

**AMENDED AND RESTATED BYLAWS
OF THE
AMERICAN COLLEGE OF VETERINARY DERMATOLOGY**
(an Illinois Not For Profit Corporation)

Effective March 18, 2024

**ARTICLE I
CORPORATE PURPOSE**

Section 1.1 Name. The corporation shall be known as the American College of Veterinary Dermatology (the “College”).

Section 1.2 Objectives. The primary objectives of the College shall be to advance veterinary dermatology and increase the competency of those who practice in this field by:

(a) Establishing guidelines for post-doctoral education and experience prerequisites to certification in the specialty of veterinary dermatology.

(b) Examining and certifying veterinarians as specialists in veterinary dermatology to serve the public by providing expert care for animals with dermatologic disease.

(c) Encouraging research and other contributions to knowledge relating to pathogenesis, diagnosis, therapy, prevention, and control of diseases directly or indirectly affecting the skin of all animals and promoting communications and dissemination of this knowledge.

Section 1.3 Purposes. The College is organized and operated exclusively as a professional organization and other similar purposes within the meaning of §501(c)(6) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code (the “Code”). The College may carry on any other lawful activity consistent with its Articles of Incorporation, these Bylaws, the Code, and the Illinois General Not For Profit Corporations Act, as amended (the “Act”).

**ARTICLE II
OFFICES**

Section 2.1 Business Offices. The principal office of the College shall be at such location as the Board of Directors shall determine. The College may have such other offices, either within or without the State of Illinois, as its Board of Directors (“Board”) may determine from time to time.

Section 2.2 Registered Office. The College shall have and continuously maintain in the State of Illinois a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the College in the State of Illinois. The registered agent and the address of the registered office may be changed from time to time by the Board.

ARTICLE III MEMBERS

Section 3.1 Classes of Membership. There shall be two (2) classes of voting members (“Voting Members” or “Voting Memberships”) and such classes of non-voting members (“Non-Voting Members,” “Non-Voting Memberships”) as may be determined by the Board from time to time. Members in good standing are those members who have paid their membership fees by the payment deadline.

Section 3.2 Voting Members. Voting Members are members in good standing who meet at least one of the following requirements:

(a) Diplomates. A Diplomat of the College shall be a person who has fulfilled all the certification requirements of the College as set forth in Article VI hereunder and who has been accepted for membership in the College by the Board. Diplomates must have the following minimum general qualifications:

(1) Be a graduate of a veterinary school or college accredited by the American Veterinary Medical Association (“AVMA”); possess a certificate issued by the Educational Commission for Foreign Veterinary Graduates (“ECFVG”); or be legally qualified to practice veterinary medicine in some state, province, territory, or possession of the United States, Canada, or such other country as determined by the Board.

(2) Applicants for Diplomat must meet the education, training and experience requirements of the College as they may change from time to time.

(3) Diplomates shall successfully pass the College’s certifying examination.

(b) Emeritus Members. Emeritus Members are members in good standing who are 65 years of age or older, have been a College Diplomat for at least 10 years, and who are accepted by the Board for appointment as an Emeritus Diplomat. The Diplomat will have retired from all full-time employment, including, but not limited to, clinical specialty practice with patient care and other veterinary industry related full-time employment. Other income-generating, part-time professional activities, such as consulting, teaching, writing, or continuing education, are acceptable. At the discretion of the Board, others may be granted Emeritus status. Emeritus Members have all the rights of an active Diplomat except that they may not hold office and shall not be required to pay the same fees as active Diplomates.

Section 3.3 Non-Voting Members. The Board, in its discretion, may approve such classes of Non-Voting Members as it may determine from time to time, including but not limited to the following classes:

(a) Honorary Members. The College may confer Honorary Membership status on persons who have made exceptional contributions to veterinary dermatology, but who do not otherwise qualify for Diplomat status. Honorary Members shall have all the rights and privileges of Active Members, except that they shall not have the right to vote, hold office, serve as a mentor, or attend business meetings of the College. A person’s nomination as an Honorary Member shall be approved by a two-thirds (2/3) vote of the entire Board, followed by approval of the Voting Members.

