

The Colorado Dermatologic Society

Constitution and By-Laws

Founded in 1959 as the Colorado Dermatologic Society, the present name was adopted on April 6 of that year.

This constitution and By-laws originally adopted in 1959 and has been revised and amended on February 2, 1993, October 4, 2004, February 4, 2013.

Article I **Name**

The name of this organization is 'The Colorado Dermatologic Society' herein known as 'the Society', or 'CDS'.

Article II **Objectives**

The Society shall be a statewide association of dermatologists dedicated to quality, safety, and collegiality, in the delivery of dermatologic care. It shall be committed to promoting key advocacy initiatives to establish meaningful and timely policy.

Article III **Membership**

Classes and Qualifications:

1. All members present at the initial meeting on April 6, 1959 shall be charter members of the Society.
2. There shall be six classes of members: Active, Retired, Associate, Honorary, Resident, and Affiliate.
3. Active members shall be defined as physicians who practice Dermatology or are board certified in and practice Dermatopathology, in the states of Colorado or Wyoming. They must be Diplomats of the American Board of Dermatology or Diplomats of the American Osteopathic Board of Dermatology or have subspecialty Certification by the American Board of Dermatology.
4. Retired members shall be defined as former Active or Associate members now retired from practice. They shall have all the rights and privileges of Active members except that they shall not be eligible to hold office or vote on new members. Retired members are not required to pay dues.
5. Associate members will be composed of members meeting one of the

following three requirements:

- A. Physicians who practice Dermatology in the states of Colorado or Wyoming, who have completed a residency in Dermatology but have not successfully completed their board examinations.
- B. Physicians who are former Active members of the Society who practice Dermatology in states other than Colorado and Wyoming.

They shall have all the rights and privileges of Active members except that they shall not be eligible to hold office. Associate members are required to pay dues.

6. Honorary members may be people who have contributed to Colorado dermatology. They shall have all the rights and privileges of Active members except that they shall not be eligible to hold office or vote. They shall not be required to pay dues.
7. Affiliate members shall be physicians licensed in Colorado who have an interest in dermatology, and non-physicians including Physician Assistants and Nurse Practitioners who are employed by Active or Associate members and who have an interest in Colorado dermatology. They shall not have the right to vote or hold office. Affiliate members are required to pay dues.
8. Resident members shall be defined as dermatology residents presently enrolled in a Colorado based dermatology residency program. Resident members are not required to pay dues, but are eligible to vote and may hold office as the Resident representative on the Board.
9. The names for candidates proposed for the various categories of Membership, shall be referred to the Board which, after consideration, will report at the next regular meeting upon the qualification of such candidates. Three-fourths of the votes cast by all members present shall be necessary for the election of a member to the category proposed.

Article IV **Termination of Membership**

1. Membership shall be forfeited by those Active, Affiliate, or Associate members whose dues remain unpaid by the start of the third month into the fiscal new year. The member may be reinstated by a majority vote of the Executive Committee after payment of the delinquent dues.
2. Membership shall be suspended in the event the medical license is suspended or revoked. Membership shall be automatically reinstated following lifting of the suspension, or reinstatement of the license to practice medicine, as long as dues are also current.

Article V
Board of Directors

1. The Board of Directors (the 'Board'). The Board shall consist of the following officers: President, President-Elect, Immediate Past President, Secretary/Communications Officer, Treasurer, two Trustees and one dermatology Resident from a Colorado residency program. It shall be the duty of the Board to direct the business of the Society. Decisions within the Board will be decided by a simple majority vote.

2. Election of Officers. These officers shall be elected by a majority vote of Active members at the *last* meeting of each calendar year. Each officer shall hold office for one year. In the event that an officer is not able to complete his/her term of office for any reason, the general Society will be notified of the Board opening in the next monthly letter, and nominations will be solicited. Nominations will be taken until the next general meeting, when the new officer will be elected into office by a majority vote of those Active members present.

3. Officer Duties. The officers shall have the authority and shall perform the duties customarily pertaining to their respective offices, and such other authority and duties as shall be in conformity with this Constitution and By-laws. It shall be the obligation of retiring officers to transfer all records and property of the Society into the possession of their successors as soon as appropriate.
 - A. President. The Society President shall provide leadership and set the agenda for the coming year. The President will also act as the spokesperson for the Society. The President is responsible for delegating duties to the membership and Board, as well as correspondence with members.
 - B. President-Elect. The President-Elect will serve as program director for Society meetings and will be the Industry Liaison. Delegation of tasks by the President-Elect to responsible and willing, Society members is expected.
 - C. Immediate Past President. The Immediate Past President will fill in when the President or President-Elect are unavailable and will assist with the development of the society as needed.
 - D. Treasurer. The Treasurer will oversee all monetary issues, accounts payable and receivable. The Treasurer will work with the Executive Director of the management firm employed by the Society, and the

Secretary/Communications Officer to manage dues and other monetary issues pertaining to the Society or membership. The Treasurer will work with the President-Elect to finalize the budget for the upcoming year, prior to the beginning of the President-Elect's year as President. This will allow the new Treasurer to learn to manage the new budget for the year.

