

1 **By-laws of the Chicago Dermatological Society**

2 *Approved May 7, 2019*

3 *Amendment replaces previous bylaws in total*

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5 **Article I – Name and Purpose**

6 Section 1 - Name. The name of the society shall be the Chicago Dermatological Society ("CDS"
7 or "the Society"), a not-for-profit corporation organized under the laws of the State of Illinois.

8 Section 1.01 - Office and Registered Agent. The principal office of the Society shall be a
9 location as determined by the Plans and Policies Committee. The registered office shall
10 be maintained within the State of Illinois. The registered agent shall be an individual or
11 firm appointed by the Committee.

12 Section 2 - Purpose. The purpose of the Society shall be as stated in the Articles of
13 Incorporation. It is the objective of the Society to provide educational opportunities for
14 members and dermatologists in training, as well as fostering a spirit of camaraderie among the
15 members.

16 Section 2.01 - Compliance. Notwithstanding any other provisions of these bylaws, CDS
17 shall not carry on any activities which are not permitted to be undertaken by a
18 corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal
19 Revenue Code or by a not-for-profit corporation organized under the laws of the State
20 of Illinois.

21 Section 2.02 - Financial Benefit. No part of the net earnings of CDS shall inure to the
22 benefit of, or be distributed to its members, directors, officers or other private persons
23 except that CDS may be authorized and empowered to pay reasonable compensation
24 for services rendered and to make payments and distributions in furtherance of the
25 purposes set forth in these bylaws.

26

27 **Article II – Membership**

28 Section 1 – The categories of membership in the Society shall be as follows:

29 (a) Regular Members: Those physicians who have completed residency training in
30 dermatology in an accredited training program in the United States or Canada. A
31 Regular member must have a current unrestricted license to practice medicine
32 Illinois. Regular members may vote, hold elective or appointed office, and shall pay
33 dues and assessments levied by the Society.

34 (b) Affiliate Members: Those physicians who hold a current and unrestricted medical
35 license and who meet the following criteria: Dermatopathologists who are not

36 eligible to be Regular members; Non-dermatologist physicians, PhD degree holders
37 and other scientists who devote a significant portion of their time to dermatological
38 research or care of dermatology patients or education in academic centers, teaching
39 hospitals or industry; or Physicians from outside the United States who are certified
40 in dermatology by a foreign board or its licensing equivalent or who satisfy
41 educational and professional requirements approximately equivalent to the
42 requirements for the American Board of Dermatology. Affiliate members shall pay
43 the same dues as Regular members, but they may not hold elective office in the
44 Society or vote on Society matters.

45 (c) Honorary Members: Any individual in the United States or abroad may be elected to
46 Honorary membership who, in the opinion of the Plans and Policies Committee, has
47 demonstrated distinction in or has made a significant contribution to the profession
48 of dermatology. Honorary members are exempt from paying dues and may not hold
49 elective office in the Society or vote on Society matters.

50 (d) Retired Members: A member who no longer is practicing dermatology or maintains
51 gainful employment within the general field of medicine. Retired members are not
52 subject to dues but retain all the rights and privileges of membership except for
53 holding elective office.

54 (e) Emeritus Members: A member who is at least 70 years of age and has been a
55 member of the Society for at least 25 years. Emeritus members pay no dues and
56 retain the rights and privileges of membership except for holding elective office.

57 (f) Non-resident Members: A physician who otherwise would be eligible as a Regular
58 member but lives and practices outside of the State of Illinois. Non-resident
59 members shall pay dues as determined by the Plans and Policies Committee, may
60 not hold elective office and may not vote on Society matters.

61 (g) Residents in Training: Physicians who are enrolled in an accredited dermatology
62 residency training program in Illinois. Resident members shall not be subject to dues
63 or assessments, may not hold elective office, and may not vote on Society matters.
64 Resident members may serve in appointed positions, as determined by the Plans
65 and Policies Committee.

