

International Society of Dermatology

Administrative regulations

Approved by Board of Directors March 6, 2009; Last Revised March 6, 2017.

Changes to the administrative regulations require a majority vote by the Board of Directors.

International Congress

A contract is signed within six (6) months of when the site is chosen. The contract is signed by the President and the Secretary-General of the Society as well as the President and Secretary of the upcoming International Congress. The latter should sign the contract as representatives of the host society. The contract will clearly delineate obligations of each party and will be reviewed by legal counsel. Status reports will be sent to the Executive Committee twice yearly and once yearly, the President of the Congress will provide a report to the Board of Directors.

In addition, a contract is signed between the host society and the professional Congress Organizer and this contract needs to be reviewed and approved by the Treasurer-General of the Society.

Committees and Task Forces

All committees

All standing committees will meet at least yearly and the chair of each committee will submit a budget to the Executive Committee by January 1 of each calendar year and submit a yearly summary to the Board of Directors. Two unexcused absences of committee members will lead to dismissal. The terms of the committee members will be up to 5 years.

Climate Change Task Force (5 members)

This committee will address the impact of climate change on dermatological disorders and related changes in the regulation of human diseases within the framework of ecosystem services. They will provide lectures at dermatological meetings and promote publications in the area of the impact of climate change on the skin. A bibliography of relevant publications and resources is maintained on the ISD website.

Community Dermatology Committee (6-8 members)

This committee will examine methods of supplying dermatologic care to underserved populations globally. Publications will be solicited, collated and distributed on the subject of community dermatology, in both written and electronic formats. Members will be chosen who are active in this area. The ISD website will serve as a resource for such projects

Communications Committee (6-8 members)

The Communications Committee will be responsible for promotion of the Society and its meetings, including Regional Meetings. It will be responsible for maintaining and improving the Society website.

Education Committee (5 members)

The committee is composed of members with experience in organizing educational programs and meetings. It assists the local Scientific Committee in organizing the educational program of Continental Congresses and composes the educational program for Sister Society meetings held in conjunction with other meetings (e.g. World Congress of Dermatology, European Academy of Dermatology and Venereology). This committee also provides input to the Scientific Committee for the International Congress of Dermatology with regard to potential topics and speakers. The Education Committee creates guidelines and reviews the scholarship applications for the International Congress of Dermatology and other ISD-sponsored meetings.

Executive Committee (member number per bylaws)

For each of the meetings of the Executive Committee, which will be held at least quarterly, minutes will be composed by staff, approved by the President and then disseminated to the other members of the Board of Directors within three (3) weeks. Travel expenses (economy airfare) and hotel accommodations for one Executive Committee meeting per year will be covered by the Society for members of the Executive Committee.

The Executive Committee reviews and then approves the slate of nominees for Officers, Vice-Presidents and Directors of the Board as put forward by the Nominating Committee. This is done at least four (4) months in advance of the expiration of their terms. This allows sufficient time for the nominations to appear in the Journal at least three (3) months prior to the expiration of their terms, as dictated by the bylaws.

The newly elected President, in consultation with the newly elected Executive Committee, appoints the chairs and members of the standing committees. To encourage the participation of the Board of Directors, the President will include Board members on committees as Liaisons (ex-officio), but not necessarily as Chairs or Co-Chairs. The President may appoint experienced members of the Board of Directors to serve as an Advisory Council.

International Mentorship Committee (6-8 members)

The committee members will review and approve applications for the mentorship program once yearly. Throughout the year, two-three additional meetings are held to monitor progress. The application form will be posted on the Society website and will be accompanied by the applicant's curriculum vitae and a letter of recommendation from the local training program or hospital or the applicant's national dermatological society. The committee will be responsible for inviting mentors for the fellowship mentorship program. A deadline will be determined by the committee for receipt of financial support

from the Society. Staff will be responsible for adhering to that deadline. A mentorship certificate will be sent within 6 weeks of submission of a summary of the experience.

Fundraising Committee (6-8 members)

The members of the Fundraising Committee will solicit funds to support meetings, lecturers and the mentorship program. The Treasurer-General will serve as *ex-officio* to this committee.

The Fundraising Committee will be responsible for determining the annual budget for travel expenses of the Executive Committee Members.

Maria Duran Committee (8-10 members)

On a yearly basis, the Maria Duran Committee will: select a Maria Duran Lecturer to speak at a regional meeting sponsored by the Society or the International Congress; select up to three (3) Maria Duran fellows to attend regional meetings or the International Congress; and award up to two (2) Maria Duran Medals. The lecturers will be nationally or internationally recognized dermatologists who are skilled speakers and the medal awardees will have made a significant contribution to our specialty, either at a national or an international level. For the Lectureship, preference will be given to members of the Society. There should be worldwide representation and selection of awardees will be independent of the Executive Committee. Members of the committee are not eligible for either the lectureship or the award. Individuals are only eligible to receive the medal or the lectureship once. The Maria Duran fellows should be dermatology residents, dermatology fellows, or recent graduates of a dermatology training program. Preference will be given to individuals with financial constraints who have not had the opportunity to attend an international meeting. Individuals wishing to present information to the Committee should place a request to the Chair of the Committee at least three (3) weeks in advance of the meeting.

