

The International Society of Dermatopathology

Articles of Association & By-Laws

NAME AND LOCATION

Section 1

The association shall be called The International Society of Dermatopathology. It is a nonprofit association, the office of which is P.O. Box 2444, Fredericksburg, TX 78624

AIM AND OBJECTIVE

Section 2

The aims and objects of the association are to increase knowledge of the structure and function of the skin and of diseases of the skin by microscopy and other ancillary studies; to promote scientific research on skin by conventional, fluorescent, and electron microscopy, immunohistochemical and molecular studies, and other newly developed techniques; to establish and refine criteria for diagnoses of diseases of the skin; and to promote dissemination of scientific information by holding meetings, and by being sponsor of a journal, namely, The American Journal of Dermatopathology.

The Society intends to promote friendship and scientific exchanges among its members of different countries; to sponsor international and regional meetings; to sponsor educational events; and to provide dermatopathology training or other services for developing and/or underserved countries.

Section 3

The association is established for an unlimited period.

MEMBERSHIP

Section 4

The number of members is unlimited, but may not be less than three. The first members are the undersigned.

Section 5

The association has regular, sponsoring, patron, associate memberships, senior members, resident/fellows and honorary members.

A membership application may be requested by contacting the Society office or by completing an on-line application form, which is submitted to the Society manager. Membership approval is

granted on the basis of the applicant's expressed interest in dermatopathology. A new member roster is reported to the Executive Committee at each of the joint meetings and symposia. Membership in the Society is not considered as proof of credentialing or verification of specialized training in dermatopathology.

Associate member (ASI) category denotes an ISDP member living in a country defined by the World Bank as having a "low income" or "lower middle income" economy. After preliminary review of an Associate Membership application by the Membership Committee, the application will be sent electronically (via email) to the Executive Committee for acceptance or rejection. Associate Membership status to be verified by the most current World Bank List of Economies at each annual membership renewal period.

Senior membership is conferred on those, older than sixty-five years of age, who have been active members but have retired from active practice.

Persons who have distinguished themselves in any field of Dermatopathology, may be appointed honorary members of the Society upon recommendation of the Executive Committee and a favorable vote of two-thirds of members at a general meeting.

Persons who grant additional financial support to the Society may be designated patrons or sponsoring members of the Society by the Executive Committee. The level of donations required to be recognized in these membership categories is established by the Executive Committee

Dues of sponsoring and patron members, in excess of the regular member dues, will be used to further the academic mission of the society and provide financial assistance to physicians of low income or lower-middle income countries as defined by the world bank.

The annual dues of the members shall be fixed by the Finance Committee.

Section 6

Membership in the Society terminates upon death, notice of resignation, failure to comply with the requirements for continuing membership as given in the bylaws, or by expulsion if a member acts contrary to the articles, rules or resolutions of the Society.

Termination of membership or expulsion of a member from the Society for any reason may be proposed by the Membership Committee and formalized for approval by at least two-thirds of votes by the Executive Committee of the Society.

The rights and obligations of an honorary member and of a patron of the Society may be terminated by either side at any time by giving notice thereof without further explanation.

Upon cessation of membership, claim upon the Society or right to its property or funds is

forfeited.

Section 7

Regular, sponsoring, patron, associate, and senior members in good standing have the right to vote upon issues brought to general assembly meetings.

Honorary and resident/fellow members have no voting rights at the general meeting of members and they cannot be elected to the Executive Committee.

EXECUTIVE COMMITTEE AND EXECUTIVE OFFICERS

Section 8

The Executive Committee consists of at least fifteen elected members, but no more than thirty. The number of members is determined by the Executive Committee itself. At least five members of the Executive Committee shall be residents from outside of the United States.

The Executive Committee is composed of a group of elected members who may serve up to two 3-year terms and the current serving Executive Officers (President, Past-President, Vice-President, Secretary/Treasurer, and Secretary/Treasurer elect).

New members of the Executive Committee are chosen by the current Executive Committee from a list of nominees proposed by members in good standing and self-nomination to a number equal to the number of positions vacant or deemed desirable.

Section 9

The Executive Committee is in charge of the entire management of the Society and performs all functions not reserved for members at large in general meetings.

In the absence of the President at a meeting, the Vice-president shall automatically represent her/him, and in the absence of the latter, the Secretary shall preside.

Every year, at a general meeting of members, approximately one third of the rotation drawn up by the then current Executive Committee will leave office in accordance with the schema of rotation drawn up by the then current Executive Committee. A nominee for the Executive Committee must be a member of the ISDP for at least two years, and have attended a minimum of three ISDP meetings, combined Joint Meetings and Symposia. A member of the Executive Committee may be re-nominated for a second consecutive term of three years if that member has attended a minimum of three out of the six EC meetings scheduled during their first three- year term on the Committee, and the member and the Committee so desire.

The Executive Committee submits a list of nominations for Secretary-Treasurer elect and the appropriate numbers of the incoming Executive Committee of the Society to a general meeting of the Society every year. Members of the Society at that meeting may place additional names into nomination for each position. The membership will then vote by closed ballot if more than one name is in nomination for a particular office and by open ballot if there is no opposition to the slate proposed by the Executive Committee.

Every year the Executive Officer positions shall rotate on a five-year cycle with the current Secretary/Treasurer elect becoming Secretary/Treasurer; current Secretary/Treasurer becoming Vice President; current Vice President becoming President; and current President becoming Past President.

Section 10

The Executive Committee shall meet whenever the President deems it desirable or when two other members of the Committee make such a request to the President.

