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## **Advisory Board Organizational and Operational Guidelines**

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In keeping with the organizational separation of the educational mission of the American Academy of Dermatology and the advocacy mission of the American Academy of Dermatology Association, the Advisory Boards of the American Academy of Dermatology and the American Academy of Dermatology Association are separate organizational entities. Although comprised of the same membership, the Advisory Boards convene and adjourn, as necessary, to address items of business appropriate to the governing body under which they are organized. These Organizational and Operational Guidelines apply equally to each Advisory Board, and thus refer in the singular to the “Advisory Board” and collectively to the American Academy of Dermatology and the American Academy of Dermatology Association as “AAD/A”.

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### **Article I** **Mission and Authority**

The mission of the Advisory Board is to protect, promote, and preserve the interests of the individual practitioner of dermatology by providing a forum for AAD/A members to present policy proposals for consideration by the AAD/A Board of Directors.

The Advisory Board is a committee of the AAD/A Board of Directors, and as such, operates under the auspices of the AAD/A Board of Directors in accordance with the AAD/A Bylaws and Administrative Regulations.

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### **Article II** **Composition**

#### **Section 1** ***Constituent Societies***

The Advisory Board is comprised of one representative from each of its constituent societies as defined in Article VI, Section 8 of the AAD/A Bylaws. Constituent societies will be members of the Advisory Board after:

1. they are determined to be bona fide dermatologic societies (see definition below); and
2. they have been approved for membership by a majority vote of the Advisory Board Executive Committee.

Constituent societies must be located within the United States, with the exception of the Canadian Dermatology Society. Constituent society representatives must be a member of the society that he or she represents as well as a member of the AAD/A.

As defined and adopted by the AAD/A Board of Directors, a bona fide dermatologic society must:

- be incorporated as a 501(c)3 or 501(c)6 not-for-profit organization with an individual physician membership;
- have a majority of its members who are certified or eligible to be certified by the American Board of Dermatology (ABD), the Royal College of Physicians and Surgeons of Canada (Royal College), or a foreign board of its licensing equivalent or who satisfy educational and professional requirements of the ABD or the Royal College;
- provide, as its primary mission, continuing medical education for dermatologists, public education related to dermatologic concerns, professional development programs for dermatologists or support for research in dermatology; and
- derive its revenues principally from member dues and contributions, member service programs, annual meeting fees, or unrestricted educational grants from multiple commercial sources.

**Section 2**

***Advisory Board Executive Committee***

The Advisory Board Executive Committee shall consist of seven elected members from among the representatives of the constituent societies, the Advisory Board Chair, the Vice Chair, the Board of Directors Liaison and when applicable, the Chair-Elect and Vice Chair-Elect. In addition to the Reference Committee Chair, the Immediate Past Chair shall also serve as an ex-officio non-voting member of the Advisory Board Executive Committee for one year following his or her term as Advisory Board Chair.

**Section 3**

***Limitation on Multiple Roles***

With the exception of the Advisory Board Chair and the Board of Directors Liaison, no person may serve as a director or officer of the AAD/A and as a constituent society representative or officer of the Advisory Board. No person may serve simultaneously as an Advisory Board officer and as a constituent society representative.

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**Article III**

***Representatives and Elections***

**Section 1**

***Constituent Society Representatives***

Each constituent society shall identify a representative to serve on the Advisory Board by whatever mechanism, and for whatever term, best suits that society's organization.

**Section 2**

***Advisory Board Executive Committee Members***

The constituent societies representatives shall nominate and elect, by majority vote of the Advisory Board membership present and voting at its annual meeting, the seven members of the Advisory Board Executive Committee to serve four-year staggered terms.

**Section 3**

***Advisory Board Chair and Vice Chair***

The Advisory Board Chair and Vice Chair shall be elected by a majority vote of the Advisory Board membership present and voting at its annual meeting, and shall serve concurrent four-year terms beginning at the adjournment of the meeting at which they are elected.

Any AAD/A member in good standing who will have completed at least four years of service on the Advisory Board when assuming office is eligible to be a candidate for the Advisory Board Chair or Vice Chair. No person may be a candidate for both offices in the same election. Past officers and directors of the Academy are ineligible to serve as Advisory Board Chair or Vice Chair.