Membership Committee (6-8 members)

Mission Statement:

- 1) Increase membership in the ISD in a concerted and organized manner
- 2) Design and coordinate membership drives via a variety of methods, in particular ISD sponsored meetings and events
- 3) Identify member needs and convey such needs to the leadership of ISD

At least yearly, the Treasurer will supply the committee with a three-year list of paid members. The committee will focus on methods to increase membership and ensure continued membership. As deemed appropriate by staff, membership applications are reviewed by the committee.

Regional Meeting Committee (6-8 members)

The Regional Meeting Committee will review applications for co-sponsorship of meetings. This is done on an ad hoc basis based upon submissions of applications. The application form will be posted on the Society website and will solicit information including proposed dates and site, names of at least three (3) members in good standing involved in organization of the meeting, and reason for co-sponsorship. Deadline for application will be at least 10 months in advance of the meeting. The Society can provide a monetary grant based upon the proposal and its budget. The Society will also advertise the meeting on the website and in the Journal.

Nominating Committee (5 members)

Any regular member in good standing may recommend candidates to be an Officer, Vice-President or Director, including self-nomination. Announcement of a call for nominations will be made at least 60 days in advance of the meeting of the Nominations Committee.

A nomination form will be provided on the website and this form will include years of membership, activities on behalf of the society, and a description of qualifications. A current abbreviated 2- to 3-page CV will also be required. Candidates will be selected based upon leadership skills, ethical conduct, level of activity in the specialty of dermatology and especially commitment to the Society. Administrative staff will verify that each nominee has been a member in good standing for at least three (3) years.

For the position of Treasurer-General, the Nominating Committee may consider the trustworthiness of the candidate and the candidate's knowledge of the United States' banking system.

The Nominating Committee may not be contacted by a candidate, verbally or in writing, about their nomination. Candidates who directly contact the Nominating Committee will be eliminated as a candidate.

Bylaws and Administrative Regulations Task Force (5 members)

The Bylaws & Administrative Regulations Task Force will be composed of 5 members in good standing, none of whom are officers. The members will be appointed by the President and approved by the Executive Committee.

The Task Force will send proposed amendments to the Administrative Regulations to members by email.

Staff Responsibilities:

- To address routine member requests and questions in a timely fashion (within 10 business days). If required, the issue will be referred to the appropriate officer or committee chair.
- To address urgent member requests and questions in a timely fashion (within 5 business days), either personally or by referring the issue to the appropriate officer or committee chair.

- To assist the Treasurer-General with monetary issues including banking, dues, members' renewal billing, financial support of fellows and lecturers, financial reports, annual filings and maintenance of financial records.
- To assist the Communications Committee with maintenance and improvement of the website and ISD newsletter.
- To assist the Membership Committee with organization of applications of new members within 3 weeks of their receipt and to distribute membership certificates within 4 weeks of approval of new members.
- To assist Committee Chairs with meeting agendas, meeting rooms, conference calls and budgets.
- To remind Committee Chairs of deadlines for receipt of annual budgets, meeting agendas, and annual reports to the Board of Directors.
- To compose minutes of meetings, including those of the Executive Committee and the Board of Directors, and then disseminate the former to the Board of Directors and the latter to the Membership via the website. Minutes of standing committee meetings will also be composed.
- To maintain an accurate list of paid members and provide this to officers and the chair of the membership committee twice yearly.
- To maintain a list of past members and prospective members.
- To maintain the list of membership access codes.
- To provide the publisher of the journal with the names and addresses of new members.
- To organize ISD membership recruitment at ISD-sponsored meetings and other meetings.
- To organize the annual Society reception at the annual American Academy of Dermatology meeting.
- To organize the ISD Sister Society session at the Annual Meeting of the EADV in conjunction with the Education Committee.
- To prepare at least 3 weeks in advance of each executive committee or board of directors meeting an agenda with pertinent attachments (e.g. committee reports, budgets, proposals for new programs).
- To prepare and disseminate mass email announcements to the membership in advance of meetings and networking receptions.
- The members of the Executive Committee will evaluate staff once yearly.

Conflict of Interest:

This Conflict of Interest Policy of the International Society of Dermatology (ISD): (1) defines conflicts of interest; (2) identifies classes of individuals within the ISD covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

1. Definition of conflicts of interest. A conflict of interest arises when a person in a position of authority over the ISD may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon

material financial interest of, or benefit to, such persons.

2. **Individuals covered.** Persons covered by this policy are the ISD's officers, directors, ISD contractors.

3. **Facilitation of disclosure.** Persons covered by this policy will annually disclose or update to the Chairman of the Board of Directors on a form provided by the ISD their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.