- E. Secretary/Communications Officer. The Secretary/Communications Officer is responsible for overseeing the production of the Society newsletter, website management, meeting minutes, development of the Society membership directory. The Secretary/ Communications officer also acts as the Society historian. Delegation of tasks by the S/C Officer to responsible and willing, Society members is expected. The Secretary/ Communications Officer works closely with the Executive Director to see that these responsibilities are fulfilled.
- F. Trustees. The duties of the two Trustees are divided. One Trustee is responsible for the Society advocacy efforts which include, monitoring legislation and regulations and scope of practice issues. He/she acts as a liaison to other medical specialties. This Trustee also oversees any task force that is implemented regarding the issues listed above and work closely with the Legislative Coordinator. The responsibilities of the second Trustee include but are not limited to overseeing any task force or activity that includes community education (Sun Awareness education or skin screenings), membership, and grassroots education efforts.
- G. Resident. The Resident member of the Board is responsible to help whenever asked by the President, and to keep the Board appraised of Resident concerns/views/needs. He/she will also be involved in mentorship activities conducted by the Society.

Article VI **Dues**

1. Dues shall be levied on 1 January of each year. An increase in dues, or a special assessment, shall require a majority vote of the membership.
2. The Society's financial accounts shall be maintained by the Treasurer and his/her designated representative.
3. Authorized to spend funds. The President and Treasurer shall be the only members authorized to spend operating funds necessary for the function of the Society, with the exception of Article VII.4 below.

4. Expenses in excess of \$500.00, paid to an individual member, committee, or task force (entity), must be reported in a called meeting of the Board, and approved by a majority vote of the Board members present. Unless the entity force presents its case for reimbursement prior to incurring the expense, along with a short summary outlining how the Society will benefit from the expense, for the Board's approval, the entity cannot expect reimbursement by the CDS; though it may still be given after due consideration by the Board.

Article VII **Committees**

1. Task Force/Committees. Additional Task Forces and Committees may be appointed by the Board to work on current agenda items and issues identified. These may include issues in membership, meetings, advocacy, or community service.

Article VIII **Meetings**

1. Annual Meeting
An annual meeting of the members of the Society shall be held at a time and place designated by the Board of Directors.
2. Special Meetings
The officers of the Society may call special meetings of the Society by written notice to Society members at least 30 days in advance of the meeting. Special meetings shall also be called by the Secretary upon written request of ten or more voting members. Time and place of annual and additional meetings shall be given by the Secretary of the Society, to be approved by the Board after appropriate consultation with the active membership.
3. Additional Meetings
There shall be several meetings of general membership held during the year, in addition to the Annual meeting. Time, frequency, and location of these meetings shall be determined by the Board after appropriate consultation with active membership, and shall have as their purpose, scientific education and the conduct of Society business. Notification of these meetings will be made in writing to the general membership at least 30 days prior to the meetings.
4. Notice
Notice of annual, or additional meetings shall be given by the secretary to all members at least thirty days prior to the date of the meeting by a letter mailed to each member's address.

5. Quorum:

A quorum shall consist of a majority of the Board members, at Board meetings; and a majority of those active members present, at a general meeting. Signed proxy votes may be given to the Secretary prior to the meeting.

6. Order of Business

The order of business at meetings shall be as follows:

- 1) Call to order.
- 2) Reading of the minutes of the preceding meeting.
- 3) Unfinished Business.
- 4) New Business.
- 5) Reports of the Committees and Task Forces.

7. Rules of Order

The rules contained in Robert's "Rules of Order" shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the rules of the Society.

Regular and annual meetings of the Society are exclusively for its members. However, a member may invite guests with the approval of the Board, who shall set a registration fee for these guests, to be collected by the Treasurer. The Board may sponsor out-of-state dermatologists who request attendance. If the propriety of inviting a guest is questioned, the Board will make the final determination of whether or not the guest may attend. Guests of members may attend on a one-time basis. Thereafter, they must join the society to be able to attend future meetings.

Article IX
Amendments

This constitution may be amended by a 2/3 vote of all Active members present at any meeting provided that notice of the proposed amendment shall have been given in writing at the previous meeting. The proposed amendments shall take effect immediately upon adoption unless otherwise specified.

Article X
Compensation from the Society

No part of the net earnings of the CDS shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an association, contributions to which are deductible

under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

Article XI
Dissolution of the Society

Upon dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII
Miscellaneous

1. Fiscal Year
 - a. The fiscal year of this Society shall begin on January 1 and end on the following December 31.

2. Inspection of Records
 - a. Membership books, books of account and the minutes of meetings shall be opened to inspection upon written demand of any member at any reasonable time.

3. Annual Report
 - a. The Treasurer shall distribute a fiscal year statement of cash receipts and disbursements to the members at the annual meeting.

r. February 4, 2013 by vote of the membership