

CONSTITUTION OF
THE INTERNATIONAL SOCIETY FOR DERMATOLOGIC AND AESTHETIC SURGERY

Dated November 2017

ARTICLE I – NAME

The name of this Society shall be the INTERNATIONAL SOCIETY FOR DERMATOLOGIC AND AESTHETIC SURGERY.

ARTICLE II – OBJECTIVES AND PURPOSE

The ISDAS is an international organization of physicians involved in the diagnosis and surgical management of the organ of the skin, including hair, nails and mucous membranes. The Society is dedicated to the highest quality of patient care. The ISDAS will accomplish its mission by providing for the educational needs of its members worldwide and establishing effective programs of communication. It will also promote interaction with organized medicine/surgery and governmental bodies. Its organizational structure shall foster and encourage active participation of its members.

ARTICLE III – ORGANIZATION

(a) The Society shall be governed by an Executive Board composed of those officers who are the Founder President, President, President-elect, Vice President, Secretary, Treasurer, Historian, Immediate Past-President and a twelve (12) member Board of Directors. The Executive Committee consisting of the President, President-Elect, and 2 Executive Directors shall conduct the business of the Society when the Board of Directors is not in session. Actions of the Executive Committee shall be submitted for approval and ratification by the Board of Directors. Dr. Robins will be the first and last Founder-President of ISDAS.

(b) The President shall act as Chairman of the Executive Board. He shall preside at all business and scientific meetings. In the event of his death, resignation, or absence, the Vice President, then Secretary, then Treasurer, will serve the remainder of the term. The President will be the official representative of the Society and the face of the organization. Decisions not requiring Board approval will be made by the Executive Committee.

(c) The President-elect shall be an official member of the Executive Board and shall perform such other duties and exercise such other powers as may be determined by the Board of Directors. The office of President shall be filled by the President-elect, succeeding to that office at the conclusion of the term of the current President.

(d) The Secretary shall keep an accurate record of all activities of the Society. He shall have charge of the routine business of the Society. He shall attest and affix the Seal of the Society to all documents requiring such action. He shall keep an accurate list of members. He shall be ex-officio on the standing committees (except for the Nominating Committee) and on all special committees which may be created.

(e) The Treasurer shall be the custodian of funds of the Society and of any and all securities which are the property of the Society, and shall keep an accurate record thereof. He shall be

responsible for all correspondence incident to the treasury of the Society. He shall keep a bank account in the name of the Society. He shall render an account of monies collected and received by dues, contributions, bequests, or otherwise, and all details showing the financial standing of the Society. He shall submit an annual report to the Executive Board.

(f) The Historian should keep a record of the history of the organization, its founders, its leading members, its growth and its contributions. Periodically, a brief review of the activities in the history of the organization may be published.

(g) The Board of Directors, elected by the membership, will be chosen by equitable geographic distribution. It shall consist of (12) members, with approximately 1/3 coming from Europe, 1/3 from the US, and 1/3 from elsewhere in the world. This Board of Directors will manage the property and affairs of the Society. The Nominating Committee shall select one or more candidates for each of the vacancies on the Board. Candidates shall be selected on the basis of the geographic distribution described above. Procedures for elections of candidates will be set forth in the Administrative Procedures of the Society.

(h) In case of temporary vacancy of any office other than the Presidency, the office shall be filled temporarily, until the next election cycle, by designation of the President.

(i) Executive Directors. In order to maintain continuity of the Society, the Executive Board may elect a maximum of two Executive Directors for 5-year terms. An Executive Director will be a voting member of the Executive Board. An Executive Director may be re-elected as necessary. A two-thirds (2/3) vote of the Executive Board is necessary to elect or remove an Executive Director.

(j) Administrative Director. The administrative and day-to-day operation of the Society shall be the responsibility of an Administrative Director, a salaried staff head or third-party organization employed or appointed by, and responsible to, the Board of Directors. The Administrative Director shall have the authority to execute contracts on behalf of the Society as approved by the Board. He/she may carry out the duties of the Secretary and Treasurer of the Society and perform such other duties as may be specified by the Board. The salaried staff head or firm shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Society. The Administrative Director shall be a nonvoting, ex-officio member of the Board. The Administrative Director may attend Executive Sessions of the Executive Board as needed. The Administrative Director will be appointed by the Board for 2-year term and may be re-appointed as necessary. The Administrative Director may use the designation Associate Executive Director at his/her discretion.