4. **Procedures to manage conflicts.** For each interest disclosed to the President of the Board of Directors, the President will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions within the ISD; or (d) ask the person to resign from his or her position in the ISD or, if the person refuses to resign, become subject to possible removal in accordance with the ISD's removal procedures. The ISD's President and Treasurer will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the President of the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

Reports of Misconduct Policy:

This Report of Misconduct or Whistleblower Policy of the ISD: (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the ISD; (2) specifies that the ISD will protect the person from retaliation; and (3) identifies where such information can be reported.

1. **Encouragement of reporting.** The ISD encourages complaints, reports or inquiries about illegal practices or serious violations of the ISD's policies, including illegal or improper conduct by the ISD itself, by its leadership, or by others on its behalf.

Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

2. **Protection from retaliation.** The ISD prohibits retaliation by or on behalf of the ISD against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The ISD reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

3. **Where to report.** Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the ISD's executive director or President of the Board of Directors; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to Secretary-General. The ISD will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the ISD may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

Document Retention and Destruction Policy:

This Document Retention and Destruction Policy of the ISD identifies the record retention responsibilities of management, volunteers, members of the Board of Directors, and outsiders for maintaining and documenting the storage and destruction of the ISD's documents and records.

1. **Rules.** The ISD's management, volunteers, members of the Board of Directors and outsiders (i.e., independent contractors via agreements with them) are required to honor these rules: (a) paper or electronic documents indicated under the terms for retention below will be transferred and maintained by management; (b) all other paper documents will be destroyed after three years; (c) all other electronic documents will be deleted from all individual computers, data bases, networks, and back-up storage after one year; and (d) no paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.
2. **Terms for retention.**
 - a. Retain permanently:
Governance records – Charter and amendments, Bylaws, other organizational documents, governing board and board committee minutes.
Tax records – Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits including bank statements.
Intellectual property records – Copyright and trademark registrations and samples of protected works.
Financial records – Audited financial statements, attorney contingent liability letters.
 - b. Retain for seven years:
 Membership dues and other income receipts, canceled checks and related documents.
 - c. Retain for three years:
Lease, insurance, and contract/license records – Software license agreements, vendor, hotel, and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during the term of the agreement and for three years after the termination, expiration, non-renewal of each agreement).
 - c. Retain for one year:
All other electronic records, documents and files – Correspondence files, past budgets, bank statements, publications, employee manuals/policies and procedures, survey information.
3. **Exceptions.** Exceptions to these rules and terms for retention may be granted only by the ISD's chief staff executive or President of the Board.

Policy on the Process for Determining Compensation:

This Policy on the Process for Determining Compensation of the ISD applies to the

compensation of the following persons:

Officers: President of the Board; Secretary-General; Associate Secretary-General; Treasurer; Executive Vice-President; Chair, Membership Committee; Chair, Communications Committee.

The process includes all of these elements: (1) review and approval by the board of directors or compensation committee of the ISD; (2) use of data as to comparable compensation; and (3) contemporaneous documentation and recordkeeping.

1. **Review and approval.** The compensation of the person is reviewed and approved by the board of directors or compensation committee of the ISD, provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval.
2. **Use of data as to comparable compensation.** The compensation of the person is reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations.
3. **Contemporaneous documentation and recordkeeping.** There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

Joint Venture Policy:

This Joint Venture Policy of the ISD requires that the ISD evaluate its participation in joint venture arrangements under Federal tax law and take steps to safeguard the ISD's exempt status with respect to such arrangements. It applies to any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity as further defined in this policy.

A. **Joint ventures or similar arrangements with taxable entities.** For purposes of this policy, a joint venture or similar arrangement (or a "venture or arrangement") means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity without regard to: (1) whether the ISD controls the venture or arrangement; (2) the legal structure of the venture or arrangement; or (3) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes. A venture or arrangement is disregarded if it meets both of the following conditions:

- (a) 95% or more of the venture's or arrangement's income for its tax year ending within the ISD's tax year is excluded from unrelated business income taxation [including but not limited to: (i) dividends, interest, and annuities; (ii) royalties; (iii) rent from real property and incidental related personal property except to the extent of debt-financing; and (iv) gains or losses from the sale of property]; and
 - (b) the primary purpose of the ISD's contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.
2. **Safeguards to ensure exempt status protection.** The ISD will: (a) negotiate in its

transactions and arrangements with other members of the venture or arrangement such terms and safeguards adequate to ensure that the ISD's exempt status is protected; and (b) take steps to safeguard the ISD's exempt status with respect to the venture or arrangement. Some examples of safeguards include:

- (i) control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of the ISD;
- (ii) requirements that the venture or arrangement gives priority to exempt purposes over maximizing profits for the other participants;
- (iii) that the venture or arrangement not engage in activities that would jeopardize the ISD's exemption; and
- (iv) that all contracts entered into with the ISD be on terms that are arm's length or more favorable to the ISD.

Strategic planning:

At the annual meeting of the American Academy of Dermatology that immediately follows the International Congress of Dermatology, the Vice-Presidents should be invited to attend an Executive Committee meeting for strategic planning. The Vice-Presidents would cover their own travel and housing expenses.