

**CODE OF REGULATIONS
OF
OHIO DERMATOLOGICAL ASSOCIATION**

MISSION STATEMENT

The Ohio Dermatological Association, Inc. was formed to promote and advance the common and business interests of physicians and surgeons specializing in dermatology; to promote, advance, foster and stimulate the specialty of dermatology; to further by clinical study, laboratory research, publication and teaching, the knowledge of dermatology and the application of such knowledge to the prevention and treatment of diseases.

ARTICLE I

MEMBERS

Section 1.1. **Membership.**

The members of the Corporation shall consist of any physician or other individual who has submitted an application to the Membership Subcommittee (as defined in Section 1.6); has been recommended for membership by the Membership Subcommittee; has been approved by the Board of Trustees as meeting the current membership requirements established pursuant to Section 1.3; and has paid the membership fee.

There shall be seven classes of membership as follows and as defined below:

- | | |
|------------------------|-------------------------------------|
| A. Fellow | |
| B. Associate | E. Physician in Training (Resident) |
| C. Non-Resident Member | F. Physician Extender |
| D. Life Member | G. Affiliate |
- A. **Fellow** - Any physician who has been certified in dermatology by the American Board of Dermatology or the American Osteopathic Board of Dermatology or the Royal College of Physicians and Surgeons of Canada.
- B. **Associate** - Any physician who has completed a dermatology-training program and who practices dermatology shall be eligible to be an Associate.
- C. **Non-Resident** - Any physician who does not practice or reside in the State of Ohio and who is not a member of a local dermatological society in the State of Ohio shall be eligible for Non-Resident membership. Non-resident members shall have the privileges of Associate members, and shall pay the same dues and assessments as Fellow members.

- D. **Life** - Any member in good standing who has attained the age of 70 or who has retired from active practice shall be eligible for Life membership. Life members are not required to pay annual membership dues or assessment. A life member shall continue to have all of the membership rights of his/her previous membership category.
- E. **Physician in Training (Resident)** - Any physician currently in good standing in dermatology and/or related subspecialty training program is eligible for Physician in Training (Resident) membership. At the completion of training the physician must apply for appropriate association membership as listed above. Physician in Training (Resident) members are not subject to annual dues or special assessments. They may not hold office in the Corporation, but may serve on committees at the discretion of the President. They are encouraged to be resident members of the Ohio State Medical Association.
- F. **Physician Extender** - Any individual meeting the following criteria: (1) hold a license from the Ohio Medical or Nursing Board to practice as a physician assistant or nurse practitioner and (2) is currently employed by a physician who holds Fellow or Associate membership in the ODA. If the individual ceases to be employed by a Fellow or Associate member of the ODA, they shall be automatically dropped from the roll of the Corporation. They shall immediately be eligible for membership if employed by a Member or Fellow of the ODA in the future but must pay a new membership fee. Physician Extender members may not hold office in the Corporation but may serve on committees at the discretion of the President.
- G. **Affiliate** - Individuals who meet one or more of the following criteria: (1) Physicians who are certified in dermatology by a non-US or non-Canadian Board; (2) Dermatopathologists who are board-certified in dermatopathology by the American Board of Pathology; (3) Dermatopathologists who are certified in dermatopathology and are not eligible to be a Fellow.

As used in this Code of Regulations, the term "physician" shall mean any doctor of medicine, doctor of osteopathy, doctor of dentistry, doctor of podiatry, or other health care professional who is fully licensed to practice, who is in good standing with the appropriate licensing agency and, if applicable, regulatory body or association, who practices dermatology or related subspecialty, and who resides in or is a member of a local dermatological society within the State of Ohio.

Whenever a member shall cease to meet the membership criteria, or fails to pay the membership fee, such member shall automatically be dropped from the roll of the Corporation.

Section 1.2. **Members.**

A member shall have no vested right, interest or privilege of, in, or to the assets, functions or affairs of the Corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue after his/her membership ceases, or while he/she is not in good standing.

Section 1.3. **Manner of Admission.**

Every person desiring to become a member of the Corporation shall make written application therefor to the Secretary, containing such information as the Board of Trustees shall from time to time require.

