



# International Society of **Dermatology**

## THE CONSTITUTION AND BYLAWS OF THE INTERNATIONAL SOCIETY OF DERMATOLOGY

As amended April 20, 2017, at the General Membership Meeting in Buenos Aires, Argentina.

### ARTICLE 1. NAME:

- (a) The name and title of this organization shall be the "International Society of Dermatology" (hereafter called "Society").
- (b) The Society is a membership corporation, incorporated under the Membership Corporation Law of the State of New York, with the consent of the Regents of the State of New York, pursuant to the Education Law of the State of New York and with the consent of the Attorney General of the State of New York, pursuant to law.

### ARTICLE 2. OBJECTIVES AND PURPOSES:

The Purposes of this Society shall be:

- (a) To promote and encourage scientific investigation and to facilitate mutual acquaintance and collaboration between persons of different nationalities, concerning the various fields of dermatology, particularly its tropical, geographic and ecologic aspects. Specifically, the Society 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;
- (b) To facilitate, on an international basis, the exchange of ideas pertaining to the above-mentioned fields of dermatology and to this end to collaborate with foundations, institutions, organizations and societies concerned with dermatologic education and progress;
- (c) To encourage investigations of geographic ecology of skin and sexually transmitted infections and to establish regional meetings and postgraduate courses in these subjects;
- (d) To publish an official journal and other publications according to available material;
- (e) To establish relations with the World Health Organization and other appropriate bodies, such as State and Federal Agencies of different countries;
- (f) To hold an International congress periodically, at least every five years;

- (g) To establish mentorships and scholarships for the training of young dermatologists from developing countries in academic centers of excellence according to need;
- (h) To hold regional meetings to support international scientific activities in different parts of the world with emphasis in developing regions; Any provision herein to the contrary notwithstanding, the corporation shall be strictly limited in its power, purposes and activities to those powers, purposes and activities enumerated and permitted by Section 501 (c) (6) of the Internal Revenue Code of the United States.

### **ARTICLE 3. ORGANIZATION:**

- (a) The Society shall be governed between meetings of the Board of Directors by an Executive Committee composed of the President, Executive Vice-President, Secretary-General, Assistant Secretary-General, Treasurer-General, and the Chairs of the Membership and the Communications Committees. Any addition of *ex-officio* members would require approval by a two-thirds majority vote of the Board of Directors.
- (b) The Officers of the Society shall be the President, the Immediate Past-President, the Executive Vice President, the Secretary-General, the Assistant Secretary-General, the Treasurer-General, and the Archivist-Historian.
- (c) The President shall act as Chairman of the Executive Committee. The President shall preside at all business and scientific meetings. In the event of the President's death, resignation, or absence, the Executive Vice-President would become President for the remainder of the term. The Executive Committee would then appoint one of the Vice-Presidents to replace the Executive Vice-President for the remainder of the term.
- (d) The Secretary-General shall keep an accurate record of all business activities of the Society. The Secretary-General shall have charge of the routine business of the Society and may employ such assistants (including legal counsel) to carry on the business of the Society as may be authorized by the Executive Committee. The Secretary-General shall be *ex-officio* on four standing committees (Membership, Communications, Education and Mentorship) and on special committees that may be created. The Secretary-General shall be responsible for the welfare of the Society, including the publication of the Journal. The Assistant Secretary-General shall be *ex-officio* on four standing committees (Community Dermatology, Climate Change, Maria Duran and Regional Meetings).
- (e) The Treasurer-General 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. The Treasurer-General shall be responsible for all correspondence incident to the treasury of the Society. The Treasurer-General shall keep a cash book and a bank account in the name of the Society. The Treasurer-General 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. The Treasurer-General shall submit an annual audited report to the Board of Directors and a summary of the audit report to the membership. On an annual basis in December, the Treasurer-General shall present a proposed budget for the coming fiscal year to the Executive Committee for approval. Expenditures of funds above \$1,000.00 shall be authorized by the Treasurer-General. The Treasurer-General shall keep accurate lists of paid members and shall be *ex-officio* on the Fundraising Committee. The Treasurer-General is empowered to obtain adequate aid in carrying out the functions of the office and oversee the performance of said party.
- (f) The Chair of the Membership Committee will oversee all matters relating to membership. The Chair of the Communications Committee will be concerned with all matters relating