(b) Diplomates Not In Good Standing. Diplomates who have failed to pay their annual membership fees in a timely fashion as set forth in Section 9.2 below shall not be in good standing with the College. Diplomates who are not in good standing with the College cannot vote on College matters, hold office in the College, attend College meetings, and shall lose such other benefits of membership as they exist from time to time as determined by the Board.

Section 3.4 Member Meetings. The annual meeting of the membership of the College (“Annual Member Meeting”) shall take place during the annual meeting of the North American Veterinary Dermatology Forum or at such other time, place and location as determined by the Board. Special meetings of the Members may be called by the President of the Board, the Board, or by at least 10% of the Voting Members.

Section 3.5 Notice. Notice of each meeting of the Members stating the date, time and place of the meeting and, if a special meeting, a description of the purposes of such meeting, shall be given to each Member at such Member’s designated address by telephone, electronic mail, or any other form of wire or wireless communication (and the method of notice need not be the same as to each Member) not less ten (10) nor more than sixty (60) days prior to such meeting. A Member may waive notice of any meeting before or after the time and date of the meeting stated in the notice.

Section 3.6 Voting. Each Voting Member in good standing shall be entitled to one (1) vote in the affairs of the College as set forth in Section 3.7 below. Except in the case of any matter specifically set forth in the Bylaws or Articles of Incorporation, a vote of fifty-one percent (51%) of the Voting Members present at a meeting at which a quorum is present shall be needed to pass any issue brought before the Membership. Twenty five percent (25%) of the Voting Members of the College present at any meeting shall constitute a quorum.

Section 3.7 Voting Rights of Members. Voting Members shall have the right to elect the President-Elect of the College as provided in Section 4.5. By at least a two-thirds (2/3rd) vote of the Voting Members present at a meeting at which a quorum is present, Members shall also approve: (a) the amendment of these Bylaws as provided in Article XI; (b) the removal of Directors of the College as provided in Section 4.6 hereunder; (c) the merger or consolidation of the College with or in to another organization; (d) the sale of substantially all of the College’s assets; or (e) the dissolution of the College. The Board may submit such other matters to the vote of the Voting Members as it determines in its sole discretion.

Section 3.8 Membership Voting by Written Ballot. Any action that may be taken at any meeting of the Voting Members may be taken by secret written ballot either at a meeting or without a meeting in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, or such larger number as may be required by the Act, the Articles of Incorporation, or these Bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than 5 days from the date the ballot is delivered; provided, however, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered. The ballot shall: set forth each proposed action; provide an opportunity to vote for or against the proposed action; indicate the number of responses necessary to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of directors; specify the time by which the ballot must be received by the corporation in order to be

counted; and be accompanied by written information sufficient to permit each person voting to reach an informed decision.

Members shall return their written ballots as directed by the College. Written ballots may not be revoked. Written ballots may be deleted ten (10) days following the meeting unless the results are challenged.

Section 3.9 Duration of Membership. Membership in the College may be terminated by voluntary withdrawal. Membership may also be suspended or terminated pursuant to the procedures outlined in these Bylaws. All rights, privileges and interests of a member shall cease upon termination of membership.

ARTICLE IV BOARD OF DIRECTORS AND OFFICERS

Section 4.1 General Powers. The affairs of the College shall be managed by its Board of Directors (“Board”). The Board shall have all powers of a Board of Directors as set forth in the Act and these Bylaws.

Section 4.2 Number/Succession. There shall be three (3) Directors of the College (“Directors”). Directors need not be residents of the State of Illinois. The Board shall consist of the President, President-Elect, and Immediate Past President of the College. The President shall become the Immediate Past President at the end of the President’s term. The President-Elect shall become the President at the end of the President-Elect’s term or if the President leaves office for any other reason. Directors shall have equal voting privileges to consist of one vote each.

