



**Association of Dermatology
Administrators & Managers**

*To serve dermatology practice management by
providing education, best practices, leadership
growth and networking opportunities.*

Bylaws of the Association of Dermatology Administrators and Managers

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BYLAWS OF
THE ASSOCIATION OF DERMATOLOGY ADMINISTRATORS AND MANAGERS

We the undersigned, do hereby associate ourselves to form a not for profit corporation under the provisions and subject to the requirements of the District of Columbia Nonprofit Corporation Act, as amended. This Corporation is formed as The Association of Dermatology Administrators and Managers, and to that end set forth the following.

ARTICLE I- NAME

The name of the Corporation is The Association of Dermatology Administrators and Managers, also referred to as the Association or ADAM.

ARTICLE II- PURPOSES

The Association is organized under and shall operate as a not for profit corporation in the District of Columbia and shall have such powers as are now or as may hereafter be granted by the District of Columbia Nonprofit Corporation Act, as amended.

The purposes for which the Association is organized are exclusively scientific, education and charitable, as those terms are defined in section 501 (c) (3) of the internal Revenue Code of 1986, as amended, in the field of dermatology administration and management and through any changes in the Internal Revenue Code.

ARTICLE III- GOALS

In furtherance of its purposes, the Corporation shall endeavor to achieve the following goals:
To educate administrative personnel specifically in the management of dermatology practices.
To communicate and network with other administrative personnel on practice management issues.
To support the practice of dermatology in every medical, surgical and academic setting.

ARTICLE IV- MEMBERSHIP

SECTION 1A- MEMBERSHIP CLASSIFICATION

Membership classification in the Association shall be open to persons, dermatology offices and practices who are involved in, or that have a specific interest in, the field of dermatology. There shall be six (6) classes of members (charter, active, affiliate, honorary, corporate and practice) as follows:

SECTION 1B- CHARTER MEMBERS

Individuals accepted to membership on or before December 31, 1994. Charter members will not change membership category once accepted into the Association. Charter members may vote and hold office

and are required to pay dues as determined by the Board.

SECTION 1C- ACTIVE MEMBERS

Active members are individuals who are actively engaged in dermatology and were accepted to membership on or after January 1, 1995. Active members may vote and hold office and are required to pay dues as determined by the Board. Active members who cease being actively engaged in dermatology may choose to remain in the Association as affiliate members.

SECTION 1D- AFFILIATE MEMBERS

Affiliate members are individuals who have a specific interest in the field of dermatology, but may not be serving in the capacity of an administrator or manager of a dermatological practice. Affiliate members may vote and hold office and are required to pay dues as determined by the Board. If an affiliate member becomes actively engaged in dermatology they may request elevation to active member status.

SECTION 1E- HONORARY MEMBERS

Individuals recognized for their outstanding contributions to the field of dermatology administration or management. A recommendation from a member of the Board, accompanied by the candidate's qualifications, shall be sent to the Association Secretary not less than sixty (60) days prior to an annual meeting. Honorary member status is granted when approved by a majority vote of the Board. Honorary members are not required to pay dues and may not hold office.

SECTION 1F- CORPORATE AFFILIATE

A corporate affiliate is a company, firm or other organization, or any individual who works for a company, firm or other organization, with specific interest in the field of dermatology. Corporate affiliates are required to pay dues based on membership category as determined by the Board. A corporate affiliate may not vote, hold office or be a member of a Committee.

SECTION 1G- PRACTICE MEMBERS

A practice member is a private, group or academic dermatology related office or practice that desires to designate three or more employees as representatives of the practice for participation in the Association. Practice members are required to pay dues as determined by the Board based on the number of employee representatives designated by the practice from time to time. Designated employee representatives may vote and hold office.

SECTION 2- PRIVILEGES

A member of this Association, whose dues are paid in full and is not under suspension, shall be considered a member in good standing. Only charter, actives and affiliate members and designated

employee representatives of practice members in good standing shall be entitled to vote, hold office, act as delegates or serve on the Board or a Committee. Membership is not transferrable.

SECTION 3- APPLICATION

Individuals seeking membership in the Association shall furnish all required information on application forms provided by the Association and include all appropriate application fees. Membership shall not be denied or abridged because of color, sex, religion, sexual orientation or ethnic background.

SECTION 4- TERMINATION

The members by affirmative vote of two-thirds of all of the voting members may expel a member for cause after appropriate hearing.

ARTICLE V- DUES

SECTION 1- ANNUAL DUES

Annual membership dues shall be established by a majority vote of the Board. Honorary members are not required to pay dues.