The Board of Trustees shall develop criteria for admission of members to the Corporation and the Membership Subcommittee shall, in a timely manner, review all membership applications in light of such criteria and recommend action thereon to the Board of Trustees. The Board of Trustees shall have the sole authority to accept or decline applications for membership.

The Secretary and/or Executive Director shall notify the applicant of the acceptance or rejection of the application. Approved applications for membership shall become final when the applicant has paid the membership fee.

A member may voluntarily withdraw their application or membership at any time by giving the Secretary and/or Executive Director written notice of such withdrawal. To be reinstated, the member must reapply for admission to the Corporation.

Honorary members may be proposed by any member of the Corporation, but require an affirmative vote of two-thirds of the Board of Trustees.

Section 1.4. **Termination of Membership.**

Whenever any member shall cease to have the qualifications necessary for admission to membership in the Corporation, then such membership shall terminate.

Section 1.5. **Removal of Members.**

The Board of Trustees shall develop criteria for the removal of members.

Any member may be removed from membership by the affirmative vote of a majority of the membership, registered in person or by proxy, at a regular or special meeting called for that purpose; or by the affirmative vote of a majority of the Board of Trustees, at a regular or special meeting called for that purpose. Any such member proposed to be removed shall be entitled to at least ten (10) days notice in writing by certified mail, return receipt requested, of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section 1.6. **Membership**

The Board of Trustees shall appoint a Membership Subcommittee, consisting of not less than three (3) and not more than seven (7) Fellow and/or Associate members of the Corporation, who may, but need not be, members of the Board of Trustees. The Chairman of the Membership Subcommittee shall be a Trustee of the Corporation who shall preside at all meetings of the Committee. In addition, the Secretary of the Corporation shall also be a member of the Membership Subcommittee.

Section 1.7. **Annual Dues.**

Except as otherwise provided herein, every member shall be required to pay annual dues based upon the respective membership class, the amount of which shall be determined by the Board of Trustees and may be changed from year to year by the Board of Trustees. Annual dues shall be payable within thirty (30) days after the Corporation's fiscal year end, or upon application for membership in the Corporation at a graduated level in respect to the month of the fiscal year. Any member who is in default in the payment of their annual dues for a period of forty-five (45) days from the date the dues are payable, and has not withdrawn their application or membership from the Corporation, shall not be considered as a member in good standing with the Corporation; their membership shall be suspended and they shall not be entitled to vote until they become current in their dues for all years. At the discretion of the Board of Trustees, a member's dues may be waived.

Section 1.8. **Special Assessments.**

Special assessments may be levied on the members of the Corporation from time to time, upon the recommendation of the Members or Board of Trustees and the affirmative vote of a majority of the membership, registered in person or by proxy, at a regular or special meeting called for that purpose.

Section 1.9. **Compensation and Expenses.**

Members shall not receive any compensation for their services as such, but by resolution of the Board of Trustees, the Board shall have the power to, and in their discretion may, contract for and pay to members rendering unusual or special services to the Corporation, special compensation appropriate to the value of such services.

ARTICLE II. MEETINGS OF MEMBERS

Section 2.1. Annual Meetings.

The annual meeting of the members of the Corporation shall be held on a designated Friday in the month of September, or on such other date, and at such place, as may be designated by the Board of Trustees from time to time, for the transaction of such business as may come before the meeting.

Section 2.2. Special Meetings.

A special meeting of the members of this Corporation shall be called by the Secretary or President, pursuant to a Resolution of the Board of Trustees, or upon the written request of two Trustees, or by twenty-five percent (25%) of the members entitled to vote. Calls for special meetings shall specify the time, place and object or objects thereof, and no business other than that specified in the call therefor shall be considered at any such meetings. Such meetings could be conducted by means of the internet, if appropriate. In the event Trustees were not elected at the annual meeting or in the event vacancies have occurred on the Board of Trustees since the last election, the election of Trustees may be held at a special meeting of the Corporation.

Section 2.3. Waiver of Notice.

Any member, either before or after any meeting, may waive any notice thereof required by law, the Articles, or these Regulations. Waiver must be in writing and filed with, or entered upon, the records of the meeting. Notice of a meeting will be deemed to have been waived by any member who attends such meeting either in person or by proxy and who does not, before or at, the commencement of the meeting, protest the lack of proper notice.

