waiver of Notice.....	AAD20
Section 3. Official Communications: Recognition of Electronic Communications, Records, and Signatures	AAD20

Article XVI Miscellaneous

Section 1. Parliamentary Procedure	AAD20
Section 2. Fiscal Year.....	AAD20
Section 3. Rights in Educational Material.....	AAD20

Article XVII Amendments

Section 1. Proposals Approved by the Board of Directors.....	AAD21
Section 2. Other Proposals	AAD21
Section 3. Notice of Proposals	AAD21
Section 4. Exclusive Amendment Methods	AAD21

Article XVIII Indemnification	AAD22
--	--------------

**BYLAWS
OF
AMERICAN ACADEMY OF DERMATOLOGY, INC.**

ARTICLE I
Name and Purposes

Section 1. **Name**

The name of this corporation is AMERICAN ACADEMY OF DERMATOLOGY, INC. (hereinafter referred to as the "Academy").

Section 2. **Purposes**

The purposes of the Academy are:

- (a) To maintain the highest possible standards of medical education pertaining to dermatology and related disciplines.
- (b) To promote the highest possible standards in clinical practice, education, and research in dermatologic medicine and surgery, and related disciplines.
- (c) To promote the highest standards of patient care and promote the public interest relating to dermatology.
- (d) To promote the highest standards in allied health professions and services as they relate to dermatology.

Notwithstanding the foregoing or any other provision of these bylaws: No part of the net earnings of the Academy shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Academy shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Academy shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Academy shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. The Academy shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States revenue statute, as amended from time to time, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States revenue statute, as amended from time to time.

In the event of the dissolution of the Academy, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Academy, distribute all of its remaining assets exclusively for the purposes of the Academy in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States revenue statute, as the Board of Directors shall determine.

ARTICLE II Offices

Section 1. Registered Office

The Academy shall have and continuously maintain a registered office in the State of Minnesota.

Section 2. Executive Office

The location of the executive office of the Academy shall be designated by the Board of Directors pursuant to the recommendation of the Secretary-Treasurer and the Executive Director.

ARTICLE III Membership

Section 1. Classes of Members

The membership of the Academy shall include the following nine (9) classes of members: Fellows, International Fellows, Associates, International Associate, Affiliates, Adjuncts, Graduate Members, Life Members and Honorary Members.

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.

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.

- (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.
- (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

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.

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.
- (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

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.

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.

Section 3. Dual Membership

Pursuant to the bylaws of the American Academy of Dermatology Association, Inc. ("the Association"), members of the Academy in good standing are also members of the equivalent membership class of the Association. Likewise, members of the Association in good standing are also members of the equivalent membership class of the Academy.

ARTICLE IV
Election to Membership and Disciplinary Action

Section 1. Applications or Nominations

Applications or nominations for admission to the various classes of membership shall be submitted as follows:

- (a) For Fellow, International Fellow, Associate, International Associate, Affiliate or Adjunct status. Each applicant shall complete and submit an official application form with such information and such application fee and dues as the Academy may specify.
- (b) For Life Membership. Each eligible person who desires Life Membership shall complete an application form and submit it to the Academy within a time specified by the Academy. No fee shall be required for submitting an application for Life Membership.
- (c) Nominations for Honorary Membership. Nominations for Honorary Membership may be submitted by any member of the Academy. They shall be submitted to the Academy within a time specified by the Academy. No fee shall be required for submitting a nomination for Honorary Membership.

Section 2. Review and Evaluation

- (a) All properly filed applications for membership must be reviewed and evaluated in accordance with the procedure set forth by the Academy.
- (b) All properly filed nominations for Honorary Membership must be reviewed and evaluated by the Board of Directors in accordance with the procedure set forth by the Academy.
- (c) Any application for membership may be denied based on the inclusion of false information on an application, violation of Academy policies or intellectual property rights, or any acts or omissions that might be grounds for disciplinary action if committed by a member.

Section 3. Election to Membership

- (a) Membership applications may be approved by a process established by the Membership Committee.

- (b) All procedures for the election of Honorary Members shall be set forth in the administrative regulations of the Academy. A two-thirds vote of the Board of Directors shall be necessary for election to Honorary Membership.