ARTICLE IV – CATEGORIES OF MEMBERSHIP

(a) Status

Membership in the Society is a privilege, not a right. To become a member, a candidate must fulfill the requirements for membership as contained in the Constitution and to be elected a

member of the Society. The physician must present a recognized medical degree and be of high ethical character and good professional standing in his or her country.

(b) Classes of Membership

The membership of the Society shall consist of the following six (6) classes of members: Fellow, Associate, Affiliate, Life Fellow, Honorary Member and Resident/Trainee.

(c) Eligibility Rights and Obligations

(1) Fellow: Any physician who is licensed to practice medicine, currently performs dermatologic surgery-and has completed three (3) full years of residency training in dermatology. To be elected as a fellow, a member must be board-certified in dermatology. Fellows shall have full membership rights including, but not limited to, the right to attend meetings, to participate in discussion, to vote, to be a candidate for elective office and to accept appointment to committees and councils. Fellows shall be obligated to pay all dues and assessments imposed on Fellows under Article XI of this Constitution. Physicians in surgically allied specialties may apply as Fellows with approval by the Board of Directors. Any physician who is a Fellow in good standing of the International Society for Dermatologic Surgery as of November 1, 1998 will maintain the category of Fellow, as long as his/her membership remains in good standing.

(2) Associate: Any licensed physician who has at least three (3) years residency training in dermatology. Associate shall have all of the right of Fellows including nomination for Board of Directors, but they may not hold officer positions in the society. Associates shall be obligated to pay all due and assessments imposed upon Associates under Article XI of this Constitution. Any physician who is an Associate member in good standing of the International Society for Dermatologic Surgery as of November 1, 1998 will maintain the category of Associate, as long as his/her membership remains in good standing.

(3) Affiliate: Any physician or other individual employed by industry or who has specific experience or interest in dermatologic surgery or related scientific fields of endeavor shall be eligible to be an Affiliate. Affiliates shall have all of the right of Fellows, including nomination for Board of Directors, but they may not hold officer positions in the society. Affiliates shall be required to pay all dues and assessment imposed on Affiliates in Article XI of the Constitution.

(4) Life Member: A Fellow in good standing for ten (10) years who by reason of physical infirmity or retirement from practice, at any age, shall be made a Life Fellow upon written request to the Secretary and approval by the Board of Directors. A Life member

shall enjoy all privileges of membership in the Society but shall not be required to pay dues or assessments. He shall be required to pay registration fees and fees for social events as do all members.

(5) Honorary Fellow: An Honorary Fellow shall be a board-certified or board qualified physician of outstanding attainment recommended by the Board of Directors and elected by the general membership. He shall enjoy all of the rights and privileges of membership except the right to vote at membership meetings, hold an elective office or serve on committees. He shall not be required to pay dues.

(6) Resident/Trainee: Any physician who is in an accredited dermatology residency or training program shall be eligible to be a Resident/Trainee. A Resident/Trainee shall have all the rights of Fellows, except they shall not be eligible to vote or hold elective office. Resident/Trainees shall be required to pay all dues and assessments imposed upon Resident/Trainees under the provisions of this Constitution and shall be obligated to observe all the Constitutional provisions and administrative regulations of the Society.

ARTICLE V – ELECTION TO MEMBERSHIP

(a) Applications or Nominations

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

(1) Each applicant for Fellow, Associate or Affiliate status shall complete and submit an official application form and should obtain the recommendation of two ISDAS Fellow members from his country or one ISDAS Officer or one member of the Board of Directors. Application forms shall be submitted to the Secretary so that they are received at least sixty (60) days prior to the next annual meeting.