- to the promotion of the Society. The Chair of each of the standing committees (see Article 5) will be responsible for its activities as outlined in the Administrative Regulations.
- (g) The Archivist-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 is to be published.
  - (h) A Board of Directors will include Officers, Vice-Presidents, and twenty-five (25) additional members, who will be chosen by an equitable geographic distribution, will advise on matters pertaining to the Society. Additional members will be the Chairs of the Communications and Membership Committees, as they serve on the Executive Committee.
  - (i) An Advisory Council will be appointed by the President with the approval of the Executive Committee, as needed. The Advisory Council will contribute by announcing and promoting Society activities in their geographical areas or on other projects as assigned by the President.
  - (j) In the case of a temporary vacancy of any office other than the Presidency, the office shall be filled temporarily, until the next general election, by designation of the President.

#### **ARTICLE 4. MOTTO:**

The motto of the Society shall be:

**CONGREGAT UT VINCAT INVIDI MORBI SAGITTAS**

#### **ARTICLE 5. STANDING COMMITTEES:**

- (a) THE ORGANIZING COMMITTEE OF THE INTERNATIONAL CONGRESS shall be chaired by the President of the Congress and whomsoever the President of the Congress shall appoint to the committee, in consultation with the Executive Committee of the Society. The Scientific Committee for the International Congress will be appointed by the Executive Committee in consultation with the President of the Congress and will be composed of members in good standing who represent the international composition of the society.
- (b) The Secretary-Treasurer of the Congress is appointed by the President of the Congress and shall submit to the Executive Committee an accounting of the Congress, audited by a certified public accountant appointed by the President of the Congress.
- (c) THE NOMINATING COMMITTEE shall be composed of five (5) members, each appointed by the President with the approval of the Executive Committee. Its function shall be to prepare a slate of nominees for the Officers, Vice-Presidents and Directors of the Board of the Society. Only Regular and Individual Sponsoring Members in good standing for at least three (3) years will be nominated for the Board of Directors (including Officers). The slate will be presented at the General Meeting of the membership at the International Congress. Members of the Nominating Committee will not be eligible to be nominated to be an Officer or Vice-President of the Society nor shall they be a current Officer of the Society. A 60-day time period for submission of nominations will precede the meeting of the Nominating Committee, as outlined in the Administrative Regulations.
- (d) Additional standing committees are the Climate Change, Community Dermatology, Communications Committee, the Membership Committee, the International Mentorship

- Committee, the Fundraising Committee, the Maria Duran Committee, the Education Committee and the Regional Meeting Committee. Only Regular and Individual Sponsoring Members in good standing will be appointed to committees for a term of not more than five (5) years and shall be eligible for re-appointment. The members of these committees are appointed by the President, with the approval of the Executive Committee. All appointments are co-terminus with good standing status. The Chair of each of these committees will submit an annual report to the Board of Directors, and committees will meet at least annually.
- (e) Any vacancies occurring on the above committee(s) may be filled by appointment by the President, and the appointee shall serve until the next meeting of the Executive Committee.

**ARTICLE 6. PERIODICALS:**

- (a) The name of the periodical shall be the "International Journal of Dermatology" (formerly "Dermatologia Internationalis"), and it will serve as the Official Organ of the International Society of Dermatology.
- (b) In the said periodical may appear the proceedings of the meetings of the Society, papers presented at meetings and the International Congress, original articles, abstracts, book reviews, and such other material as may be pertinent at the discretion of the Editor-in-Chief. All material published becomes the property of the Journal.
- (c) All editorial control of the official Journal, including the responsibility of editing and publication, shall rest with the Editor-in-Chief, who shall be appointed by the Executive Committee. The Editor-in-Chief may appoint an Associate Editor, members of an appropriate editorial board, and other editorial workers. The Associate Editor shall be a member of the Society. The appointed term of the Editor-in-Chief and Associate Editors shall be five years, subject to one reappointment.
- (d) The language of the publication shall be English.

**ARTICLE 7. AMENDMENTS:**

Any proposal to change the Constitution and/or the certificate of incorporation, suggested by the Executive Committee or by 50 members, shall be made known to the members by publication in the Journal or on the Society website at least 60 days before the international meeting. Adoption of the proposed amendment(s) shall be by a majority vote at the International meeting.