Section 4. Applications for Reinstatement

Any former member may apply for reinstatement through such procedures as may be specified by the Academy.

Section 5. Appeal from Denial of Membership

If membership is denied to an applicant, or if membership is granted in a class other than the class applied for, the applicant may appeal the denial decision in accordance with procedures established in the administrative regulations of the Academy (except that nominees for Honorary Membership who shall not be elected may not appeal the decision of the Board of Directors).

Section 6. Reapplication

If an applicant for any class of membership (other than a nominee for Honorary Membership) is denied membership in accordance with the procedures established in these bylaws and in the administrative regulations of the Academy, the applicant may not submit another application for the same class of membership less than two (2) years after the date of the rejected application.

Section 7. Disciplinary Action

Each member of the Academy may be subject to disciplinary action upon any of these conditions.

- (a) He or she is charged with or convicted of a felony or convicted of any crime relating to or arising out of the practice of medicine or involving moral turpitude.
- (b) He or she becomes subject to any limitation or termination of any right associated with the practice of medicine in any state, province, or country, including the imposition of any requirement for surveillance, supervision, or review, by reason of violation of a medical practice act or other statute or governmental regulation, disciplinary action by any medical licensing authority, entry into a consent order, or voluntary surrender of license.
- (c) He or she exhibits medical incompetence.
- (d) He or she is involved in improper financial dealings related to the practice of medicine or patient care, such as fee splitting, violations of self-referral or anti-kickback prohibitions, or other billing and coding fraud.
- (e) He or she has been adjudged by a state board of medical examiners or other governmental agency to have engaged in false, fraudulent, deceptive, misleading or harmful advertising.
- (f) He or she exhibits grossly immoral or unprofessional conduct.
- (g) He or she falsely represents that he or she is the only physician capable of performing certain dermatologic procedures.

- (h) He or she violates the Academy's Code of Ethics, the Bylaws, or other Academy policies, as they may be amended from time to time.
- (i) He or she fails or refuses to cooperate reasonably with the Academy's investigation of a disciplinary matter.
- (j) He or she engages in any other unprofessional or inappropriate conduct deemed by the Board in its sole discretion to bring discredit upon the Academy.
- (k) He or she provided false information in his/her application for membership in the Academy.

Section 8. Disciplinary Procedure

No disciplinary action may be taken against any member of the Academy until proper notice and a fair hearing as set forth in the administrative regulations of the Academy is provided.

ARTICLE V
Meetings of Members

Section 1. Annual Meeting

An annual meeting of the members of the Academy shall be held at the time and place designated by the Board of Directors.

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 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) days prior thereto by written notice delivered personally, 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) Not less than two hundred and fifty (250) voting membership of the Academy in good standing 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.
- (b) With respect to election of directors, the President-elect and the Vice President-elect, and for membership action on proposed amendments to these bylaws or the articles of incorporation of this corporation, ten (10) percent of the total voting membership of the Academy shall constitute a quorum. Whether a quorum has participated in an election to fill a particular position or in membership action on a particular proposed amendment to these bylaws or the articles of incorporation of this corporation shall be determined by reference to the number of votes actually cast and shall be determined separately with respect to each item on the ballot.

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, the Vice President-elect, 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.

Section 6. Order of Business

The regular order of business at any annual or special meeting of members shall be as established in the administrative regulations of the Academy.

Section 7. Electronic Conferences

- (a) A conference among members by a means of communication through which the members may simultaneously hear each other during the conference constitutes a meeting of the members if the same notice is given of the conference as would be required for a meeting of the members and if the number of members 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 members not described in paragraph (a) by means of communication through which the member, other members so participating, and all members physically present at the meeting may simultaneously hear each other during the meeting. Participation in such a meeting by such means constitutes presence at the meeting.

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 of the Committee. All members 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; provided that any member who is a past President shall only be eligible for election to the Nominating Committee by the membership and not by the Board of Directors or Advisory Board. 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. All eligible members will be limited to one term of service on the Nominating Committee (i.e. two election cycles, except those members who are elected to serve as Chair of the Committee may serve for a third 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 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.

- (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.

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 four (4) elected directors and others as set forth in the administrative regulations of the Academy 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.