SECTION 2- PAYMENT OF DUES

Dues must be received by the Association's national office on or before December 31 of each year. All payments must be made in U.S. currency.

SECTION 3- DELINQUENT DUES

A member who fails to pay dues within ninety (90) days following the annual dues collection date shall be deemed delinquent. A delinquent member shall forfeit all membership privileges and shall be so notified by the Member Services Committee. If the dues are received by the Association within thirty (30) days following such notification, the delinquent member shall be reinstated and membership considered continuous. A delinquent member whose dues are not received within said thirty (30) days shall be dropped from the membership rolls of the Association. An individual who has been dropped from membership because of delinquent dues may reapply for membership, but is then subject to the standard formal application procedures of the Association. A reinstatement fee to be determined by the Board of Directors will apply.

ARTICLE VI- OFFICERS AND BOARD OF DIRECTORS

SECTION 1- OFFICERS

The Officers of this Association shall be a President, President-Elect, Vice President, and Secretary Treasurer, and such Officers as the Board of Directors may in its discretion determine by resolution.

SECTION 2- BOARD OF DIRECTORS

The Board of Directors shall consist of at least 12 voting members including the President, President-Elect, Vice President, and Secretary Treasurer and a maximum of 15 Directors.

SECTION 3- POWERS AND DUTIES OF OFFICERS AND THE BOARD OF DIRECTORS

President- The President shall be the Chief Executive Officer of the Corporation. The President shall preside at meetings of the Corporation and Board of Directors and see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have general charge of the business and affairs of the Corporation and general supervision over its other Officers and agents. The President shall be an ex-officio member of all Standing Committees and have the general duties relevant to the business of the Corporation.

President-Elect- In absence of the President, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers and be subject to the restrictions upon the President.

Vice President- The Vice President shall perform such other duties as the President may from time to time provide.

Secretary Treasurer- The Secretary Treasurer shall have the responsibility for the custody and safekeeping of all funds and security of the Corporation and provide periodic reports to the Board of Directors of the financial condition of the Corporation. The Secretary Treasurer shall perform the duties in such manner as the Board of Directors may authorize or require including the assignment of duties to such person or persons as the Board may authorize. The Secretary Treasurer shall give notices, or cause notices to be given as required by law, these Bylaws, or a resolution. Secretary Treasurer shall be responsible for recording the minutes of the meetings of the Board of Directors and any other Business meetings of the membership. The Secretary Treasurer shall have, in general, such other powers and perform such other duties as are incident to the office of the Secretary Treasurer or as may be prescribed by the President.

Immediate Past President- Upon installation of a new President, the new President may request the current President, to assume the position of Immediate Past President for a period not to exceed two (2) years. The Immediate Past President shall perform such duties as may be delegated by the Board of Directors.

Board of Directors- Any power not designated in these Bylaws, the Articles of Incorporation, or otherwise specified in the DC Code shall rest with the Board of Directors. The Board of Directors shall

govern the business and affairs of the Corporation. Regular meetings shall be held at least four (4) times in each organization year. Meetings shall be held at such place and time as designated in the meeting notice.

The Board of Directors may employ or contract for the services of an Executive Director and such other legal, administrative, and advisory assistance as may be necessary for the efficient and adequate conduct of business for the Corporation. The Board of Directors may, to the extent deemed desirable, delegate to the Executive Director authority to employ or dismiss employees and to set the rates of compensation. The Executive Director whether contracted or hired may be assigned duties and responsibilities for the day-to-day operations of the Corporation as well as other duties as may be delegated by the Board of Directors. All Officers and members of the Board of Directors shall remain in good standing of the association.

SECTION 4- ELECTION AND TERMS OF OFFICERS AND THE BOARD OF DIRECTORS

Elections shall be held annually. Elections for the President, Vice President, and Secretary Treasurer shall be held during even numbered years. The Vice President will automatically be nominated for President-Elect at the expiration of the current President's two-year term. Each Officer shall be elected by the membership in accordance with Article VIII Section 4 and shall hold office until a successor is installed or until resignation or removal, as herein provided. Elections for fifty percent (50%) of the Director positions shall be held in even numbered years; elections for the remaining fifty percent (50%) of the Director positions shall be held during odd numbered years. The percentage of Director positions may be altered when necessary to fill vacancies. Each Director shall be elected by the membership in accordance with Article VIII Section 4 and shall hold office until a successor is installed or until resignation or removal, as herein provided. Each Officer and Director shall be elected for a two-year term. An Officer shall not serve more than one term, however, if an Officer fills an unexpired term of less than a year, he/she shall be eligible for a second term if elected. Directors may serve a maximum of two full consecutive (2) two-year terms. No Director who has served two full consecutive terms shall be eligible for reelection as a Director within one year. If a Director has been appointed to fill a partial term, that term does not count against the two full (2) two-year terms limit.