**ARTICLE 8. QUORUM:**

- (a) The presence of a majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.
- (b) The presence of twenty-five (25) Regular members at an INTERNATIONAL MEETING shall constitute a quorum for the transaction of business.

**ARTICLE 9. MEETING OF THE EXECUTIVE COMMITTEE:**

The Committee shall hold meetings at least quarterly. Special meetings of the Committee shall be held at any time and place upon call of the President, or upon written request of four (4) members of the Committee addressed to the Secretary-General. Such meetings may be held upon fifteen (15) days mailed, or five (5) days electronic or facsimile notice.

## **ARTICLE 10. MEETING OF THE BOARD OF DIRECTORS**

The Board of Directors will meet annually, primarily at the annual meeting of the American Academy of Dermatology. The Board of Directors will also meet at the International Congress prior to the General Meeting of the Membership. The agenda will include written reports by the President, Secretary-General, Treasurer-General, and the Chairs of each of the standing committees. Minutes of the meeting will be published on the Society website.

## **ARTICLE 11. CALENDAR YEAR:**

The calendar year of the Society shall begin with January 1st of each year and end with the last day of December following.

## **ARTICLE 12. PARLIAMENTARY RULES:**

Roberts' "Rules of Order" shall be the authority for the government of this Society when not otherwise provided for by the bylaws.

## **BYLAWS**

### **ARTICLE 1. MEMBERSHIP:**

There shall be seven (7) categories of membership, namely: Regular, Individual Sponsoring, Associate, Honorary and Institutional/Corporate Membership.

- 1) *Regular Membership* shall be limited to persons with recognized medical degrees with interest in dermatology, and to persons with other scientific qualifications, who are or have been associated with dermatology, or with basic sciences connected with dermatology. Inactive membership may be granted upon payment of a reduced fee, the amount of which will be determined by the Treasurer-General on an individual basis.
- 2) *Individual Sponsoring Membership* is for individuals wishing to help sponsor memberships from developing countries or trainees from any country.
- 3) *Associate Membership* is suggested for residents/medical students of any country, or dermatologists currently residing in a developing country (designated by WHO). They can choose to be and pay the annual fee of Regular Membership later.
- 4) *Electronic Membership* is for dermatologists currently residing in a HINARI band 1 or band 2 low-income country as defined by the World Health Organization. They receive all communications, including the journal, electronically.
- 5) *Life Membership* is for those who have been regular members in good standing for at least 20 consecutive years and have fully retired from clinical practice. These individuals retain voting rights but are not able to hold office; they receive all communications, including the journal, electronically and do not have to pay dues.
- 6) *Honorary Membership* shall be reserved for distinguished persons who have achieved prominence in medicine particularly those who have made fundamental contributions to tropical dermatology. Appropriate candidates should be submitted to the President, who will present the names of the proposed Honorary Members for election by the Executive Committee.
- 7) *Institutional/Corporate Membership* is for institutions, foundations, pharmaceutical and other corporate entities that wish to support the mission and causes of the International Society of Dermatology.
- 8) Only Regular and Individual Sponsoring Members shall be eligible to vote in the affairs of the Society or to hold office.
- 9) Election to any of the above categories of membership except Honorary Members shall be at the discretion of the Membership Committee and the Secretary-General.
- 10) Applications for membership should be addressed to the ISD Office on forms provided by the Secretary-General on the Society website.
- 11) Members failing to pay dues, after a lapse of one year, shall be dropped from membership

at the discretion of the Treasurer-General. A member may be reinstated upon payment of one year's back dues at the discretion of the Treasurer-General.

**ARTICLE 2. ELECTION OF OFFICERS AND BOARD OF DIRECTORS:**

- (a) The slate of Officers and Board of Directors proposed by the Nominating Committee shall be elected by a majority vote at the General Meeting of the Membership at the International Congress.
- (b) The Secretary-General will announce the nominations in the Official Journal not less than three (3) months before the expiration of the existing term, or not less than one (1) month before the International Congress and will inform all nominees of the terms of their office or seat if elected.
- (c) The Society may also appoint honorary presidents upon recommendation of the Executive Committee.