Section 2.4. Quorum.

At any meeting of the members, a quorum shall consist of ten (10) Fellow members entitled to vote, whether represented in person or by proxy. Less than ten (10) Fellow

members in attendance, whether represented in person or by proxy, shall adjourn the meeting of members.

Section 2.5. Members Actions.

The affirmative vote of a majority of the members authorized to vote, whether in person or by proxy, present at any meeting of the members which a quorum is present shall be the act of the members, provided that less than a majority affirmative vote of the members shall be sufficient to defeat any matter brought to vote

Section 2.6. Proxies.

Any member entitled to vote at a meeting of members may be represented and vote thereat by proxy appointed by an instrument in writing, subscribed by such member, or by his/her duly authorized attorney, and submitted to the Secretary and/or Executive Director at or before each meeting.

Section 2.7. Voting.

Each member (except Physician in Training members) in good standing with the Corporation shall be entitled to one (1) vote in person or by proxy. A vote may be by written ballot, by mail ballot, by internet, or be made orally. The Board of Trustees shall establish written procedures with respect to conducting Trustee elections through written mail ballot.

Section 2.8. Order of Business.

The order of business shall be as follows at all meetings of the members:

- (a) Roll call to establish quorum.
- (b) Appointment of inspectors of election.
- (c) Reading and approval of previous meeting's minutes.
- (d) Presentation of financial reports.
- (e) Reports of Trustees and Committees.
- (f) Presentation of Officers' reports.
- (g) Election of Trustees.
- (h) Consideration of unfinished business.
- (i) Consideration of new business.

Section 2.9. Conduct of Meetings.

The rules contained in "Robert's Rules of Order Revised" shall govern the conduct of the members' meetings of the Association in all cases in which they are applicable so long as they are consistent with the laws of the State of Ohio, the Articles of Incorporation and the Code of Regulations.

Section 2.10. **Inspectors by Election.**

If deemed necessary by any Officer, Board of Directors, Executive Director, or Member, three (3) Inspectors of Election shall be chosen by vote of members at the first meeting and by the Board of Trustees at each subsequent meeting. Any question relating to the number of members in good standing, the voting rights with respect to each, the vote represented at a meeting, the existence of a quorum, the authenticity, validity and effect of proxies, votes, ballots, consents, waivers or releases shall be determined by a majority vote of the Inspectors with such decision being final.

Section 2.11. **Action in Writing in Lieu of Meeting.**

Any action which, by virtue of any provision of the laws of the State of Ohio, the Articles, or these Regulations, may be taken at a meeting of the members, or may be taken without a meeting if authorized by a writing signed by all the members who would be entitled to a notice of a meeting called for the purpose of taking such action.

ARTICLE III.

BOARD OF TRUSTEES

Section 3.1. **General Powers of Board.**

The power of the Corporation shall be exercised, its business and affairs shall be conducted and its property shall be controlled by the Board of Trustees, except as otherwise provided by the laws of the State of Ohio, the Articles, or these Regulations.

A Trustee shall perform his/her duties as a Trustee including their duties as a member of any committee of the Trustees upon which they may serve in good faith in a manner they reasonably believe to be in the best interests of the Corporation, and with the care that an ordinary prudent person in a like position would use under similar circumstances. In performing their duties, a Trustee is entitled to rely on information, opinion, reports or statements including financial statements and other financial data that are presented by:

- A. One or more Trustees, officers, or employees of the corporation who the trustee reasonably believes are reliable and competent in matters prepared or presented;
- B. Counsel, public accountants or other persons as to matters that the Trustee reasonably believes are within the person's professional or expert competence;

- C. A committee of the Trustees upon which he/she does not serve, duly established in accordance with a provision of the Articles or the Regulations, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence.

A person who, as a Trustee of the Corporation, performs his/her duties in accordance with this Section, shall have no liability because he/she is or has been a Trustee of the Corporation.