Section 4.3 Eligibility. Eligibility to be elected as President-Elect includes being a Voting Member of the College in good standing for at least five (5) consecutive years prior to running for office and having such other qualifications as determined by the Board from time to time.

Section 4.4 Term. The terms for President, President-Elect, and Immediate Past President shall be for two (2) years each, for a total of a six (6) year commitment to the Board. Terms shall commence after the close of the annual general membership meeting or on April 30th if no such meeting takes place.

Section 4.5 Elections/Vacancies. Voting Members shall elect the President-Elect from the slate recommended by the Nominating Committee. Whenever a vacancy occurs in the office of President-Elect prior to the end of the term, either by resignation, removal, death, incapacity, or otherwise, the Board shall have the authority to either hold a special election for the Voting Members to fill such vacancy or to appoint a temporary replacement, to serve until the next election. In the case of any vacancy in any office of the President that occurs prior to the end of a term, the President-Elect shall succeed the President. Partial terms shall not be counted towards the Terms set forth in Section 4.4.

Section 4.6 Removal of Officers/Directors. Any Director may be removed, with or without cause, by the Members pursuant to Section 3.7.

Section 4.7 President. The President shall be the principal Officer of the College and shall in general supervise and control all of the business and affairs of the College. The President shall preside at all meetings of the members of the Board and shall sign any deeds, mortgages, bonds,

contracts, or other instruments on behalf of the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of the College; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 4.8 President-Elect. The President-Elect, and in the absence of the President or in the event of the inability or refusal to act of the President, the President-Elect may perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 4.9 Immediate Past President. In the absence of the President, the Immediate Past President may perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Immediate Past President shall perform such other duties as from time to time may be assigned by the President or by the Board.

Section 4.10 Compensation. Officers/Directors shall not receive compensation for their services as such.

Section 4.11 Board Meetings. A regular annual meeting of the Board shall be held upon notice at least once a year. The Board may provide by resolution the time for the holding of additional regular meetings of the Board with notice to be given as set forth herein. Special meetings of the Board may be called by or at the request of the President or any Board officer. Notice of any special meeting shall state the purpose(s) of the special meeting.

Section 4.12 Notice of Meeting. Notice of each meeting of the Board stating the date, time and place of the meeting shall be given to each Director at such Director's business or residential address at least five (5) days prior thereto by the mailing of written notice by mail or at least two (2) days prior thereto by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director). A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice.

Section 4.13 Quorum and Voting. All of the Directors serving the College at the time notice of a meeting of the Board is given shall constitute a quorum for the transaction of business at such meeting of the Board; but if less than all of the Directors are present at said meeting, a majority of the Directors present may adjourn and reconvene the meeting from time to time without further notice. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number of votes are required by the Act or these Bylaws.

Section 4.14 Voting by Proxy. No Director or Officer may vote or act by proxy at any meeting of the Board.

Section 4.15 Board Action Without Meeting. Any action of the Board may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all directors,

all directors shall be notified immediately of its text and effective date. Action taken pursuant to this section may be transmitted or received by mail or by facsimile, e-mail, or other form of communication permitted by the Act and must be in a form sufficient to identify (i) the Director or Officer; (ii) the Director's or Officer's vote, abstention, demand, or revocation; and (iii) the proposed action to which such vote, abstention, demand or revocation relates. For purpose of this section, communication to the College is not effective until received.

Section 4.16 Deemed Assent. A Director, Officer, or committee member who is present at a meeting of the Board when action is taken is deemed to have assented to all action taken at the meeting unless such person objects as required under the Act. Such right of dissension or abstention is not available to a Director, Officer, or committee member who votes in favor of the action taken.

Section 4.17 Telecommunication/Video Meetings. Directors, Officers, or the members of any committee of the Board may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may hear each other during the meeting. A Director, Officer, or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.18 Compensation. Directors, Officers, and committee members shall not receive compensation for their services as such; however, the reasonable expenses of Directors, Officers, and committee members of attendance at meetings may be paid or reimbursed by the College.