ARTICLE VIII Executive Director

Section 1. Employment

The Board of Directors may employ a full-time, salaried Executive Director, who shall be the chief executive officer of the Academy and a non-voting, ex-officio member of the Board of Directors and the Executive Committee.

Section 2. Duties and Authority

The Executive Director shall be directly responsible to the President and Secretary-Treasurer and shall generally assist the President and Secretary-Treasurer in the discharge of the duties of those offices; shall be responsible for, and have general authority with respect to, maintenance and administration of the executive office of the Academy and of all continuing operations of the Academy; shall be authorized to speak on behalf of and in the name of the Academy in the expression of policies established by the Board of Directors; shall provide representation for the Academy to other organizations; and shall perform such other duties and exercise such other authority as shall be established in the administrative regulations of the Academy or otherwise determined from time to time by the President, Secretary-Treasurer, or the Board of Directors.

Section 3. Bond

If required by the Board of Directors, the Executive Director 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.

ARTICLE IX Editor of Academy Journal

The Board of Directors shall appoint an Editor for the official scientific journal of the Academy and may contract for the services of such Editor on such terms and conditions as the Board of Directors may deem appropriate. The Board of Directors may authorize the Editor to appoint assistant or associate editors for the journal. The Editor, while serving in that capacity, may not serve as a director or officer of the Academy; but an individual may, while serving as Editor, be a candidate for a position as a director or officer of the Academy and may, with the approval of the Board of Directors, serve as a nonvoting member of the Board of Directors.

ARTICLE X Administrative Regulations

Section 1. Establishment

The Board of Directors shall by majority vote establish a body of administrative regulations to govern the organization and operation of important aspects of the affairs of the Academy. Such administrative regulations shall cover such matters as are specifically required by these bylaws, including the organization and operation of the committee structure of the Academy, procedures for hearings on denials of membership, procedures for the nomination and election of officers and directors, the duties and authority of the Executive Director, the fiscal year of the Academy, and such other important administrative matters as the Board of Directors shall deem appropriate.

Section 2. Publication

The administrative regulations adopted by the Board of Directors shall be available to any member of the Academy upon written request to the Academy.

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) 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 ten percent (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 XI Dues and Assessments

Section 1. Annual Dues

Any increase in the combined dues of the Academy and the Association ("Total Dues") must be approved by a majority vote of the members of both the Academy and the Association at their respective annual meetings or by electronic and/or mail or other written ballot, provided that notice of any such proposed change shall have been given to all members of both the Academy and the Association with the notice of the annual meeting at which the members are to vote on the proposed change or in accordance with the notice requirements for amending these bylaws by electronic and/or mail or other written ballot, depending on which form of approval is selected by the Board of Directors. Initial dues for any new class of membership shall be established by the Board of Directors. The Boards of Directors of the Academy and Association shall have the discretion to allocate Total Dues between the two organizations in accordance with their relative expenditures and revenue needs and consistent with applicable law.

Section 2. Special Assessments

- (a) An assessment of a specified amount, which must be uniform as to the members of any one class of members, may be levied on the dues-paying members of the Academy by a majority vote of the members, provided that the proposed assessment shall have first been approved by the Board of Directors. The vote of the members may be taken either (i) at an annual meeting of the membership, provided that notice of the proposed assessment shall have been given with the notice of the meeting or (ii) by electronic and/or mail or other written ballot conducted in accordance with paragraph (b) of this section. The Board of Directors shall determine which method of voting by the membership shall be used with respect to a particular proposed assessment. Any such assessment shall be payable as provided by vote of the members or, if no such provision shall be made, then as provided by the Board of Directors.
- (b) Even if a particular proposed assessment is to be voted upon by the membership by electronic and/or mail or other written ballot, notice of the proposed assessment shall be given to each member with the notice of an annual meeting of the membership and an opportunity for debate regarding the proposal shall be provided at that annual membership meeting. Ballots on the proposal shall be distributed to the members within sixty (60) days after that annual meeting, and the specific procedure for conducting the vote shall be as set forth in the administrative regulations of the Academy. Written notice of any proposed assessment shall accompany the ballot to be used for voting on the proposal. The notice shall also include any statements submitted by members to the Secretary-Treasurer in a timely manner expressing support for or opposition to the proposal; provided, however, that the notice of any one proposal may include no more than six (6) such statements, with a maximum of three (3) statements supporting the proposal and three (3) statements opposing it. Specific rules regarding the form and length of such statements, the schedule for their submission to the Secretary-Treasurer, the manner of selecting the statements to accompany the notice in the event that the number of statements properly submitted exceeds the numerical limits set forth above and regarding other administrative arrangements shall be set forth in the administrative regulations of the Academy.