66 Section 2 – Approval of New Members. A candidate for Regular or Affiliate membership shall
67 apply using a form approved by the Plans & Policies Committee. The application shall be
68 reviewed by the Membership Committee, and if the candidate meets the criteria for the
69 category of membership sought, the application shall be forwarded to the Plans and Policies
70 Committee for final approval, which shall be by majority vote of those present and voting. The
71 newly approved candidate shall be notified of this action and his/her name will be announced
72 at the next regular business meeting of the Society.

73 Section 3 - Dues and Assessments. Annual membership dues shall be established by the Plans
74 and Policies Committee. The Committee may waive the payment of dues and/or assessments,
75 without penalty, for a member if, in its opinion, special circumstances warrant such waiver.

76 Section 3.01 - Non-payment of Dues. In the event that a member fails to pay dues or a
77 special assessment within six months after such amount is due and payable, the
78 Treasurer shall notify the member of the delinquency, inform the member their
79 privileges have been suspended and request payment. If the delinquent member fails to
80 make payment by the end of the fiscal year, his/her membership privileges shall be
81 terminated. Members terminated in this manner may reapply for membership,
82 including paying any current fees, but shall not be responsible for paying back dues.

83 Section 3.02 – No refunds. There shall be no refund of dues and assessments paid by
84 members who resign, are suspended, or are expelled from the Society.

85 Section 4 – A member may request a change in membership category, provided the member
86 meets the criteria for that category, by submitting the request in writing to the Membership
87 Committee. After review, if the Membership Committee finds that the change is warranted, a
88 recommendation shall be presented to the Plans and Policies Committee for final approval,
89 which shall be by majority vote of those present and voting.

90 Section 5 – Termination of Membership. Subject to payment of all dues and mandatory special
91 assessments, membership in the Society shall be continuous, except under the following
92 circumstances:

93 Section 5.01 - Resignation. A member may resign at any time by delivering a notice of
94 resignation to the Secretary. Such resignation shall be effective upon receipt, but shall
95 not relieve the member of the obligation to pay any dues, assessments or other charges
96 previously accrued and unpaid.

97 Section 5.02 - Suspension. Membership privileges shall be suspended automatically in
98 the event that a member's license to practice medicine in any state or jurisdiction is
99 restricted, revoked or otherwise limited. A member's suspension shall end upon receipt
100 by the Secretary of satisfactory evidence that the restriction, revocation or limitation of
101 the suspended member's license to practice medicine has ended. During a period a
102 member is suspended, the suspended member shall not be liable for payment of dues
103 or assessments for such period and may not vote, may not serve as an officer or a
104 director and may not attend meetings of the Society. Membership privileges also may
105 be suspended for non-payment of dues or mandatory special assessments in accordance
106 with Section 3 of this Article.

107 Section 5.03 - Expulsion. A member may be expelled from the Society for good cause
108 upon a vote of two-thirds (2/3) of all the members of the Plans and Policies Committee
109 entitled to vote at a duly called meeting. Good cause includes but shall not be limited to:
110 (a) conduct on the part of a member that seriously impairs the ability of the Society to
111 function effectively in furtherance of the purpose for which it is organized or which
112 brings discredit to the Society; or (b) conviction of a violation of any state or federal law
113 or regulation relating to the practice of medicine or a crime of moral turpitude. Before

114 taking action to expel a member, the Plans and Policies Committee shall establish the
115 specific procedure to be followed in expelling a member which must provide for due
116 process and fair hearing.

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Article III – Governance

119 Section 1 – General Powers. The affairs of the Society shall be managed by the Plans and
120 Policies Committee (“the Committee”).

121 Section 2 – Qualifications and Composition. All members of the Plans and Policies Committee
122 shall be Regular members in good standing of the Society. The voting members of the
123 committee shall be the: President; President-elect; Vice President; Secretary; Treasurer; the
124 dermatology department chairs or interim chairs at the medical schools in the Chicago area
125 with accredited dermatology residency training programs; three at-large directors, and the
126 Immediate Past-president. Non-voting members of the committee shall include the chairs of
127 standing committees and any other committees established by the Plans and Policies
128 Committee. When a dermatology department chair or interim chair does not meet the
129 qualifications for the Regular member category, then the residency program director shall serve
130 provided that individual meets the Regular member qualifications. An individual may serve in
131 more than one position on the Plans and Policies Committee except for the President; however,
132 a dermatology department chair serving on the committee in that capacity may retain that
133 position when also serving as President.

