

***THE CONSTITUTION***  
***(AS APPROVED MAY, 1993, WITH REVISIONS APRIL, 2002, WITH REVISIONS APRIL, 2015)***

***ARTICLE I***  
***NAME, STATUS, PURPOSE***

**SECTION A.** The name of this organization shall be The Texas Dermatological Society, hereinafter referred to as the "Society."

**SECTION B.** The Society shall have all the powers of a corporation organized not-for-profit, as are now and shall hereafter be conferred by the Internal Revenue Service..

**SECTION C.** The purposes of this Society are scientific and educational: to promote and advance the science and art of medicine appertaining to diseases of the skin; to promote the highest possible standards in clinical practice, education, and research in dermatological medicine and surgery; to encourage the study of social and economic problems particular to the field of dermatology; and to exercise all powers and assume all obligations necessary or incident thereto.

***ARTICLE II***  
***ADDRESS, PUBLICATION***

**SECTION A.** The official address of the Society shall be that of the administrative office.

**SECTION B.** A news bulletin may be published by the Society and distributed to all the members. The Editor shall be appointed by the President, with approval of the Executive Council.

***ARTICLE III***  
***MEMBERSHIP***

**SECTION A.** There shall be eight classes of members: 1. Active 2. Associate 3. Affiliate 4. Resident/Fellow 5. Honorary 6. Life 7. Inactive 8. Adjunct/Out of State 9. Mid-level provider

**SECTION B.** Active Members shall:

1. Be certified by the American Board of Dermatology.
2. Be in active practice of Dermatology or Dermatopathology in the State of Texas.
3. Have demonstrated professional competence, ethical standards, and personal conduct that reflect favorably upon the practice of Dermatology as judged by the members of the Society. The application shall include two letters of recommendation from Active Members of at least three years' standing.
4. Be eligible to attend all meetings of the Society, and may vote, hold office, and serve on committees. They shall pay all dues and assessments as established.
5. Osteopathic Dermatology
  - i) Have certification by the American Board of Osteopathic Dermatology, but whose training does not make them eligible for certification by the American Board of Dermatology.
  - ii) Be in active practice of Dermatology in the State of Texas.
  - iii) Pay all dues and assessments as Active Members.

**SECTION C.** Associate Members shall:

1. Provide proof of training that qualifies him/her for the examination of the American Board of Dermatology. The application shall include two letters of recommendation from Active Members of at least three years' standing.
2. Be in active practice of Dermatology in the State of Texas.
3. Be eligible to attend all meetings of the Society, and may vote, but shall not be eligible to hold elected office. They

may serve on committees. They will pay the same dues and assessments as Active Members.

**SECTION D.** Affiliate Members shall:

1. Be in one of the following categories:
  - a) Dermatopathology
    - i) Have certification of Special Competence in Dermatopathology by the Boards of Dermatology and Pathology.
    - ii) Be in active practice of Dermatopathology in the State of Texas.
    - iii) Pay all dues and assessments as Active Members.
  - b) Out-of-state
    - i) Have previously been a member as specified in sections B, C, D1(a) or D1(b), who are no longer practicing in the state of Texas.
    - ii) Pay dues and assessments as determined by the Executive Council and be required to pay for all social functions.
2. Have all rights of Active Members, including the right to attend meetings and vote, but shall not serve in any elected office. They may serve on committees.
3. Include two letters of recommendation from Active Members of at least three years' standing with the application.

**SECTION E.** Resident/Fellow Members shall:

1. Be enrolled in an approved Dermatology residency program and remain enrolled in an approved program within the State of Texas. The application shall include written proof of enrollment from the Dermatology Residency Training Program Director.
2. Select a Representative to sit on the Executive Council.
3. Be eligible to attend all meetings of the Society. They shall have the right to serve on committees. They shall not have the right to vote; provided, however that when in service on any committee or council they may vote on matters before that committee or council. They shall not have the right to serve in any elective office other than that of Resident/Fellow Representative to the Executive Council. They will pay partial dues and assessments as determined by the Executive Council.

**SECTION F.** Honorary Members shall:

1. Have been an Active Member of the Society for a minimum of 25 years.
2. Have attained the age of 70 years.
3. Be proposed in writing by two Active Members to the Secretary of the Society.
4. Have all privileges of an Active Member, but shall pay neither dues nor assessments, nor be eligible to hold office. An Honorary Member may continue active practice of Dermatology or be retired.
5. Not be requested to pay for social functions attended by themselves or their spouses.