Section 3. Waiver of Dues or Assessments

The Board of Directors may, in its discretion, waive the obligation of any member otherwise in good standing, to pay dues for a particular period or to pay a particular assessment. The Board of Directors shall give special consideration to such a waiver in the case of any member who becomes physically disabled. The Secretary-Treasurer has the authority to waive member dues on behalf of the Board.

Section 4. Sanctions for Failure to Pay

- (a) Any member whose dues or assessments are overdue by ninety (90) or more days shall be ineligible to vote or to be a candidate for elective office.
- (b) Any member who shall fail to make full payment of any dues or assessment by the due date is subject to termination of membership under such procedures as may be established by the Academy.

- (c) Pursuant to the Association's bylaws, dues and assessments payable to the Academy shall be billed, collected, and otherwise administered by the Association, and any sanctions taken against an individual's membership in the Academy or the Association for a failure to pay dues or assessments shall apply equally to that individual's membership in the other organization.

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.

Section 2. Standing Sub-Committees

The Board of Directors shall provide in the administrative regulations of the Academy for such standing sub-committees as it may deem appropriate to implement the purposes of standing Board committees. The purposes, duties, powers, composition, manner and term of appointment and method of operation of all standing sub-committees shall be established in such regulations, and the structure and operation of all standing sub-committees shall be integrated with the structure and operation of the standing Board committees of the Academy.

Section 3. Special Committees

The Board of Directors may from time to time establish such special committees as it may deem appropriate for the conduct of the affairs of the Academy. The names, purposes, duties, powers, composition, and appointment of all special committees shall be determined by the Board of Directors, but the structure and operation of all special committees shall be consistent with the purposes of the Academy and integrated with the structure and operation of the standing Board committees and sub-committees of the Academy.

Section 4. Termination

Notwithstanding any other provision of these bylaws or the administrative regulations of the Academy, 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) days prior thereto.

ARTICLE XIII

Contracts, Checks, Deposits and Gifts

Section 1. Contracts

The Board of Directors may authorize any officer or officers, or agent or agents of the Academy, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Academy, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Academy shall be signed by such officer, officers, agent or agents of the Academy in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or the Secretary-Treasurer or the Assistant Secretary-Treasurer and counter-signed by the Executive Director.

Section 3. Deposits

All funds of the Academy shall be deposited from time to time to the credit of the Academy in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Academy any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Academy.

ARTICLE XIV
Books and Records

Section 1. General Requirements

The Academy shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of all meetings of members, of the Board of Directors and of the Executive Committee. Unless otherwise required by law, if any provision of these bylaws or any administrative regulation of the Academy requires that a record be kept, keeping an electronic record shall satisfy the requirement.

Section 2. Annual Audit and Report to Members

The Academy shall provide for an annual audit of financial records of the Academy by an independent certified public accountant. The Secretary-Treasurer shall at each annual membership meeting make a report to the members on the results of the independent audit, and a written summary of such results shall be provided to the members.

ARTICLE XV
Official Communications, Notice and Waiver of Notice:
Recognition of Electronic Communications, Records, and Signatures

Section 1. Notice

Whenever, under applicable law, these bylaws or the administrative regulations of the Academy, notice is required to be given to any member or director or committee member, such notice may be given in writing, delivered or sent to such member or director or committee member at his or her address as it appears on the records of the Academy. Any such notice given by mail shall be deemed to be given when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Section 2. Waiver of Notice

Whenever, under applicable law, these bylaws, or the administrative regulations of the Academy, any notice is required to be given, a waiver thereof in writing, signed by the member, director or committee member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto. In addition, the attendance of a member, director, or committee member at any meeting, or participation in an activity or event, shall constitute a

waiver of notice of such meeting, activity, or event, except where an individual attends the meeting, activity, or event for the express purpose of objecting to the transaction of any business because the meeting, activity, or event is not lawfully called or convened.