ARTICLE V COMMITTEES

Section 5.1 Committees of Directors. The Board may designate and appoint one or more standing, *ad hoc*, or advisory committees of the Board which shall have and exercise the authority of the Board as granted in the resolution appointing the committee. No such committee shall have the authority to amend, alter or repeal Bylaws; elect, appoint or remove any member of any such committee or any Director or Officer of the College; or amend, alter or repeal any resolution of the Board. The appointment of any such committee and the delegation of authority thereto shall not relieve the Board, or any individual Director or Officer, of any responsibility imposed upon such person by law.

Section 5.2 Standing Committees. The College shall have the following standing committees:

(a) *Credentials Committee*. The Credentials Committee shall receive, review, and approve the candidacy of applicants for the certifying examination, and shall establish guidelines to assist applicants.

(b) *Examination Committee*. The Examination Committee is responsible for the preparation and administration of all the certifying examinations.

(c) *Education Committee*. The Education Committee is responsible for setting guidelines and criteria for residency programs, approving the programs, and monitoring each resident's progress through the receipt of regular reports. The Education Committee will maintain lists of approved residency programs and current residents.

Section 5.3 Advisory Committees. The Board, in its discretion, may designate and appoint one or more advisory committees or individual advisors to the Board of Directors (collectively, “Advisors to the Board”). Any such Advisors to the Board shall serve in an advisory capacity only and shall have no right to vote on Board decisions. Advisors to the Board may attend Board meetings as determined in the discretion of the Board.

Section 5.4 Composition/Term of Office. Unless otherwise set forth in this Article V or as otherwise determined by the Board of Directors by resolution, each committee shall be composed of a minimum of 4 members appointed by the Board for a term of at least 3 years. The President shall be an ex officio member of each committee. Each member of a committee shall continue as such until the end of the committee member’s term and/or until the member’s successor is appointed, unless the committee is sooner terminated, such member is removed from the committee, or the member ceases to qualify as a member.

Section 5.5 Chair/Co-Chairs. One member of each committee shall be appointed chair of such committee by the Board of Directors or if not appointed by the Board by the members of the committee. The Chair shall call, conduct and cause minutes to be prepared for each committee meeting. Committees may also appoint a co-chair if so desired.

Section 5.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments, subject to the approval of the Board of Directors.

Section 5.7 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.8 Rules. Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation, these Bylaws, any rules adopted by the Board of Directors, or the Act.

ARTICLE VI CERTIFICATION

Section 6.1 Certification Requirements. General Certification Requirements of the College are as set forth in this Article VI. The Board may approve any additional Certification Requirements from time to time as set forth in a separate, Board-approved document.

(a) The candidate shall serve a minimum of 1-year internship in a College approved veterinary college, other institution, or have otherwise obtained appropriate clinical experience as approved by the mentor.

(b) The candidate shall have a minimum of 2 years of educational experience in a program approved by the Board or an appropriate committee in the discipline of dermatology after completing the 1-year internship as approved by the mentor of the residency program. A candidate must have a total of 3 years’ experience after graduation to be eligible to take the certification examination.

(c) The candidate must demonstrate sufficient dermatological clinical skills as prescribed by the current Credentials requirements approved by the College.

(d) To receive final board certification, the candidate shall have passed the certifying examination given by the College.

Section 6.2 Continuation of Certification.

(a) Continuation of Certification requires Diplomates of the College to focus on continuous development to assure that the level of their knowledge and skillset meets contemporaneous expectations for certification in that specialty.

(b) The Board shall adopt requirements for a Diplomate's Continuation of Certification, as such may be amended from time to time. The Board is empowered to establish a Continuation of Certification Committee to oversee the continuation of certification process. The College shall provide Diplomates with a timely notice that they are in jeopardy of not completing the Continuation of Certification requirements.