**SECTION G.** Life Members shall:

1. Have been an Active or Associate member of the Society for a minimum of 10 years.
2. Have attained the age of 70 years.
3. Have sent a written request to the Secretary of the Society for change of status to Life Membership.
4. Have all privileges of previous membership status, but shall pay neither dues nor assessments, nor be eligible to hold office. A Life Member may continue active practice of Dermatology or be retired.
5. Pay for social functions attended.

**SECTION H.** Inactive Members shall:

1. Have been an Active, Associate or Affiliate member.
2. Be retired from the active practice of Dermatology in the State of Texas.
3. Have sent a written request to the Secretary, stating reasons for desiring such a classification.
4. Be eligible to attend all meetings, but shall not pay dues nor assessments, and shall not be eligible to hold office, serve on committees, nor vote.
5. Pay for social functions attended.

**SECTION I.** Adjunct/Out-of-State Members shall:

1. Not reside or practice or be in training in Texas.
2. Be in active practice or training in dermatology or dermatopathology.
3. Be in one of the following categories:
  - a) A physician certified by the American Board of Dermatology
  - b) A physician who is eligible for certification by the American Board of Dermatology
  - c) A physician certified in Special Competence in Dermatopathology by the American Boards of Dermatology and Pathology.
  - d) A physician certified by the American Board of Osteopathic Dermatology, but whose training does not make them eligible for certification by the American Board of Dermatology.
  - e) A physician enrolled in an approved Dermatology residency program. The application shall include written proof of enrollment from the Dermatology Residency Training Program Director.
4. Be eligible to attend all meetings, but shall not be eligible to hold elected office, serve on committees, or vote.
5. Pay dues and assessments as determined by the Executive Council and pay for all social functions.
6. Include two letters of recommendation from dermatologists certified by the American Board of Dermatology or the American Board of Osteopathic Dermatology with the application. Residents and fellows need not submit letters of recommendation.

**SECTION J.** Mid-Level Provider Members shall:

1. Have active certification by the appropriate body:
  - a) Physician assistants must have active certification by the National Commission on Certification of Physician Assistants.
  - b) Nurse Practitioners must have active certification by the American Academy of Nurse Practitioners.
    - i. Be in active practice in Dermatology in the State of Texas, under the guidance of a supervising physician of record who is in active practice of Dermatology in the State of Texas, is a member of the Texas Dermatological Society, and is board certified in Dermatology by the American Board of Dermatology or the American Osteopathic Board of Dermatology.
    - ii. Pay all dues and assessments as Active Members.
    - iii. Have the right to attend meetings and serve on committees, but shall not have the right to vote or serve in any elected office.

**ARTICLE IV**  
**OFFICERS AND TRUSTEES**

**SECTION A.** The officers of the Society shall consist of a President, Vice-President, President-Elect, and Secretary-Treasurer. The Trustees shall consist of a Board of three Active Members. Only Active Members of the Society in good standing may serve as officers.

**SECTION B.** The officers and trustees shall be elected and shall serve as set forth in the Bylaws.

**SECTION C.** The Executive Council shall consist of the President, Vice-President, President-Elect, Secretary-Treasurer, two Immediate Past Presidents, Resident/ Fellow Representative, three Trustees, Advisory Board Representative and Alternate Advisory Board Representative to the American Academy of Dermatology, Program Coordinator, Legislative/Socioeconomic Chair, and Editor of the news bulletin. The Advisory Board Representative and Alternate Advisory Board Representative to the American Academy of Dermatology, Program Coordinator, Legislative/Socioeconomic Chair and Editor of the news bulletin are ex-officio members of the Executive Council with voting privileges.

**ARTICLE V**  
**QUORUM**

**SECTION A.** At all meetings, 10% of the voting membership present shall constitute a quorum for the transaction of official business.

**ARTICLE VI  
RULES OF ORDER**

**SECTION A.** 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 rules of order of the Society.

**ARTICLE VII  
AMENDMENTS**

**SECTION A.** This Constitution may be changed or amended by a two-thirds favorable vote of the members present or represented by proxy at the annual meeting of the Society. Any such proposed amendment(s) shall have been presented to the membership at the previous meeting and sent to the membership in writing 30 days before the meeting. Publication of such amendment(s) in the news bulletin shall be considered proper notification.