SECTION 5- PROXY VOTING

A Director of the Corporation may delegate their powers and duties to any other Director by written proxy, for any meeting of the Board of Directors.

SECTION 6- VACANCIES

If the President resigns or otherwise becomes disqualified from serving a full term of office, the line of succession for filling that vacancy is as follows: President-Elect, Vice President, and Secretary Treasurer.

If no Officer is qualified to serve as President, the position is to be filled by a special election for President, held in accordance to Article VII Section 8. Vacancies among Officers shall be filled by appointment of the President and confirmed by the Board of Directors. Vacancies among Directors shall be filled by appointment of the President and confirmed by the Board of Directors. The President may appoint a replacement or leave the position vacant until the next election. Any person appointed to fill a vacancy shall hold such office for the unexpired term of the predecessor.

SECTION 7- REMOVAL OF OFFICERS AND DIRECTORS

Any Officer or Director may be removed at any time for cause by the affirmative vote of the majority of members of the Board of Directors at a meeting of the Board.

Failure of an Officer or Director to attend three (3) consecutive Board meetings without reasonable justification shall be considered cause for removal. Any Officer or Director who fails to attend two (2) consecutive Board meetings without reasonable justification shall be issued a warning by the President that if he/she fails to attend a third consecutive Board meeting without reasonable justification, they shall be removed from the Board.

Section 8 – Resignation of Directors

Except as otherwise required by law, any Director or Officer of the Corporation may resign at any time by giving written notice to the Association President. Such resignation shall take effect at the time specified therein; no acceptance of such resignation shall be necessary to make it effective.

ARTICLE VII- BOARD OF DIRECTORS MEETINGS

SECTION 1- MEETINGS

The Board shall meet at least once annually at a time and place set by the President. Upon the written request of the President or upon the written request to the President by a two-thirds (2/3) vote of the Board, a special meeting shall be called by the President. The President (or, in his or her absence, the President-Elect) shall preside at all meetings of the Board of Directors.

SECTION 2- NOTICE

Notice of any special meeting of the Board shall be given at least four (4) days previously thereto by written notice delivered by mail or email to each Director.

If notice be given by mail, such notice shall be deemed to be delivered by the day following the day such notice is deposited in the United States mail. If notice be given by email, such notice shall be deemed to be delivered when Director confirms receipt of email. Any Director may waive notice of any meeting.

SECTION 3- QUORUM, MANNER OF ACTING

A majority of the members of the Board shall constitute a quorum at any regular or special meeting of the Board. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by law or by these Bylaws.

SECTION 4- INFORMAL ACTION BY DIRECTORS

Any action of the Board of Directors or a Committee thereof may be taken without a meeting by a majority of all the Directors (or Committee members) entitled to vote with respect to the subject matter thereof.

SECTION 5- COMPENSATION

Directors as such shall not receive any salaries for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

SECTION 6- ATTENDANCE BY COMMUNICATIONS EQUIPMENT

Unless otherwise restricted by these Bylaws, any or all members of the Board may participate in a meeting of the Board by means of telephone, video, or similar communication equipment by which all persons participating in the meeting are able to hear one another. Such participation shall constitute presence in person at this meeting.

SECTION 7-EXECUTIVE DIRECTOR

The executive management of ADAM shall be determined by the majority of the Board. The Executive Director shall act under the immediate direction of the Board and conduct the business of the national office of the Association; keep an accurate roster of the membership; and perform all other duties assigned from time to time by the President and the Board. In addition, the Executive Director or their designate shall keep and report the minutes of all meetings of the members and the Board of Directors. The Executive Director shall be included as a non-voting member of the Board, the Executive Committee and any other authorized body of the Association as the Board may deem necessary or appropriate.

SECTION 8- COMMITTEES

Standing Committees: The Board shall provide in the administrative regulations of the Association for such standing Committees as it may deem appropriate to implement the purposes of the Association. The purposes, duties, power, composition and appointment of all standing Committees shall be established in the administrative regulations of the Association. Vacancies occurring among the Board Committee Chairs shall be filled by the President.

Executive Committee: The Executive Committee shall consist of the four (4) elected Officers. The Executive Committee shall have the power to act for the benefit of the Association until such time that the Board can ratify their decisions. The Executive Committee may need to respond to emergency circumstances.