134 Section 3 – Duties of the Officers. The officers of the Society shall be the President, President-
135 elect, Vice President, Secretary and Treasurer. The duties and responsibilities of the officers
136 are:

137 Section 3.01 - President. The President shall be the principal executive officer of the
138 Society and shall preside at all meetings of the Plans and Policies Committee, Executive
139 Committee and of the members. In addition, he/she shall supervise and direct the
140 affairs of the Society and may, unless otherwise limited by the Committee or by statute,
141 execute contracts and sign documents on behalf of the Society.

142 Section 3.02 – President-elect. The President-elect shall automatically assume the office
143 of President when it becomes vacant due to the expiration of the term of office or
144 because of death, incapacity, resignation or removal.

145 Section 3.03 - Vice President. The Vice President shall assist the President in the
146 management of the Society and shall preside at any duly called meeting of the Society in
147 the absence of the President. The Vice President shall carry out any other duties as may
148 be designated by the Plans and Policies Committee.

149 Section 3.04 - Secretary. The Secretary is the custodian of all official records of the
150 Society, including but not limited to: (a) minutes of meetings of the membership and the
151 Board of Directors; (b) corporate records, Articles of Incorporation, bylaws, regulations,
152 and the seal of the corporation; and (c) the official membership roster. The Secretary
153 also shall assure that all notices are given in accordance with these bylaws or as
154 required by law; attest to the execution of all duly authorized documents; and perform
155 all duties incident to the office of Secretary.

156 Section 3.05 – Treasurer. The Treasurer shall be the chief financial officer of the Society
157 and is responsible for all funds and securities of the Society; receives and give receipts
158 for all monies due and payable to the Society from any source whatsoever; deposits all
159 such monies in the name of CDS, and accounts for all receipts and expenditures. The
160 Treasurer also is responsible for preparation of a proposed annual operating budget
161 assures that dues notices are issued each year.

162 Section 3.06 - Executive Director. The Plans and Policies Committee may designate an
163 individual to serve as Executive Director, acting as the chief operating officer of the
164 Society, to assist in carrying out the affairs of the Society with such authority as may be
165 designated by the Committee. An officer of the Society is empowered to delegate to the
166 Executive Director one or more of the officer's' duties under the officer's supervision
167 and subject to review by the Plans and Policies Committee. However, such delegation
168 shall not relieve the officer of responsibility for the proper performance of any duty
169 delegated pursuant to this Section. The Executive Director need not be a member of the
170 Society and may be an employee or an independent contractor with compensation as
171 determined by the Plans and Policies Committee. The President shall supervise the
172 activities of the Executive Director.

173 Section 4 – Terms of Office. All terms of members of the Plans and Policies Committee shall
174 begin on the first day of the Society’s fiscal year. The President, President-elect and Vice
175 President shall serve a one year term. The Secretary, Treasurer and At-large Directors shall
176 serve three years terms. The terms of the Secretary and Treasurer, and the At-large Directors
177 shall be staggered according to a rotation schedule adopted by the Plans and Policies
178 Committee. The medical school dermatology department chairs shall serve while they are
179 employed in that position. Officers and directors shall serve until their respective successor is
180 chosen or elected and qualified, or until death, resignation or removal.

181 Section 4.01 – Resignation or Removal. An officer or director may resign from the office
182 by delivering notice to the President, the Secretary or the Executive Director. Such
183 resignation shall be effective upon the date stated in the notice. An officer or director
184 may be removed, with or without cause, upon the affirmative vote of three-fourths of
185 the entire voting roster of the Plans and Policies Committee. However, an officer or
186 director whose membership in the Society is terminated or suspended is removed
187 automatically as of the date of termination or suspension.

188 Section 5 – Election of Officers and Directors. The officers and directors of the Society, except
189 for the medical school dermatology department chairs, shall be elected by majority vote of the
190 Plans and Policies Committee from among a list of nominees proposed by the Nominating
191 Committee. Such election shall take place no later than the first day of the Society’s fiscal year.