**ARTICLE 3. OFFICERS AND BOARD OF DIRECTORS:**

- (a) The Officers of the Society shall be the President, the Immediate Past-President, the Executive Vice-President, the Secretary-General, the Assistant Secretary-General, the Treasurer-General, and the Archivist-Historian.
- (b) The Board of Directors shall consist of the Officers, up to ten (10) Vice-Presidents, and twenty-five (25) elected Directors. Vice-Presidents will be selected to represent five major geographic regions: Europe, North America, Central and South America, Australasia, and Africa. Additional members will be the Chairs of the Communications and Membership Committees, as they serve on the Executive Committee.
- (c) The term of office shall be from the International Congress, at which they are elected, until the next International Congress for the President, Executive Vice-President, the Secretary-General, the Assistant Secretary-General, the Vice-Presidents, and the Treasurer-General. Only the Secretary-General and the Treasurer-General shall be eligible for re-election to the same position. The Secretary-General and the Treasurer-General shall hold office for a term of not more than ten (10) years.
- (d) The Archivist-Historian shall hold office for a term of not more than five (5) years and shall be eligible for re-election once.
- (e) The Directors of the Board shall hold office for a term of not more than five (5) years and may be re-elected.
- (f) In the event that an International Congress shall be held before the expiration of the aforesaid terms of office, a general election of officers and Board of Directors shall take place at such International Congress. Newly elected officers shall assume office after termination of the sessions of the International Congress.
- (g) Officers may be removed for unethical or criminal behavior by a vote of two-thirds of the Board of Directors.

**ARTICLE 4. MEETINGS:**

It shall be the purpose of the Society to hold International Congresses, regional meetings, special or general meetings at such intervals, and under such conditions, as may be determined by the Executive Committee. The Society shall hold an International Congress at least every five (5) years at times and places to be determined by the Board of Directors and General

Membership.

The order of business of the Board of Directors shall be:

- 1) Report of the President
- 2) Report of the Secretary-General
- 3) Report of the Treasurer-General
- 4) Report of the Archivist-Historian
- 5) Report of the Nominating Committee
- 6) Presentations regarding potential date(s) and place(s) of the future (one in advance) International Congress, followed by a vote of the Board of Directors to select up to three sites to present to the General Meeting of the Membership
- 7) Reports of the standing committees and task forces
- 8) Report of new proposed appointments to Committees
- 9) Unfinished Business
- 10) New Business
- 11) Adjournment

The order of business at the General Meeting of the Membership held concurrently with the International Congress shall be:

- 1) Report of the President
- 2) Report of the Secretary-General
- 3) Report of the Treasurer-General
- 4) Report of the Nominating Committee and Election of Officers, Vice-Presidents and Directors
- 5) Report of committees or task forces requiring a membership vote (e.g. bylaws)
- 6) Presentations (up to three) regarding potential date(s) and place(s) of the future (one in advance) International Congress, followed by a vote of the Membership
- 7) Unfinished Business
- 8) New Business
- 9) Adjournment

**ARTICLE 5. DUES:**

Dues shall be set at the current rate and may be increased to defray increasing publication costs at the discretion of the Executive Committee. Each member shall be entitled to a subscription of the Official Journal.

**ARTICLE 6. INCOME AND EXPENDITURE:**

Funds shall be obtained from membership dues, grants, contributions, bequests, subscriptions to and sales of its publications, subsidies and donations, and advertisements in the Journal. Expenditure of all funds over \$1,000.00 shall be authorized by the Treasurer-General and require a co-signature of the Treasurer or pre-approval for wire transfers.

**ARTICLE 7. DISCIPLINE:**

- (a) The Executive Committee may, on its own motion or on a written statement signed by a complainant, take cognizance of any breach of the Constitution and Bylaws by a member and after obtaining legal consultation determine if a breach of the Constitution and Bylaws has taken place. The Executive Committee may take appropriate measures as approved by legal counsel, and its decision shall be final.

**ARTICLE 8. AMENDMENTS:**

Any proposal to change the Bylaws, suggested by the Executive Committee or by fifty (50) members, shall be made known to the members by publication in the Journal or on the Society

website at least 60 days before the General Meeting. Adoption of the proposed amendment shall be by a majority vote at the International Meeting or by a majority of those voting by mail within thirty (30) days after notification in the Official Journal.