**THE BYLAWS**

**CHAPTER I  
ELECTION TO MEMBERSHIP**

**SECTION A : APPLICATION FOR ACTIVE, ASSOCIATE, AFFILIATE OR ADJUNCT/OUT-OF-STATE MEMBERSHIP.**

1. Applicants for membership are encouraged to obtain and return a formal application to the Secretary of the Society as soon after meeting the membership requirements as possible. The Secretary shall not accept the application unless it is fully completed and accompanied by the indicated required attachments. The application will be reviewed by the Executive Council and if approved, presented at the next official meeting.
2. The Editor of the news bulletin shall have published the name of the applicant, together with a short resume of training, background, and present place of practice.
3. The Executive Council shall have reviewed the two letters of recommendation from Active Members of the Society that were included with each application. The letters of recommendation for Adjunct/Out-of-State applicants may come from dermatologists certified by the American Board of Dermatology or the American Board of Osteopathic Dermatology (not required to be members of TDS). The Secretary shall offer the applicant for election by voice ballot by the membership. Any member may request a secret ballot. Residents and fellows need not submit letters or recommendation; Adjunct/Out-of-State membership is automatically granted to resident/fellow applicants with verification of current residency/fellowship status provided in writing by the Dermatology Residency Training Program Director on an annual basis.
4. Election shall be by three-fourths favorable vote. Rejected applicants may re-apply after one year from the date of the original application. Re-application shall have the same status as a first application.

**SECTION B: APPLICATION FOR RESIDENT/FELLOW MEMBERSHIP.**

1. Applicants for Resident/Fellow membership shall be enrolled in an approved Dermatology training program within the State of Texas. Applicants are encouraged to obtain and return a formal application to the Secretary of the Society as soon after meeting the membership requirements as possible. The Secretary shall not accept the application unless it is fully completed and accompanied by the indicated required attachments.
2. The Executive Council shall review the required documents. Resident/Fellow membership is automatically granted

to applicants with verification of current residency/fellowship status provided in writing by the Dermatology Residency Training Program Director on an annual basis.

***SECTION C: CHANGE FROM RESIDENT/FELLOW MEMBERSHIP.***

1. After completion of an approved residency program, a Resident/Fellow member must submit an application for Active, Associate, Affiliate or Adjunct/Out-of-State membership. The Resident/Fellow member may delay application for elevation to Active membership until after receiving certification by the American Board of Dermatology, provided such certification comes within the time allowed for elevation.
2. Membership will be terminated if the member has not applied for elevation within one year of completing the residency program.

***SECTION D: CHANGE FROM ASSOCIATE TO ACTIVE MEMBERSHIP.***

1. After certification by the American Board of Dermatology, an Associate Member automatically becomes an Active Member by formally notifying the Secretary.

***SECTION E: CHANGE FROM AFFILIATE TO ASSOCIATE OR ACTIVE MEMBERSHIP***

1. Upon certification by the American Board of Dermatology, an Affiliate Member will be automatically elevated to Active Member status by formally notifying the Secretary.
2. Upon completion of training that qualifies an Affiliate Member for the examination of the American Board of Dermatology, an Affiliate Member will be automatically elevated to Associate Member status by formally notifying the Secretary.
3. Upon resuming practice in the State of Texas, an out-of-state Affiliate Member will automatically be transferred to the appropriate member status by formally notifying the Secretary.

***SECTION F: CHANGE TO HONORARY MEMBERSHIP.***

1. Proposals for Honorary Membership shall be reviewed by the Executive Council and if approved, presented at the next official meeting. Election will be by two-thirds favorable vote. Any member may request a secret ballot.

***SECTION G: LIFE AND INACTIVE MEMBERSHIP.***

1. Requests for election to Life or Inactive Membership shall be reviewed by the Executive Council and if approved, presented at the next official meeting. Election will be by two-thirds favorable vote. Any member may request a secret ballot.

***SECTION H: CHANGE FROM INACTIVE TO PREVIOUS MEMBERSHIP STATUS.***

1. An Inactive Member may automatically be transferred to a previous membership status by formally notifying the Secretary of the Society.

***SECTION I: CHANGE FROM ACTIVE OR ASSOCIATE MEMBERSHIP TO AFFILIATE MEMBERSHIP STATUS.***

1. An Active or Associate Member, upon moving out-of-state, may request a change to Affiliate Membership by applying to the Secretary.

***SECTION J: CHANGE FROM ADJUNCT/OUT-OF-STATE MEMBERSHIP.***

1. After moving to Texas, an Adjunct/Out-of-State member must request a change to Active, Affiliate, Associate or Resident membership by applying to the Secretary.
2. Membership will be terminated if the member has not applied for elevation within one year of moving to Texas.

***CHAPTER II  
REPRIMAND, SUSPENSION, EXPULSION***

**SECTION A: SOCIETY RIGHTS.** The Society shall have the right to reprimand, suspend, or expel any member who does not comply with the rules of the Society, or with the Principles of Medical Ethics of the American Medical Association.