192 Section 6 – Meeting and Rules of Order. The Plans and Policies Committee shall meet at least
193 three times annually on a schedule determined by the President. Committee members may
194 participate in and act at any meeting of the Committee by personal attendance or through the
195 use of a conference telephone or other communications equipment by means of which all
196 persons participating in the meeting can communicate with each other. Participation in this
197 manner shall constitute attendance and presence in person at the meeting.

198 Section 6.01 - Quorum. A quorum for the transaction of business shall be a majority of
199 the voting members of the Committee.

200 Section 6.02 - Notice. Subject to the provisions of these bylaws, notice of any meeting
201 of the Plans and Policies Committee shall be given not less than five (5) days in advance
202 by written notice sent by U.S. mail, messenger, facsimile transmission or electronic
203 communication to the Committee member's address as reflected in the records of the
204 Society. Neither the business to be transacted at, nor the purpose of any regular or
205 special meeting of the board need be specified in the notice, unless specifically required
206 by law or by these bylaws.

207 Section 6.03 - Special Meetings. Except as otherwise provided herein, a special meeting
208 of the Plans and Policies Committee may be called by or at the request of the President
209 or any four (4) Committee members upon not less than twenty-four (24) hours notice.

210 Section 6.04 - Votes. Except when otherwise required by these bylaws or by applicable
211 law, all votes of the Committee shall be determined by a majority of those present and
212 entitled to vote. Each individual serving on the Committee has only one vote. Voting by
213 the Committee may be done by electronic means provided that access to the electronic
214 ballot is restricted to voting members of the Committee and the electronic means
215 utilized permits the verification of the identity of the person casting such vote. Proxy
216 votes shall not be permitted.

217 Section 7 - Compensation. Officers and members of the Plans and Policies Committee shall
218 serve without compensation but may be reimbursed for their reasonable and actual expenses
219 necessarily incurred in the performance of their duties, except that such reimbursement shall
220 not include lost income resulting from discharging the duties of office. The Committee may
221 establish rules relating to the reimbursement of officers and directors. The Executive Director
222 may be compensated for performance of duties as determined by the Committee.

223 Section 8 – Committees.

224 Section 8.01 – Executive Committee. The Executive Committee shall consist of the
225 President, who serves as chair, President-elect, Vice President, Secretary, Treasurer and
226 the Immediate Past-president. The Executive Director, if one is appointed, shall serve as
227 a non-voting member of the Executive Committee. The Executive Committee is
228 responsible for overseeing the ongoing management of the Society and is vested with
229 authority to transact business between meetings of the Plans and Policies Committee,
230 unless otherwise prohibited by law or these bylaws, and subject to review by the Plans
231 and Policies Committee. The Executive Committee shall meet at the call of the Chair or a
232 majority of its members upon not less than six (6) hours notice. A quorum of the
233 Executive Committee shall a majority of the voting members.

234 Section 8.02 – Nominating Committee. The Nominating Committee shall consist of the
235 Immediate Past-president, who shall serve as chair, the President, and the president-
236 elect. The Nominating Committee is responsible for recommending one or more
237 candidates for any elected office within the Society.

238 Section 8.03 – Membership Committee. The Membership Committee shall consist of
239 the Secretary of the Society, who shall serve as chair, and two other Regular members
240 of the Society appointed by the President. The committee is responsible for reviewing
241 applications for membership for compliance with the requirements of the category of
242 membership sought. After review, applications shall be presented to the Plans and
243 Policies Committee for final approval. The Committee may consider applications at a
244 meeting of the committee members or electronically, and votes may be in person or by
245 electronic means. A quorum is a majority of the committee members, and votes shall
246 be decided by a majority of all members.

247 Section 8.04 – Other Committees. The Plans and Policies Committee may establish
248 committees or work groups as it deems necessary. The resolution establishing
249 committees shall state the purpose, membership, and the expiration date for the
250 committee, if any. A quorum for committee meetings shall be a majority of the
251 committee members. Any votes taken shall be by a majority of committee members
252 present and voting. The President shall serve as an ex-officio member of all
253 committees, except as otherwise provided for in these Bylaws.