Section 3.2. **Number and Qualifications.**

Until changed, as provided in this Section, the number of Trustees shall be nine (9) Fellow members, one (1) Physician-in-Training (Resident Trustee) member, plus the Trustee Advisory committee members. Only Fellow members of the Corporation may be Trustees, except for the Resident Trustee. Without amending these Regulations, the number of Trustees may be fixed or changed by resolution adopted by the vote of members representing a majority of the voting power present, in person or by proxy, at any annual meeting or any special meeting called for that purpose, provided, however, that the Trustee roll is maintained at an odd number of Trustees, as opposed to an even number. No reduction of the number of Trustees shall have the effect of removing any Trustee prior to the expiration of his/her term of office.

Section 3.3. **Term of Office.**

The term of office of the each Fellow Trustees shall be for three (3) years. The term of office for the Resident Trustee is one (1) year and shall begin at the Annual Meeting. Upon the expiration of the term of office of the Initial Trustees as set forth in Section 3.4 below, their successors shall be elected for the term of three (3) years each, so that one-third of the number of Fellow Trustees of the Corporation shall be elected annually. The Resident Trustee shall be appointed annually.

No member shall serve as a Fellow Trustee for more than two (2) consecutive three (3) year terms. A member may serve as Trustee for three (3) consecutive terms only if one of the terms is for less than one year. A member who has served as a Fellow Trustee for two (2) consecutive three (3) year terms or three (3) consecutive terms totaling less than seven (7) years is eligible for reappointment one year following the end of the second or third term respectively.

Section 3.4. **Initial Board of Trustees and Initial Term.**

The initial Trustees and their respective term is as follows:

One Year Term	Edmond W. Gardner, M.D. David R. Barron, M.D. J. Marvin Rower, M.D.
Two Year Term	Robert Bennett Eppes, M.D. Thomas G. Olsen, M.D. Wilma F. Bergfeld, M.D.
Three Year Term	Jerome R. Pomeranz, M.D. Mark A. Bechtel, M.D. Stanley L. Fox, M.D.

The initial One Year Trustees' terms shall expire as of the 1988 annual meeting, or at such time as their successors are elected. The Two Year Trustees' terms shall expire as of the 1989 annual meeting, and the Three Year Trustees' terms shall expire as of the 1990 annual meeting.

Section 3.5. Election of Fellow Trustees.

At each meeting of the members for the election of Trustees at which a quorum is present, the Fellow members receiving the greatest number of votes shall be the Trustees.

Section 3.6. Resident Trustee-Elects/Resident Trustees

One Resident Trustee-Elect shall be selected from each of the three districts in Ohio: northeastern region, central region, and southern region. Prior to December 1st of each year, the Directors of dermatology training programs approved by the American Board of Medical Specialties or the American Osteopathic College of Dermatology shall submit in writing the name of a candidate in his or her first year of formal dermatologic training for membership on the Board of Trustees to begin at the January board meeting of the following year. The nomination will be accompanied by a statement prepared by the Program Director setting forth the qualifications of the nominee for the Board of Trustees. The nominee shall provide a curriculum vitae or prepare a statement, not to exceed one (1) page, outlining his/her qualifications for appointment to the Board of Trustees. The Board of Trustees shall select and appoint one (1) of the nominees from each district from the candidates as a Resident Trustee-Elect to serve in that capacity until the next annual meeting, at which time these three residents will assume the role of Resident Trustees. The Resident Trustee term will end at the Annual Meeting the

following year. In determining which candidates will be selected and appointed by the Board, the nominee receiving the most votes from each district from the ODA officers and trustees shall become a Resident Trustee-Elect. In the event of a tie vote, the ODA President shall break the tie. The Resident Trustee-Elects and Resident Trustee do not have voting privileges. Therefore, we will have three Resident Trustee-Elects: one from District 1 (Cleveland Clinic, UH Case Medical Center, MetroHealth Medical Center, LECOM/Tri-County Derm); District 2 (Ohio State University and OU O'Bleness; District 3 (Wright State University and University of Cincinnati)

Section 3.7. **Trustee Advisory Committee.**

The Board of Trustees shall also appoint its three (3) Immediate Past Presidents as a Trustee Advisory Committee, which shall be treated as additional Trustees, having the same rights and privileges as elected Trustees to vote on all matters under consideration by the Board of Trustees. When a tie vote occurs (total of 12 voting trustees), the President of the ODA is permitted to cast a tie-breaking vote.