(2) For Life Membership: Each eligible person who desires Life Membership shall submit a written request for such membership to the Secretary, so that it is received thirty (30) days before the next annual meeting of the Society, at which such applications are considered. No fee shall be required for the filing of a nomination for Honorary Membership.

(3) Nominations for Honorary Fellow may be submitted by any member of the Society. They shall be submitted to the Secretary in writing so that they are received at least sixty (60) days prior to the next annual meeting of the Society, at which such applications are considered. No fee shall be required for the filing of a nomination for Honorary Membership.

(b) Review and Evaluation

(1) All applications shall be submitted at least sixty (60) days prior to the annual meeting, at which such applications are considered. They will be voted upon by the Membership Committee.

(2) After the attendance of two (2) meetings, a certificate of membership will be issued.

(3) All properly filed nominations for Honorary Membership must be reviewed and evaluated by the Board of Directors in accordance with the procedure set forth in the administrative regulations of the Society.

(c) Election to Membership

(1) The Board of Directors must review all applications not recommended by the Membership Committee. Applications may be acted upon individually or in groups. A two-thirds (2/3) vote

shall be required in order for the committee to recommend an election to any class of membership.

(d) Appeal for Denial of Membership

If the Board of Directors recommends denial of membership to an applicant, or if membership is recommended in a class other than the class applied for, or if membership is rescinded because of non-payment of dues or because of failure to attend one out of five annual meetings, the applicant may appeal the decision to the Board of Directors in the following manner (except that nominees for Honorary Membership which cannot be appealed):

(1) The applicant shall, upon written request to the Secretary, be provided with a written statement of the reason(s) for the action of the Board of Directors.

(2) Within thirty (30) days of receipt of the statement of the reason(s) for the action of the Board, the applicant shall have an opportunity to submit written arguments, evidence and testimony in support of the application.

(3) Applications shall be received and acted upon by the Board of Directors at its next annual meeting.

(e) Reapplications

If an applicant for any class of membership (other than a nominee for Honorary membership) is denied membership in accordance with the procedures established by this Constitution and in the administrative regulations of the Society, the applicant may not submit another application for the same class of membership for at least two (2) years from the date of the final action on the application.

(f) Application for Reinstatement

Any former member may apply for reinstatement through the regular application procedure.

ARTICLE VI – MEETINGS

(a) Timing

Meetings shall be held at least four (4) times out of every five (5) years. Time and place shall be determined by the Officers.

(b) Meetings of the Board of Directors

Meetings of the Directors shall be held not more than two (2) times out of every year at such a place as may be designated by the President or the Secretary.

(c) Program Committee

The Officers of the Society shall appoint a Program Committee consisting of a chairman and members for each meeting. The duty of this committee is to organize the meeting of the Society, and to make the necessary arrangements at the meeting place. The Board will make the final approval of the scientific program.

(d) Voting

On any matter to be voted upon at any annual meeting, each member with voting rights shall be entitled to one (1) vote. There shall be no voting by proxy. The act of the majority of the members present and voting at a meeting shall be the act of the membership of the Society.

ARTICLE VII –

Tenure and Qualifications

(1) The Officers shall serve for one (1) year as amended 2007 they can be re-elected for one more year. The term of office shall begin immediately after election. No officer may serve more than two consecutive terms.

(2) A Nominating Committee (5 members) shall consist of the two Executive Directors and the three (3) most recent available Past Presidents. A simple majority vote of the members of the nominating committee will be sufficient to nominate a slate of candidates. The slate of nominees for the officers shall be presented at the election meeting. Voting for the slate of nominees shall be by the Executive Board, by majority vote.

ARTICLE VIII – BOARD OF DIRECTORS

Tenure and Qualifications

The members of the Board of Directors shall be elected by the membership to serve a term of four (4) years. No Director shall serve more than one term. If a vacancy should occur among the Directors, a member may be appointed by the President to serve the unexpired term.

In general, the terms of the Directors shall be staggered so that three (3) Directors shall be appointed each year to succeed the three (3) Directors whose terms shall expire in the given year.