Section 3. Official Communications: Recognition of Electronic Communications, Records, and Signatures

Unless otherwise required by applicable law, if any provision of these bylaws or the administrative regulations of the Academy requires a notice or communication to any member, director, or committee member, or any record, to be in writing, an electronic record or an electronic communication satisfies the requirement. Similarly, unless otherwise required by applicable law, if any provision of these bylaws or the administrative regulations of the Academy requires the signature or written consent or approval of a member, director, or committee member, an electronic signature or authenticated electronic communication satisfies the requirement.

ARTICLE XVI
Miscellaneous

Section 1. Parliamentary Procedure

All questions of parliamentary procedure or practice regarding the affairs of the Academy, including the conduct of meetings of members, of the Board of Directors, or of any committee, shall be governed by the current edition of the *American Institute of Parliamentarians, Standard Code of Parliamentary Procedures* ("*Parliamentary Procedures*"), except as otherwise specifically provided by law, these bylaws or the administrative regulations of the Academy; provided that any provision of Parliamentary Procedures may be waived by a two-thirds vote of the Board of Directors.

Section 2. Fiscal Year

The fiscal year of the Academy shall be as established in the administrative regulations of the Academy.

Section 3. Rights in Educational Material

Ownership of and all rights in all educational material presented at meetings, conferences, seminars, or similar functions arranged and administered by the Academy, including any of its committees, shall be vested in the Academy or the member(s) presenting such material; and such material may not be reproduced, transcribed or used in any way for publication without the approval of the Academy or the member(s) presenting it. Guidelines for the implementation of this section may be set forth in the administrative regulations of the Academy.

ARTICLE XVII
Amendments

Section 1. Proposals Approved by the Board of Directors

Any proposed amendment to these bylaws or to the articles of incorporation of this corporation which shall 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 written notice of any such proposed amendment shall have been given to each member eligible to vote thereon.

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 ten percent (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.

Section 3. Notice of Proposals

Written notice of any proposed amendment shall include the full text of the sections or subsections proposed for addition, deletion or other modification and shall accompany the ballot to be used for voting on the proposal, as well as any explanatory statements provided by the Board of Directors. The notice shall also include any statements submitted by members to the Secretary-Treasurer in a timely manner expressing support for or opposition to the proposal; provided, however, that the notice of any one proposal may include no more than six (6) such statements, with a maximum of three (3) statements supporting the proposal and three (3) statements opposing it. Specific rules regarding the form and length of such statements, the schedule for their submission to the Secretary-Treasurer, the manner of selecting the statements to accompany the notice in the event that the number of statements properly submitted exceeds the numerical limits set forth above and regarding other administrative arrangements shall be set forth in the administrative regulations of the Academy.

Section 4. Exclusive Amendment Methods

The methods described in Sections 1 and 2 above, are the exclusive methods for amending these bylaws or the articles of incorporation of this corporation. The Board of Directors shall adopt administrative regulations to help ensure that proposed amendments are permissible under governing law, germane to the purposes of the Academy and the sections of the bylaws or articles that they seek to amend, do not unreasonably conflict with other sections of the bylaws or articles, and do not create an excessive financial burden or unreasonable liability risk for the Academy.

ARTICLE XVIII Indemnification

The Board of Directors may exercise the full extent of the powers which the Academy has under Minnesota law, as that law exists from time to time, to indemnify its directors, officers, committee members, representatives to other organizations, councilors, employees and agents for financial obligations incurred by reason of the fact that they are or were directors, officers, committee members, representatives to other organizations, councilors, employees, or agents of the Academy or are or were serving at its request or by its election as a member, director or officer of another corporation or organization. For this purpose, "financial obligations", shall include attorneys' fees, judgments, fines, amounts paid in settlement and amounts otherwise reasonably incurred. The Board of Directors may make advances against those financial obligations upon terms that it determines. The Board of Directors may exercise the full extent of the powers which the Academy has under Minnesota law, as that law exists from time to time, to purchase and maintain insurance against the financial obligations described above on behalf of its members, directors, officers, committee members, representatives to other organizations, councilors, employees and agents.