Section 3.8. **Vacancies.**

A vacancy in the Board of Trustees may be filled by a majority vote of the remaining Trustees, even though they are less than a quorum, until the members hold an election to fill the vacancy. If the vacant position is that of the Resident Trustee, the Trustees shall choose from among the Resident nominees one (1) person to finish the term left vacant. If the vacancy is that of a Trustee Advisory Committee member, the Board of Trustees shall choose from the list of previous presidents to finish the term left vacant. The members entitled to elect Trustees may elect a Trustee to fill any Fellow Trustee vacancy in the Board (whether or not the vacancy has previously been temporarily filled by the remaining Trustees) at any members meeting called for that purpose.

Section 3.9. **Removal of Trustees.**

Any Trustee may be removed either with or without cause at any time by the affirmative vote of a majority in voting power of the members of record of the Corporation entitled to vote taken at a special meeting of the members called for that purpose. The vacancy in the Board of Trustees caused by any such removal may be filled by the members at such meeting. If the Trustee removed is the Resident Trustee, his/her position shall be filled by election by the Trustees of a Resident member from among the past nominees.

Section 3.10. **Compensation and Expenses.**

The Trustees shall not receive any compensation for their services as such, but the Board of Trustees, by resolution, shall have the power to, and in their discretion may, contract for and pay to Trustees rendering unusual or special services to the Corporation, special compensation appropriate to the value of such services. No Trustee shall be precluded from serving the Corporation as an officer or in any other capacity or from receiving compensation therefor. Trustees may be reimbursed for their reasonable expenses incurred in the performance of their duties, if such reimbursement is authorized by a majority of them.

Section 3.11. **May Adopt By-Laws.**

The Board of Trustees may adopt By-Laws to govern its own proceedings and its transaction of business, as well as the administration of the Corporation, the conduct of the Corporation's business and other affairs, management of the Corporation's property, and any other matters properly within the authority or discretion of the Board of Trustees so long as they are consistent with the laws of the State of Ohio, the Articles of Incorporation and the Code of Regulations.

Section 3.12. **Quorum.**

At any meeting of the Board of Trustees, a quorum shall consist of a simple majority of all the Trustees, the Trustee Advisory Committee members, President-Elect, Secretary, and Treasurer. Less than a majority of all the Trustees, the Trustee Advisory Committee members, President-Elect, Secretary, and Treasurer in attendance shall adjourn the meeting of Trustees.

Section 3.13. **Trustees' Actions.**

The affirmative vote of a majority of the Trustees, the Trustee Advisory Committee members, President-Elect, Secretary, and Treasurer present at any meeting of the Board of Trustees which a quorum is present shall be the act of the Trustees, provided that less than a majority affirmative vote of the Trustees, the Trustee Advisory Committee members, President-Elect, Secretary, and Treasurer shall be sufficient to defeat any matter brought to vote.

Section 3.14. **Action in Lieu of Meeting.**

Any action which, by virtue of any provisions of the laws of Ohio, these Articles,

or these Regulations, may be taken at a meeting of the Trustees, may be taken without a meeting if authorized by a writing signed by all of the Trustees and Trustee Advisory Committee members.

Section 3.15. **Meetings by Any Means of Communication.**

Any action, which, by virtue of any provisions of the laws of Ohio, these Articles, or these Regulations, may be taken at a meeting of the Trustees, may be taken without a meeting through the use of, any means of communication by which all the Trustees and the Trustee Advisory Committee members participating may simultaneously communicate by any means. A Trustee and Trustee Advisory Committee member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.16. **Voting Stock in Other Corporations.**

Shares of stock in other corporations held by this Corporation shall be voted by an officer or officers of this Corporation in the manner designated by the Trustees. A Trustee of this Corporation may serve as a Director of such other corporation if so elected without being disqualified as a Trustee of this Corporation.

ARTICLE IV.

OFFICERS

Section 4.1. **Number and Titles.**

The officers of this Corporation shall be a President, President-Elect, Secretary and a Treasurer. Only Fellow members of the Corporation may be officers. Officers may or may not be Trustees of this Corporation. The Board of Trustees, in its discretion, may create additional offices of Vice-President or Executive Director, as it may from time to time see fit, and may further create Assistant Secretaries and Assistant Treasurers. Other than the President and President-Elect officers, any person may hold two or more offices and perform the duties thereof. The office of Secretary and Treasurer may be combined.