**SECTION B: COMPLAINTS AGAINST A MEMBER.** All complaints regarding members must be presented in writing to the Executive Council by a letter addressed to the Secretary. When the Executive Council has received three (3) such letters they will consider such reports and contact the accused member. After a hearing with the accused member, investigation, and due consideration the Executive Council may reprimand, suspend the member for one year, or recommend expulsion.

**SECTION C: EXPULSION OF A MEMBER.** If there is a recommendation by the Executive Council for expulsion, its report and recommendations shall be mailed by letter to the entire membership at least 30 days in advance of a regular meeting. A three-fourths vote by secret ballot of those members present and voting at a regular meeting shall be required to expel a member. An expelled member may appeal to the Society at the next Annual Meeting.

**SECTION D: FAILURE TO MAINTAIN MEMBERSHIP REQUIREMENTS.** Any member who fails to maintain the requirements for membership shall automatically have membership revoked.

### **CHAPTER III ELECTION AND TERMS OF OFFICERS AND TRUSTEES**

**SECTION A: ELECTION.** The President-Elect, Vice-President, Secretary-Treasurer, and one Trustee shall be elected at the meeting of the Society held in conjunction with the annual meeting of the Texas Medical Association. No two of the foregoing offices may be held simultaneously by the same Active Member, except that the Secretary-Treasurer may also serve as President-Elect. In the event that a Trustee is elected to another office, that Trustee position shall be deemed vacated and another member shall be elected as Trustee at the same meeting.

**SECTION B: TERMS OF OFFICE.** The President, President-Elect, and Vice-President shall hold office for a term of one year or until their successors have been elected. The Secretary-Treasurer shall hold office for a term of three years or until a successor has been elected. The Trustees will hold office for three years or until a successor has been elected, with the senior member of the Board being replaced every year by the election of a new member.

**SECTION C: CHANGE OF OFFICERS.** The President-Elect shall be inducted into the office of President, and the newly elected officers shall enter upon their duties at the close of the official meeting at which they have been elected.

**SECTION D: VACANCIES.** Vacancies occurring between annual meetings shall be filled by the Executive Council for the unexpired term.

**SECTION E: ELECTION VOTE.** Election of officers shall be by voice vote. A majority will elect.

### **CHAPTER IV DUTIES OF OFFICERS AND TRUSTEES**

**SECTION A: PRESIDENT.** The President shall preside over all meetings of the Society and of the Executive Council; shall appoint and be an ex-officio advisory member of all committees except the Nominating Committee; shall sign such documents as require the president's signature; and shall perform such other duties as pertain to the office by law or customary parliamentary practice.

**SECTION B: PRESIDENT-ELECT.** The President-Elect shall serve as a member of the Executive Council; shall assist the President in the function of that office; and shall become familiar with the duties of the President and act as Parliamentarian.

**SECTION C: VICE-PRESIDENT.** The Vice-President shall serve as a member of the Executive Council; shall assist the President in the discharge of duties; and in the absence of the President, shall perform those duties.

**SECTION D: SECRETARY-TREASURER.** The Secretary-Treasurer shall record the minutes of the proceedings; notify officers and committee members of their appointments and the duties required of them; notify the members at least one month in advance of the date and place of the next meeting; arrange such features of the program as may be required; keep a list of the members; notify new members of their election; keep an accurate record of the income and expenditures of the Society; file necessary forms required by any governmental agencies; maintain liability insurance coverage for all officers, committee members, and councils; and shall perform such other duties as pertain to the office of Secretary-Treasurer by customary parliamentary practice.

**SECTION E: TRUSTEES.** The Trustees shall perform such duties as required by the rule and regulations pertaining to the incorporation of the Society as a tax-exempt organization. The trustees shall review the Annual Financial Statement and current Internal Revenue Tax Form 990 of the Society as prepared by the Secretary-Treasurer.

**SECTION F: EXECUTIVE COUNCIL.** The Executive Council shall pass upon applicants for membership. The Council shall also assist the President in directing the policies of the Society and shall supervise the expenditure of the Society's funds. The Council shall select the time and site of the Interim meetings. The President may call Executive Council meetings at any time, whenever 50% of the voting members are available in the same city. On other occasions, informal telephone consultations may serve as preliminary meetings.

**CHAPTER V**  
**PROGRAM COORDINATOR, PROGRAM CHAIR, COMMITTEES,**  
**REPRESENTATIVES AND FUNCTIONARIES**

**SECTION A: PROGRAM COORDINATOR.** The President shall appoint the Program Coordinator for a term of three years. The Program Coordinator shall assist the President, Executive Council, Program Chairman, and Secretary with the planning and conduct of medical meetings, and shall appoint the program chair for each meeting. The Program Coordinator shall oversee and work in conjunction with the program chair to plan the scientific program of each meeting.