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255 **ARTICLE IV – MEETINGS AND VOTES OF THE MEMBERS**

256 Section 1 – Membership Meetings. At least six Regular meetings and one annual meeting, at
257 which the President shall give the annual address, shall take place on a schedule adopted by the
258 Plans and Policies Committee. The President, or his/her designee, shall serve as the program
259 chair for all meetings of the Society and shall be responsible for setting the schedule and

260 agenda for each meeting. A Special Meeting of the membership may be called by the President
261 or by a majority of the Plans and Policies Committee or as otherwise permitted under state law.

262 Section 1.01 – Quorum. A quorum for any meeting of the membership shall 25% of the
263 members in good standing who are entitled to vote as provided for in these bylaws.

264 Section 1.02 – Notice. Except as otherwise provided for in these bylaws or by applicable
265 laws, a notice for a meeting of the membership shall include the time, place and manner
266 of the meeting and shall be distributed to the membership at least five days before such
267 meeting, delivered to the member’s address, either physical or electronic, as reflected in
268 the records of the Society. Such notice need not state the purpose of the meeting or list
269 any items of business to be considered unless specifically required by law or these
270 bylaws.

271 Section 1.03 – Voting. Each voting member in good standing shall be entitled to one
272 vote on any matter submitted to the members. For the transaction of any business
273 coming before the membership, voting may be in person at a duly constituted meeting
274 of the membership, or by mail or electronic ballot in a manner determined by the Plans
275 and Policies Committee. Proxy voting shall not be permitted on any matter presented
276 for a vote to the general membership.

277 Section 2 – Lectureships. The Plans and Policies Committee may establish one or more named
278 lectures in honor of any individual. Such lectures may be supported by a fund which is
279 managed in accordance with procedures established by the Committee.

280 Section 3 – Honorariums. The Society may pay any individual or organization an honorarium or
281 stipend for participation in a meeting of the membership. Such payments shall be made in
282 accordance with procedures established by the Plans and Policies Committee. Participants in
283 any meeting of the Society also may be reimbursed for actual and reasonable expenses related
284 to their participation such as travel, overnight accommodations, or other incidental expenses
285 according to procedures established by the Committee.

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287 **ARTICLE V – FINANCES**

288 Section 1 - Section 1 - Fiscal Year and Annual Budget. The fiscal year of the Society shall be
289 determined by a vote of the Plans and Policies Committee. The annual budget for a fiscal year
290 shall state anticipated revenues and expenditures of the Society for such fiscal year. The annual
291 budget for a fiscal year shall be submitted by the Treasurer to the Committee no later than
292 thirty (30) days before the beginning of the fiscal year and shall be approved by the Committee
293 no later than thirty (30) days after the start of the fiscal year.

294 Section 2 - Books and Records. The Society shall keep correct and complete books and records
295 of its accounts. Audits or reviews of the financial records of the Society may be conducted at

296 times and in a manner as directed by the Plans and Policies Committee, at the expense of the
297 Society.

298 Section 3 - Contracts. The Plans and Policies Committee may authorize any officer or agent,
299 including the Executive Director of the Society, to enter into any contract or execute and deliver
300 any instrument in the name of and on behalf of the Society. Such authority may be general or
301 confined to specific instances.

302 Section 4 - Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or
303 other evidences of indebtedness issued in the name of the Society shall be signed by such
304 officer or officers, or their designees, as from time to time may be determined by the Plans and
305 Policies Committee.

306 Section 5 - Deposits. All funds of the Society not otherwise employed shall be deposited in a
307 timely fashion to the credit of the Society in such banks, trust companies, investment accounts
308 or other depositories as the Plans and Policies Committee or the Executive Committee may
309 authorize.

310 Section 6 - Loans. No loan may be contracted on behalf of the Society nor any evidence of
311 indebtedness issued in its name except upon approval by two-thirds (2/3) of the entire Plans
312 and Policies Committee. Short term charge accounts having an aggregate balance at any time
313 not in excess of \$10,000.00 may be established by the joint action of the President and the
314 Treasurer, in the name of the Society, without prior approval of the Committee, if the President
315 determines that such an account or accounts are necessary to efficiently manage the day-to-
316 day business of the Society. The Executive Director may utilize credit cards which are not in the
317 name of the Society to manage payment of budgeted expenses of the Society without prior
318 approval of the Committee, subject to review of the Treasurer.