Section 4.2. **Election, Terms of Office, Qualifications and Compensation.**

At the first meeting of the Board of Trustees in each year (at which a quorum shall be present) held next after the annual meeting of the members, the Board of Trustees may elect officers of the Corporation (including the President and President-elect), and designate and appoint such subordinate officers and employees as it shall determine. They may also appoint an Executive Committee or Committees from their number and define their power and duties. The term of office shall be for up to three (3) annual terms

or until a successor is elected and qualified. The President-elect shall automatically succeed to the Presidency for the year immediately following a term as President-elect. The President and President-elect may not succeed themselves without at least one year's absence from office.

The offices of Secretary and Treasurer may serve up to three (3) annual terms, and thereafter, they may not succeed themselves without at least one year's absence from office.

Officers shall serve without compensation unless the Board specifically grants compensation to one or more officers. Officers may be reimbursed for their reasonable expenses incurred in the performance of their duties if such reimbursement is authorized by the Board of Trustees.

Section 4.3. **Removal.**

Any officer may be removed, either with or without cause, at any time by the Board of Trustees at any meeting. The notices (or waiver of notices) shall specify that such removal action was to be considered. Any officer appointed by an officer or committee to which the Board shall have delegated the power of appointment may be removed either with or without cause by the committee or superior officer (including successors) who made the appointment, or by any committee or officers upon whom such power of removal may be conferred by the Board of Trustees.

Section 4.4. **Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled in the manner prescribed for regular appointments or election to such office.

Section 4.5. **Powers, Authority and Duties of Officers.**

Officers of the Corporation shall have the powers and authority conferred and the duties prescribed by law in addition to those hereinafter specified. The president-elect, secretary, and treasurer will be permitted to make motions and each will have one vote. If said officer is also a trustee, he/she will only be able to exercise one vote, not two.

Section 4.6. **President.**

The President of the Corporation shall preside at and over all meetings of the members. Subject to the control of the Board of Trustees, the President shall be the chief executive officer of the Corporation, supervise and manage the business of the Corporation, coordinate and supervise the work of its officers, and carry into effect the

resolutions of the Board of Trustees, employ, direct, fix the compensation of, discipline, and discharge its personnel, employees, agents, professional advisors and consultants, and to perform all functions as a General Manager of the Corporation in business, as provided in Section 1702.34 of the Revised Code of Ohio, or any other pertinent statute. He/she may sign, execute and deliver in the name of the Corporation, all deeds, mortgages, bonds, contracts, or other instruments, either when specifically authorized by the board of Trustees, or when required or deemed necessary or advisable by him/her in the ordinary conduct of the Corporation's normal business, except in cases where the signing and execution thereof shall be expressly delegated by these Regulations or the Board of Trustees to some other officer or agent of the Company or shall be required by law or otherwise to be signed or executed by some other officer or agent.

Section 4.7. **President-Elect.**

The President-elect of the Corporation shall perform all of the duties of the President, in the event of the President's death or disability.

Section 4.8. **Vice President.**

The Vice President shall perform such duties as may be assigned to him/her or them, individually or collectively, by the Board of Trustees or by the President. In the absence or disability of the President, the Vice-President or Vice-Presidents may perform such duties of the President as the President or Board of Trustees may designate.

Section 4.9. **Treasurer.**

The Treasurer shall have the custody of the funds and securities of the Corporation, which may come into his/her hands and shall do with the same as may be ordered by the Board of Trustees. When necessary or proper, he/she may endorse on behalf of the Corporation for collection, checks, notes, or other obligations. The Executive Director may write checks in the amount of \$500 or less but must notify the President and Treasurer to be monitored. The ODA will have a procedural manual to follow and to be changed by the Board as deemed necessary. The Treasurer shall deposit the funds of the Corporation to its credit, in such banks or depositories as the Board of Trustees may from time to time designate. The fiscal year of the Corporation shall be such year as the Board of Trustees may elect. He/she shall submit to the annual meeting of the members, a statement of the financial condition of the Corporation, including Profit and Loss Statement and Balance Sheet, and whatever else is required by the Board of Trustees, shall make and render a statement of his/her accounts and such other statements as may be required. He/she shall keep in books of the Corporation, full and accurate accounts of all monies received and paid by him/her for accounts of the Corporation. He/she shall perform such other duties as may from time to time be assigned him/her by the Board of Trustees. He/she shall render statements for services

rendered by said Corporation and such statements shall be rendered in the corporate name and may, at the discretion of the Board of Trustees, be rendered in a division name or trade name owned by or used by said corporation.