Election of Directors shall be governed by the Society's administrative regulations. If a sitting member of the Board of Directors is nominated for an officer position by the Nominating Committee, the committee may nominate another ISDAS member to fill an unexpired term of the Board member.

The Society shall obtain liability insurance for the Executive Board, subject to approval by the Board of Directors.

ARTICLE IX – ADMINISTRATIVE REGULATIONS

(a) Establishment

The Executive Board shall by majority vote establish administrative regulations to govern the organization and operation of important aspects of the affairs of the Society. The administrative regulations shall cover those matters specifically required by this Constitution, and other important administrative matters the Executive Board shall deem appropriate.

(b) Amendment

The administrative regulations of the Society may be amended by the Executive Board at any meeting by a two-thirds (2/3) vote.

ARTICLE X – DUES

(a) Amount

The amount of dues may be raised by a majority vote of the Executive Board.

(b) Delinquent Payments Members who do not pay their dues within twelve (12) months after being served with three notices shall be suspended from active membership until full payment of all delinquent dues plus \$50.00 delinquent fine.

ARTICLE XI – COMMITTEES AND COUNCILS

(a) The President , with approval of the Executive Board, shall have the authority to create and appoint Committees as needed for the conduct of Society affairs and as provided by this Constitution.

(b) Any Committee, with the exception of the Nominating Committee may be terminated by action of the Executive Board or the President.

ARTICLE XII – CONTRACTS, CHECKS, DEPOSITS AND GIFTS

(a) Contracts

The President with one other officer may authorize any officer or officers, or agent of the Society, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Society. Such authority may be general or confined to specific instances.

(b) Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by the President , Secretary, Treasurer, Administrative Director, or an Executive Director.

(c) Deposits

(d) Gifts

All funds of the Society shall be deposited from time to time to the credit of the Society in banks, trust companies, or other depositories.

The Officers may accept on behalf of the Society and contribution, gift or bequest for the general purposes or for any special purpose of the Society.

ARTICLE XIII – BOOKS AND RECORDS

(a) General Requirements

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of all meetings of members and of the Board of Directors.

(b) Annual Audit and Report to Members

The Society shall provide for an annual audit (or board-authorized equivalent) of the financial records of the Society. The Treasurer shall at each annual business meeting make a report to the members of the results of the independent audit, (or board-authorized equivalent) and a **written summary of such results shall be provided to the members on request.**

ARTICLE XIV – MISCELLANEOUS

(a) Parliamentary Procedures The procedure at all meetings shall be according to the most recent edition of “Sturgis”.

(b) Fiscal Year

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

(c) Quorum

The presence of any four (4) members of the Executive Board constitutes a quorum for the transaction of business.

(d) Rights in Education Material

Ownership of and all rights in all educational material presented at meetings, conferences, seminars or similar functions arranged and administered by the Society, including any of its committees or councils, shall be vested in the Society; and the material may not be reproduced, transcribed or used in any way for publication without the approval of the Officers and the member(s) presenting it.

(e) Disciplinary Action Against Members

The Executive Board shall serve as the disciplinary body of the Society and shall have the authority to impose sanctions on members who violate the rules, regulations or Constitutional provisions of this Society, or who by their conduct bring or threaten to bring discredit to the Society or the medical profession. Sanctions shall consist of, but need not be restricted to suspension or expulsion.

(1) Suspension shall be for a specified period of time as determined by the Executive Board, but will not exceed two (2) years. Suspended members will lose the right to vote, to hold elected office or committee appointments but will retain other privileges of membership and will continue to be subject to dues and assessments.

(2) Expulsion will result in a loss of all rights and privileges of membership. Members who are expelled shall not be permitted to apply for any class of membership for at least five (5) years and shall be subject to the application procedure as outlined under Article V, Section (d).

(3) Sanctions shall be imposed by a two-thirds (2/3) vote of the Executive Board. Notice of such disciplinary action shall be sent to the member who is the subject of the action within sixty (60) days of the vote.

ARTICLE XV – AMENDMENTS

A proposed amendment shall be submitted in writing to the Executive Board (Officers and Board of Directors). Two-thirds (2/3) of the Executive Board must approve the amendment.