The meetings of the Executive Committee shall be held virtually or at a place to be determined by the President.

The meetings shall be convened by the Secretary/Treasurer.

The convening notices for the meeting of the Executive Committee shall be sent out not later than the eleventh day of the month before that of the meeting.

Resolutions shall be passed in meetings of the Executive Committee only if a majority of the members are present at the meeting, in person or virtual, or through voting by sending reply to the Secretary/Treasurer or Manager.

The Executive Committee shall pass resolutions by a majority of votes. If a vote is tied, the President casts the deciding vote.

Minutes of the proceedings of the meetings of the Executive Committee shall be kept by the Secretary/Treasurer and/or Manager. The minutes shall be confirmed by the Executive Committee through communication letters/emails.

BOARD OF DIRECTORS

Section 11

The Board of Directors is composed of the current Executive Officers (President, Immediate Past-

President, Vice-President, Secretary/Treasurer, and Secretary/Treasurer elect) past presidents and vice presidents. The Board of Directors serves as a consultation body for the Society through their experience and may offer opinions and suggestions for the more important issues of the Society. However, the final decision making is through voting by the Executive Committee.

YEAR OF THE SOCIETY, BALANCE SHEET, AND RENDERING OF ACCOUNTS

Section 12

The official year of the Society runs from the first of January to and including the thirty- first of December.

At the end of every official year of the Society, the Executive Committee shall draw up a balance sheet and a statement of accounts, and a list of assets and liabilities, all of which shall be submitted to the membership for approval at the general meeting held during the following official year of the Society.

To audit the accounts annually, the President, Secretary/Treasurer and Secretary/Treasurer elect shall appoint from the active membership a subcommittee of at least two persons, who are not members of the Executive Committee. This subcommittee and the Secretary/Treasurer shall examine the annual statement of accounts of the Society and report its findings to the general meeting and the Executive Committee.

Adoption of the balance sheet and the rendering of accounts by the general meeting of members shall release the Executive Committee from liability.

The Society shall strive to maintain a balance in all financial accounts, including banking, equal to or greater than twenty-five percent of the annual operating expenses. Funds accrued in excess of annual operating expenses, and the twenty-five percent minimum balance, shall be allocated towards furthering the academic activities of the society. This fund is to provide educational grants, promote educational activities throughout the world, establish a seed fund for organizing international and regional clinical and pathologic colloquium, and to provide journals and educational materials for developing countries etc.

GENERAL MEETING OF MEMBERS

Section 13

A general meeting of members shall be held every year at which the Executive Committee will report on - the course of affairs of the association in the past year; the balance sheet and the rendering of accounts will be submitted for approval; vacancies on the Executive Committee and Secretary/Treasurer elect will be filled; and other subjects that have been raised by the Executive Committee or by at least 10% of the members of the Society and submitted in writing to the Secretary/Treasurer at least four months before the general meeting will be discussed.

General meetings shall be held whenever the Executive Committee deems it desirable or when a request to that effect from at least 10% of the members of the Society has been received by the Secretary/Treasurer and the subjects to be discussed have been stated. If the Executive Committee fails to convene the meeting applied for by the members in accordance with the provisions in such a manner that this meeting can be held within four weeks after the receipt of the request, the applicants themselves shall be entitled to convene the meeting.

Section 14

The general meetings will be held as decided upon by the Executive Committee.

The convening notices for the meetings shall be sent by the Manager to the active members of the Society not later than one month prior to the day of the meeting.

The resolutions of the general meetings of members shall be kept by the Secretary/Treasurer and/or Manager and confirmed by the Executive Committee.

Section 15

Votes on persons and matters will be cast by word of mouth, unless the majority of members prefers a secret ballot.

Votes cast on persons who have not been placed in nomination (except in cases in which no nomination list was drawn up or the nomination lists have been relieved of the binding effect) shall be deemed to be null and void.

SCIENTIFIC MEETINGS

Section 16

The Executive Committee shall approve the date, time and venue of the scientific meetings and shall inform the members of the Society about these meetings.

The Executive Committee shall appoint a Program Committee, which will include the President, Past President, Vice-President, Secretary/Treasurer and Secretary/Treasurer elect. The Program committee will be responsible for planning the scientific program for meetings organized by the Society.

The Executive Committee will propose two members to represent the Society in the Program Committee of the Symposia, with one being an Executive Officer.

The Society declines any responsibility for all legal and financial matters related to the Symposia.

ADDITIONAL MEETINGS

Section 17

Upon approval of the Executive Committee the Society may endorse additional meetings organized by at least one of the society members in good standing.

The Society may undertake to inform the members of the Society about these additional meetings and may provide the organizers with scientific support, but not with financial support.

The Society declines any responsibility for all legal and financial matters related to these additional meetings.

The Society will have no right to the property or funds raised by the organizers of an additional meeting.

PUBLICATIONS

Section 18

The Society shall establish association with a scientific journal. That journal is the "American Journal of Dermatopathology", which will publish Society news. Papers submitted to the journal by members of the Society and others who have completed research and/or study of a subject of interest to the members of the Society will be published if such papers are of sufficient scientific merit as judged by editors and referees of the journal.

AMENDMENT OF THE BY-LAWS

Section 19

A resolution to amend the bylaws may be passed on proposal of the Executive Committee by majority of submitted member votes.

DISSOLUTION, LIQUIDATION

Section 20

A resolution to dissolve the Society must be passed in a general meeting of members on the proposal of the Executive Committee by at least three-quarters of votes cast.

In the case of dissolution of the Society, the property and funds of the Society will be given to a nonprofit association, as determined by the Executive Committee.