At the beginning of his or her third year in office, the Advisory Board Chair shall appoint a Selection Committee of three Advisory Board members. This Selection Committee shall select two candidates for Chair and two candidates for Vice Chair. The election will be held at the Annual Meeting of the Advisory Board at the beginning of the current Chair's fourth year in office. In accordance with Sturgis, nominations may be made from the floor. Upon assuming office, the newly elected officer must relinquish his or her representative position, and the constituent society shall make a new appointment. The incumbent officers will serve for one year as Chair-Elect and Vice Chair-Elect.

Any vacancy in the office of Advisory Board Chair that may occur between regular elections shall be filled by the Advisory Board Vice Chair for the duration of the unexpired term. An election shall be held, using the procedure as stated in this section, by electronic means to fill the position of Advisory Board Vice Chair for the duration of the unexpired term.

As provided in the AAD/A Bylaws, the Advisory Board Chair shall serve as an ex officio member of the AAD/A Board of Directors with full voting privileges.

No person may serve more than one full term as the Advisory Board Chair or Vice Chair.

**Section 4**

***Board of Directors Liaison***

The AAD/A Vice President shall serve as liaison to the Board of Directors, and shall actively participate in the Advisory Board.

**Section 5**

***Reference Committee Members***

The Advisory Board Reference Committee shall be made up of a Chair and four Advisory Board members appointed by the Advisory Board Chair to staggered terms of four years each. The Chair of the Reference Committee and the four Reference Committee members shall have one vote each.

The Chair of the Reference Committee shall be selected by the Advisory Board Chair from among the current or previous members of the Reference Committee and shall serve as an ex-officio, non-voting member of the Advisory Board Executive Committee.

**Article IV  
Meetings**

**Section 1  
*Advisory Board General Business Meeting***

The Advisory Board shall hold a General Business Meeting annually in conjunction with the AAD/A Annual Meeting.

During an Advisory Board General Business Meeting at which a quorum consisting of thirty-three percent of the total constituent society representatives is present, resolutions that have been presented and considered by the Reference Committee will be voted upon to *adopt*, *adopt as amended*, or *not adopt* each item of business. Resolutions *adopted* or *adopted as amended* by a majority vote of the Advisory Board shall be forwarded to the AAD/A Board of Directors.

The Advisory Board Chair shall preside over the General Business Meeting.

**Section 2  
*Advisory Board Executive Committee Meeting***

The Advisory Board Executive Committee shall hold an annual meeting in conjunction with the Advisory Board General Business Meeting.

A primary function/responsibility of the Advisory Board Executive Committee is to review annually the attendance records of the constituent societies and to initiate action against any nonparticipating constituent society. In addition, the Advisory Board Executive Committee shall determine the Advisory Board membership eligibility of all new and returning constituent societies.

The Advisory Board Chair shall preside over the Executive Committee meeting.

**Section 3  
*Reference Committee Hearing***

A Reference Committee Hearing shall be held before the Advisory Board General Business Meeting to consider resolutions from AAD/A members. The Reference Committee shall consider the testimony presented on the resolutions before the Advisory Board and may recommend the following actions to the Advisory Board: *adopt*, *adopt as amended* (with due consideration to the testimony presented), or *not adopt*.

The Reference Committee Chair shall preside over the Reference Committee Hearing.

**Section 4  
*Rules of Order***

All questions of parliamentary procedure or practice regarding the affairs of the Advisory Board shall be governed by the current edition of *Sturgis' Standard Code of Parliamentary Procedure*, unless otherwise specifically provided by law, the AAD/A Bylaws or Administrative Regulations, or these Organizational and Operational Guidelines.

**Section 5**  
**Participation**

A nonparticipating constituent society of the Advisory Board, which is defined as unexcused absences for two consecutive meetings of the Advisory Board, shall be removed from the Advisory Board. Following said action, the constituent society will be required to wait one year before reapplying for membership on the Advisory Board.

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**Article V**  
**Advisory Board Appointments to the  
AAD/A Nominating Committee**

The AAD/A Advisory Board shall make appointments to the AAD/A Nominating Committee in accordance with the AAD Bylaws (Article VI, Section 3(a)) and Administrative Regulations.

Individuals seeking an Advisory Board seat on the AAD/A Nominating Committee shall meet the eligibility requirements as defined in the AAD Bylaws (Article III, Section 2(a)), and shall be elected by majority vote of the Advisory Board.

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**Article VI**  
**Amendments**

These Organizational and Operational Guidelines may be amended at any time by the AAD/A Advisory Board subject to approval by the AAD/A Board of Directors.