**SECTION B: PROGRAM CHAIR.** A Program Chair shall be appointed by the Program Coordinator to organize and conduct the scientific and social programs in the city of each meeting. The Program Coordinator shall oversee and work in conjunction with the program chair to plan the scientific program of each meeting.

**SECTION C: NOMINATING COMMITTEE.** The Nominating Committee shall consist of the three most immediate Past Presidents with the one most removed as the Chair. They shall present a proposed slate of officers and a Trustee at the annual meeting. Other nominations may be made from the floor.

**SECTION D: LEGISLATIVE/SOCIOECONOMIC CHAIR:** The Legislative/Socioeconomic Chair shall be appointed by the President and shall serve a minimum term of two years. The Legislative/Socioeconomic Chair shall organize a committee of members and conduct the legislative and socioeconomic affairs of the Society.

**SECTION E: STANDING COMMITTEES.**

1. The Coding and Profile Committee shall be appointed by the President. There shall be two members appointed for three year terms. Their findings shall be reported at the business meetings and published in the news bulletin.
2. The Constitution and Bylaws Committee shall be appointed by the President. There shall be three members appointed for three-year terms. Their findings shall be reported at the business meetings and published in the news bulletin.

**SECTION E: AD HOC COMMITTEES.** Ad Hoc committees may be appointed by the President to advise and assist with the

work of the Society. These committees are to be dissolved after their purposes have been accomplished.

**SECTION F: REPRESENTATIVES.** Individual members shall be appointed by the President and approved by the Executive Council with accountability to the Board of Trustees to serve three year terms as: 1) Advisory Board Representative and alternate Advisory Board Representative to the American Academy of Dermatology; 2) TDS Representative to the Texas Medical Association Council on Socioeconomics; 3) Representative to the TMA Interspecialty Society Committee/House of Delegates for a two-year term.

**SECTION G: FUNCTIONARIES.** Individual members shall be appointed by the President for three-year terms:

1) Editor of the news bulletin; 2) Historian

**SECTION H: RESIDENT/FELLOW REPRESENTATIVE.** The Resident/Fellow Members of the Society shall select one representative to the Executive Council. The manner of selection shall be determined by the Executive Council.

## **CHAPTER VI DUES AND ASSESSMENTS**

**SECTION A: ANNUAL DUES.** Annual dues shall be established by vote of two-thirds of the membership present at any regular meeting plus votes sent in by proxy. All members of the Society shall be notified of such impending action at least 30 days before the meeting, and if unable to attend the meeting, should send in their vote by proxy. Publication of information in the news bulletin shall be considered proper notification. Annual dues shall continue at the amount established by the Society until changed in accordance with this Constitution and Bylaws, except that the dues may be lowered for any one year at the discretion of the Executive Council.

**SECTION B: ASSESSMENTS.** Assessments may be proposed from time to time at any official meeting. Such assessments may be levied only with the consent of two-thirds of the members present and voting. Under usual circumstances the membership shall be informed of possible assessments at least thirty days before the meeting. Publication of such information in the news bulletin shall be considered proper notification.

**SECTION C: SANCTIONS FOR FAILURE TO PAY.** Any member who fails to pay dues or assessments within six months after notification that it is due, shall then again be notified of such failure by the Secretary-Treasurer. Any member who fails to pay the assessment or dues within 30 days thereafter, shall be automatically suspended from membership until such assessment or dues have been paid.

**SECTION D: DISBURSEMENT OF MONIES.** Monies from dues and assessments are to be disbursed by the Secretary-Treasurer under the supervision and approval of the Executive Council and with accountability to the Board of Trustees.

## **CHAPTER VII MEETINGS**

**SECTION A: SITES AND DATES OF MEETINGS.** Unless otherwise ordered by the Society or by the Executive Council, the Society shall hold two meetings a year: an annual meeting, held in conjunction with the Annual Session of the Texas Medical Association, and in the same city; and an Interim Meeting, held at a time and site selected by the Executive Council.

## **CHAPTER VIII FISCAL YEAR**

**SECTION A:** The fiscal year of the Society shall extend from January 1 to December 31 of successive years.

## **CHAPTER IX AMENDMENTS**

**SECTION A:** These Bylaws may be amended by a two-thirds favorable vote of the members present or represented by proxy at the annual meeting of the Society. Any such proposed amendments shall have been presented to the membership at the previous meeting and sent to the membership in writing 30 days before the meeting. Publication of such amendment(s) in the news bulletin shall be considered proper notification.