Special Committees: The Board may from time to time establish such Special Committees as it may deem appropriate for the conduct of the affairs of the Association. The purposes, duties, powers, composition and appointment of all Special Committees shall be determined by the Board, but the structure and operation of all Special Committees shall be consistent with the purposes of the Association and integrated with the structure and operation of the Standing Committees of the Association. For any Committee which is to have or exercise the authority of the Board of Directors, the Committee shall consist of at least two Directors and a majority of its members shall be Directors.

Termination: Notwithstanding any other provision of these Bylaws or the administrative regulations of the Association, a new Standing Committee may be created or any Standing Committee may be terminated, by action of the Board. Any Special Committee may be terminated by action of the Board at any meeting.

Nominating Committee: The Nominating Committee will be appointed by the President and consist of five (5) members, at least three (3) of which will be from the membership of the Board of Directors, at least thirty (30) days prior to the date of the election. The Nominating Committee shall oversee proper conduct of elections and carry out any other responsibilities designated by the President and the Board. In the event that less than two (2) candidates announce for any elective office, the Nominating Committee may, if it chooses, select candidate (s) to bring the number to two (2). The names of the candidates shall be made public to the members, along with the proper ballots for the elections.

ARTICLE VIII- MEMBER MEETINGS

SECTION 1 - ANNUAL MEETING

The regular meeting of the membership shall be known as the annual meeting and shall be held concurrently with other activities authorized by this Association, time and place of which shall be determined by the Board.

SECTION 2 - SPECIAL MEETING

Special meetings of the members may be called either by the President, the Board, or by not less than one-half (1/2) of the members having voting rights.

SECTION 3 - NOTIFICATION

Except as otherwise required by law, the membership shall be given not less than five (5) nor more than sixty (60) days prior notification of the date, hour and site of the annual meeting by the Association Secretary Treasurer.

SECTION 4- QUORUM; MANNER OF ACTING

The members holding at least a majority of votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on a matter shall be the act of the members, unless the vote of a greater number is required by law, the articles of incorporation or these bylaws. For purposes of an election of Officers and Directors conducted by written ballots, a quorum shall consist of 1/10th of the members eligible to vote as of the record date for the election.

SECTION 5- PROXIES

At any meeting of members a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

ARTICLE IX- DISCIPLINARY ACTION

The Executive Committee of the Board shall serve as the disciplinary body of the Association and shall have the authority to impose sanctions on members who violate the rules, regulations or constitutional provisions of this Association, or who by their conduct bring or threaten to bring discredit to the Association or the medical profession. Sanctions shall consist of, but need not be restricted to, suspension or expulsion from the Association.

SECTION 1- SUSPENSIONS

Suspension will result in a loss of all rights and privileges of membership. Members who are expelled shall not be permitted to apply for any class of membership for at least two (2) years after the date of expulsion and shall be subject to the application procedures as outlined under Article IV Section 3.

SECTION 2- SANCTIONS

Sanctions shall be imposed by a two-thirds (2/3) vote of the Executive Committee. Notice of such disciplinary action shall be sent to the member who is the subject of the action within sixty (60) days of the vote. (Due process procedures).

ARTICLE X- AMENDMENTS

SECTION 1- ADOPTION OF PROPOSED AMENDMENTS

The proposed amendments may be approved by an affirmative vote of two-thirds (2/3) of the voting ADAM membership by mail ballot. All members will be notified of adopted amendments to the bylaws by electronic communications or regular mail. Each member of the Association shall have a complete copy of the bylaws and is charged with keeping it up-to-date.

SECTION 2- AMENDMENT BY BOARD

These bylaws, other than a bylaw fixing or changing the authorized number of Directors, or the minimum and maximum number of Directors, or a bylaw materially and adversely affecting the voting rights of members, may be amended and new bylaws may be adopted by a majority vote of the Board.

SECTION 3- CORRECTION OF ERRORS IN BYLAWS

The Executive Director, subject to approval by the President, is authorized to correct errors in these bylaws and any amendments thereto which are of a purely typographical or spelling nature without further action by the Board or the members.

ARTICLE XI- OFFICE

The Association shall have and continuously maintain in a registered office in the District of Columbia and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the District of Columbia and such other registered agents as the Board may from time to time determine.

ARTICLE XII- WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act or under the provisions of the article of incorporation or Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII- IDEMNIFICATION

The Association shall indemnify all Officers and Directors of the Association to the full extent permitted by the District of Columbia Nonprofit Corporation Act, and shall be entitled to purchase insurance for such indemnification of Officers and Directors to the full extent as determined from time to time by the Board.