Section 4.10. **Secretary.**

The Secretary with the assistance of the Executive Director shall keep the minutes of all proceedings of the Board of Trustees and the members, and make a proper record of the same, which shall be attested by him/her. He/she shall take charge of such corporate record minutes, and generally perform such duties as may be required by the Board of Trustees. The Secretary shall sign membership certificates as may from time to time be issued by this Corporation.

ARTICLE V.

EXECUTIVE AND ADVISORY COMMITTEES

Section 5.1. **Executive Committee.**

The Board of Trustees may designate three (3) or more Fellow Trustees to constitute an Executive Committee. The Resident Trustee shall not be eligible for membership on the Executive Committee. The Executive Committee shall have and may exercise all of the authority of the Board of Trustees in the management of the business and affairs of the Corporation, provided such Committee shall not have the authority of the Board of Trustees in reference to amending the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation or corporations, recommending to the members, the sale, lease, exchange, mortgage, pledge, or other disposition of all or substantially all of the property and assets of the Corporation if not made in the usual and regular course of its business, recommending to the members a voluntary dissolution of the Corporation or a revocation thereof, amending, altering or repealing the Regulations of the Corporation, electing or removing officers of the Corporation or members of the Executive Committee, fixing the compensation of any members of the Executive Committee, amending, altering, or repealing any resolution of the Board of Trustees which by its terms provided that it shall not be amended, altered or repealed by the Executive Committee. The designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility imposed upon it or him by law.

Section 5.2. **Advisory Committee.**

The Board of Trustees may appoint from the Corporation's Fellow and Associate members, one or more Advisory Committees, and at any time may appoint additional members thereto. The members of any such Committee shall serve at the pleasure of the Board of Trustees. Such Advisory Committee shall advise with and aid the Officers and Board of the corporation in all matters designated by the Board. Each Committee may, subject to the approval of the Board of Trustees, prescribe rules and regulations for call and conduct of meetings of the Committee and other matters relating to its procedure, so long as they are consistent with the laws of the State of Ohio, the Articles of Incorporation and this Code of Regulations.

Section 5.3. **Nominating Committee.**

Annually, the Board of Trustees shall appoint from among its Fellow Trustee and Trustee Advisory Committee members a Nominating Committee of not less than three (3) members, and shall designate one of such members as Chairman. The Resident Trustee shall not be eligible for membership on the Nominating Committee. The Nominating Committee shall recommend to the Corporation's Members, and if applicable, to the Trustees and Trustee Advisory Committee members (in the case of a vacancy on the Board of Trustees), at least two (2) Fellow members to run for each position of Trustee, whether at an annual or special meeting or to fill vacancies. In making recommendations, the Nominating Committee shall make every effort to diversify the candidates by geographic regions, so that no more than one-third of the Trustees of the Corporation are from the same geographic region.

Section 5.4. **Compensation and Expenses.**

The members of any Advisory Committee shall not receive any compensation for their services as such, but by resolution of the Board of Trustees, the Board shall have the power to, and in their discretion may, contract for and pay to members rendering unusual or special services to the Corporation, special compensation appropriate to the value of such services. Members of such Advisory Committees may be reimbursed for their reasonable expenses in the performance of their duties if such reimbursement is authorized by the Board of Trustees.

Section 5.5. **Removal of Committee Members and Board Appointees.**

Any Committee Member or Board appointee may be removed, either with or without cause, at any time by the Board of Trustees at any meeting. The notices (or waiver of notices) shall specify that such removal action was to be considered.

ARTICLE VI.

