

**BYLAWS
OF
THE SOUTHEASTERN CONSORTIUM FOR DERMATOLOGY, INC.**

**ARTICLE I
OFFICE AND REGISTERED AGENT**

Section 1. Principal Office. The principal office of The Southeastern Consortium for Dermatology, Inc. shall be in the state of Georgia.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Georgia, as required by the Georgia Nonprofit Corporation Code. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

**ARTICLE II
PURPOSES**

The Corporation was formed and was granted tax-exemption as an Internal Revenue Code section 501(c)(6) business league. Its purposes include conducting educational meetings with the goal of providing an update in areas of clinical dermatology selected from a core curriculum, as well as such other purposes as may be set forth in the Corporation's Administrative Regulations .

**ARTICLE III
MEMBERSHIP**

Section 1. Classes and Qualifications.

The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms and other conditions of one or more classes of members. The initial members shall consist of the following academic institutions:

- Duke University
- Eastern Virginia Medical School
- Emory University
- Georgia Regents University
- Medical University of South Carolina
- University of North Carolina at Chapel Hill
- University of Alabama at Birmingham
- University of Virginia
- Wake Forest University
- Virginia Commonwealth University

Only Dermatology Departments or Divisions of these institutions are members. Member institutions may be added with 2/3 consensus of the Board of Directors of current member institutions.

Section 2. Voting Rights. Member institutions vote via their one representative sitting on the Board of Directors.

Section 3. Annual Meetings. There shall be an annual meeting of the members upon such date, time and place as the Board of Directors shall determine. The conduct and content of the annual meeting shall be as set forth in the Administrative Regulations.

Section 4. Removal. Any member institution may be removed from membership for a failure to pay dues or by a two-thirds vote of the Board of Directors for good cause, which is defined as failure to host a meeting, pay dues or assessments or fail to share meeting revenue as outlined in the Administrative Regulations.

Section 5. Member Obligations. As a condition of membership, each member institution shall have the following duties and obligations

- a. Host an annual meeting of the Corporation according to the schedule and guidelines agreed upon by the Board of Directors and as outlined in the Administrative Regulations.
- b. Make a one-time payment of \$2500 into a SEC Reserve Fund to be managed and used in accordance with guidelines provided in the Administrative Regulations
- c. To pay dues and assessments as designated in the Administrative Regulations or by consensus of the Board of Directors

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, these Bylaws, or the Administrative Regulations.

Section 2. Number and Qualifications. The Directors on the Board shall consist of one representative appointed from each member academic institution

Section 3. Term of Office. The members of the Board shall serve until they resign, are removed, or a new representative is appointed from the member academic institution.

Section 4. Resignation. Any Director may resign at any time by giving written notice to the Chairman of the Board of Directors of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chairman.

Section 5. Removal. Removal of a Director is to be done for cause in conjunction with the member institution Chairman of Dermatology and with a replacement provided by the Chairman of Dermatology at that institution.

Section 6. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day and place as shall be designated by the Board of Directors.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chairman or by a majority of the voting Directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 8. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least five days previous to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any Director may waive notice of any meeting by a written or email statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 9. Quorum. A quorum of Directors is a simple majority of all Directors

Section 10. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of 2/3 of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote. Voting by proxy shall not be permitted.

Section 11. Unanimous Written Consent In Lieu of a Meeting. The Board of Directors may take action without a meeting if written consent to the action is signed by all of the directors. Written consents may be returned by any means, including by electronic mail.

Section 12. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer. Non-voting officers may be added upon approval of the Board of Directors with responsibilities as outlined in the Administrative Regulations. No one person may hold the office of President and Treasurer.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the Directors at the annual meeting of the Board.

Section 3. Term of Office. The President and Treasurer shall hold office for 3 year renewable terms or until their respective successors shall have been duly elected. The Vice-President shall hold office for one year. There is no limitation on the term of office for the Secretary.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chairman of the Board of Directors. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a two-thirds vote of voting members.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. President. The President shall serve as Chairman of the Board of Directors and shall lead meetings, oversee the financial accounts of the Society with the Treasurer, and conduct such other duties as may be set forth in the Administrative Regulations or assigned by the Board of Directors from time to time.

Section 8. Vice-President. The Vice-President will be the Chairman of the next annual SEC meeting and will serve from the SEC annual meeting of the prior hosting institution to the SEC annual meeting held at their site.

Section 9. Secretary. The Secretary will serve to help coordinate the specific requirements of the SEC 501-C6 and his/her office will serve as the general office of the SEC.

Section 10. Treasurer. The Treasurer shall oversee the accounting of all funds of the Corporation and shall perform such duties as may be set forth in the Regulations or as the Board may assign.

ARTICLE VI COMMITTEES

Section 1. Committees of Directors. The Board, by resolution adopted by a majority of the Directors in office, may create and appoint members to one or more committees with responsibilities and governance as outlined in the Administrative Regulations

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Notice/Communications. Whenever under the provisions of these Bylaws notice or any other communication is required to be given to a Director, officer, committee member or academic institution that is a member, such notice may be given by facsimile, electronic mail, first class mail, or hand delivery, and will be deemed given when received.

ARTICLE VIII INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation may indemnify any Director or officer or any former Director or officer, and may by resolution of the 2/3 vote of the Board of Directors, indemnify any employee against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, officer, or employee.

The Board of Directors may also authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a Director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE IX AMENDMENTS TO BYLAWS AND ADMINISTRATIVE REGULATIONS

These Bylaws may be amended upon the affirmative vote of three-fourths of the voting members at any regular or special meeting of the Board of Directors with a minimum of 14 day notice. The notice of the meeting shall set forth a summary of the proposed amendments. The Administrative Regulations may be amended upon the affirmative vote of at least 2/3 of the Board of Directors with a minimum of 14 days notice at any regular or special meeting of the Board of Directors. In the event of a conflict between these Bylaws and the Administrative Regulations, the provisions of these Bylaws shall prevail.