319 Section 7 - Contributions and Gifts. The Plans and Policies Committee may accept on behalf of
320 the Society any contribution, gift, bequest, security, property or device for the general
321 purposes or for any special purpose of the Society. When restricted funds are accepted, such
322 funds shall be so designated and tracked to assure that expenditures from those funds are
323 made consistent with whatever restrictions the donor has specified.

324 Section 8 - Bonding. The Plans and Policies Committee may require, at the expense of the
325 Society, a good and sufficient surety bond from any officer, director, employee or agent which
326 the Committee deems advisable for the faithful performance of their duties.

327 Section 9 – Tax-exempt Provisions.

328 Section 9.01 - Limitation on Activities. No substantial part of the activities of the
329 corporation shall be the carrying on of propaganda, or otherwise attempting to
330 influence legislation, and the Society shall not participate in, or intervene in, including
331 publishing statements or distribution of statements, any political campaign on behalf of
332 or in opposition to any candidates for public office. Notwithstanding any other

333 provision of these Bylaws, the Foundation shall not carry on any other activities not
334 permitted to be carried on (a) by a corporation exempt from federal income tax under
335 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any
336 future tax code, or (b) by a corporation, contributions to which are deductible under
337 section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any
338 future tax code.

339 Section 9.02 - Prohibition Against Private Inurement. No part of the net earnings of the
340 Society shall inure to the benefit of, or be distributable to its directors, officers or other
341 private persons, except that the corporation shall be authorized and empowered to pay
342 reasonable compensation for services rendered and to make payments and distributions
343 in furtherance of the nonprofit purposes set forth in Article I hereof.

344 Section 9.03 – Distribution of Assets. Upon the dissolution of the corporation, assets
345 shall be distributed for one or more exempt purposes within the meaning of section
346 501(c)(3) of the Internal Revenue Code or the corresponding article of any future tax
347 code, or to an organization or organizations then recognized as exempt under Section
348 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future U.S.
349 Internal Revenue Code, or shall be distributed to the federal government, or to a state
350 or local government, for a public purpose. Any such assets not so disposed of shall be
351 disposed of by a Court of Competent Jurisdiction of the county the principal office of the
352 corporation is located, exclusive for such purposes or to such organizations, as said
353 Court shall determine, which are organized and operated exclusively for such purposes.

354 Section 10 – Indemnification and Liability of Directors. No director or officer of the Society shall
355 be personally liable for monetary damages resulting from the exercise of judgment or
356 discretion in connection with the duties or responsibilities of such director or officer unless the
357 act or omission involved is willful or wanton conduct. Each officer and director of the Society
358 shall be indemnified and held harmless for all official actions taken and for all failures to take
359 action in connection with the officer's or director's official duties to the fullest extent as
360 permitted under law, except for the officer's or director's gross negligence, willful misconduct
361 or criminal acts or omissions. Such indemnification shall include claims, demands, liabilities,
362 losses, damages or expenses, of any kind and nature, including judgments, interest and
363 attorney fees and all other reasonable costs, expenses and charges.

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365 **ARTICLE VI – AMENDMENTS, PROCEDURES AND DISSOLUTION**

366 Section 1 - Bylaws. These bylaws may be altered, amended or repealed and new or amended
367 bylaws may be adopted by the membership upon the affirmative vote of three-fourths (3/4ths)
368 of the members casting votes. Notice of such vote, including the specific amendments or
369 business to be considered, shall be given to the voting members of the Society not less than 30
370 days before such vote.

371 Section 2 - Policies and Rules of Procedure. The Plans and Policies Committee may adopt
372 policies and rules of procedure as it deems necessary; however, procedures governing meetings
373 of the Society shall be consistent with Robert's Rules of Order.

374 Section 3 - Dissolution. Dissolution of the Society shall require the affirmative vote of two-thirds
375 (2/3) of the members of the Society entitled to vote thereon, and may be taken at a meeting of
376 the membership or by electronic vote consistent with procedures permitted under these
377 bylaws or by state or federal law.