INDEMNIFICATION

- A. The Corporation may indemnify or agree to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he/she is or was a trustee, officer, employee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, against expenses, including attorney fees, judgment, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, he/she had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by a judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.
- B. The Corporation may indemnify or agree to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the corporation as a trustee, officer, employee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, against expenses, including attorney fees, actually and reasonably incurred by him/her in connection with the defense or settlement or such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the Court of Common Pleas or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the Court of Common Pleas or such other court shall deem proper.

- C. To the extent that a trustee, officer, employee or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs A and B above, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by him/her in connection therewith.
- D. Any indemnification under paragraphs A and B above, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the Trustee, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in paragraphs A and B above. Such determination shall be made by:
- (1) by a majority vote of a quorum consisting of trustees of the indemnifying corporation who were not and are not parties to or threatened with any such action, suit, or proceeding, or
 - (2) if such a quorum is not obtainable, or if a majority of a quorum of disinterested Trustees to directs, in a written opinion by independent legal counsel other than an attorney, or firm having associated with it, or an attorney, who has been retained by or who has performed services for the Corporation or any person to be indemnified within the past five (5) years, or
 - (3) by the members or
 - (4) by the Court of Common Pleas or the court in which such action, suit or proceeding was brought. Any determination made by the disinterested trustees herein, or by independent legal counsel as specified herein, shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the Corporation under paragraphs A and B of this section, and within ten (10) days after receipt of such notification, such person shall have the right to petition the Court of Common Pleas or the court in which such action or suit was brought to review the reasonableness of such termination.
- E. Expenses including attorney fees, incurred in defending any action, suit, or proceeding referred to in paragraphs A and B above, may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Trustees in the specific case upon receipt of an undertaking by or on behalf of the Trustee, director, officer, employee, or

agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized by this section.

- F. The indemnification provided herein shall not be deemed exclusion of any other rights to which those seeking indemnification may be entitled under the Articles or Regulations or any agreement, vote of members or disinterested Trustees, or otherwise, both as to the action in his/her official capacity and as to the action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- G. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Trustee, director, officer, employee or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under this section.

ARTICLE VII. ADVISORY BOARD COUNCIL

The Board of Trustees shall appoint a representative to the Advisory Board Council of the American Academy of Dermatology. Such representatives shall serve for a period not to exceed three (3) years, and may, in the discretion of the Board, be reappointed for successive three (3) year terms.

ARTICLE VIII. OHIO STATE MEDICAL ASSOCIATION DELEGATES

The Board of Trustees shall appoint one delegate and one alternate delegate to the Ohio State Medical Association's House of Delegates. Such delegates shall serve for a period of three (3) years, and may, in the discretion of the Board, be reappointed for successive three (3) year terms.

ARTICLE IX. AMENDMENTS

These Regulations may be amended or repealed by the affirmative vote of a majority of the members empowered to vote at any meeting called or held for that purpose, notice of which meeting has been given pursuant to law and said notice containing the provisions that it is the intention to amend the Regulations at said meeting, or by the unanimous consent of all members without meeting.

ARTICLE X. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January, and terminate on the 31st day of December of each year.

Linda S. Rupert, MD, Secretary

Revised 9/16/94

Revised 10/31/03 (Resident Trustee)

Revised 10/15/05 (Advisory Trustees)

Revised 10/15/06 (Mission Statement, Section 4.5, Section 4.9)

Revised 10/21/07 (Sections 1.1[E & F]; 1.3; 1.6; 1.7; 2.2; 2.6; 2.7; 2.10; 3.15; 4.10)

Revised 9/28/08 Added Section 1.1 [G] Physician Extender; Deleted Section 1.1 [C] Affiliate Member

Revised 10/18/09 (Section 3.6 Resident Trustee)

Revised 10/2/11 (Section 3.6 Resident Trustee-Elect)

Revised 10/21/12 (Section 1.1 Membership – removed Honorary category)

Revised 10/26/13 (Section 1.1 Membership – added Affiliate membership category)

Revised 9/27/14 (Section 1.1 Membership – modified Fellow and Affiliate membership category); Section 3.6 (Section Resident Trustee-Elect/Resident Trustee)(

Revised 10/25/15 (Section 1.1 Membership – modified Fellow and Affiliate membership category)