(c) College Diplomates shall maintain a verifiable record documenting successful completion of the requirements completed as part of their Continuation of Certification during each year and shall submit such record to the College at the time of paying their annual fees.

(d) Continuation of Certification will be required of all individuals who have been certified in 1994 and after. Members of the College who were certified prior to 1994 are encouraged, but not obligated, to participate in the continuation of certification program.

**ARTICLE VII
APPEALS OF ADVERSE DECISIONS**

Section 7.1 In the event of an adverse decision by the College, an Officer of the College shall advise the affected person or the appropriate person at the institution or practice organization in which the affected training program is located, and of the procedure for appealing the adverse decision.

Section 7.2 The following adverse decisions by the College are subject to appeal:

- (a) Denial of an approved residency (training) program.
- (b) Denial of adequacy of an individual's credentials.
- (c) Denial of certification of an individual.
- (d) Suspension or termination of certification as a Diplomate as set forth in Article VIII below.
- (e) Other adverse decisions as determined by the Board in its sole discretion.

Section 7.3 Appeals Process. The Board shall approve and make public the process for appealing adverse College decisions ("Appeals Procedures"). All appeals must be in writing and sent to the College as set forth in the Appeals Procedures and should include a brief description summarizing the reason for the appeal and the grounds for the appeal. Appeals must be received within thirty (30) days of the post-marked date of the adverse decision sent to the person/institution appealing the adverse opinion.

ARTICLE VIII
SUSPENSION, TERMINATION, AND REINSTATEMENT OF ACTIVE DIPLOMATE STATUS

Section 8.1 Suspension and Termination of Diplomate Status. A person's Diplomate status may be suspended or terminated by the vote of the Board as follows:

- (a) Failure to maintain the College's Certification Requirements needed to continue certification as set by the College from time to time;
- (b) Failure to maintain an acceptable degree of competence in the practice of veterinary medicine as determined by a veterinary licensing board or agency;
- (c) Unethical behavior as defined by the Principles of Veterinary Medical Ethics of the AVMA; or
- (d) Acting in a manner detrimental to the objectives or interests of the College.

No person's Diplomate status may be suspended or terminated except as follows. The Diplomate shall be given not less than fifteen (15) days' prior written notice of the suspension or termination and the reasons, therefore. The Diplomate shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination by the Board. The College shall adopt additional processes and procedures for suspending or terminating a person's Diplomate status with the College. Any terminated or suspended member remains liable to the College for fees or assessments incurred or commitments made prior to termination or suspension.

Section 8.2 Impact of Termination or Suspension of Diplomate Status. A Terminated Diplomate cannot use the College logo or call themselves a Diplomate of the College in any forum whatsoever. Furthermore, a Terminated Diplomate shall not be listed as a College Diplomate in the College's Directory or Website, in the AVMA Directory, or in other veterinary listings. A Terminated Diplomate cannot be a mentor for a College residency program and shall also lose such other College privileges as determined by the Board from time to time. A Suspended Diplomate may temporarily lose such College privileges during the suspension as determined by the Board in its sole discretion.

Section 8.3 Reinstatement. Individuals who have been suspended or terminated as a Diplomate of the College may apply for reinstatement. The requirements for reinstatement may be determined from time to time by the Board. Reinstatement is not guaranteed; applications will be assessed on a case by case basis by the Board. The Board has complete authority to decline reinstatement.

ARTICLE IX
FEES AND FISCAL MATTERS

Section 9.1 Membership Fees. Membership fees shall be defined from time to time by the Board. Membership fees may vary between categories and classes of membership. The Board shall establish the timing and method of fees notification and collection. Fees shall be payable in advance on such dates as specified by the Board.

Section 9.2 Payment Delinquency. A member shall be considered delinquent if fees are not paid within 180 days after the due date of such fees. A delinquent member shall automatically forfeit status as a member in good standing, and a Diplomate shall become a Diplomate Not In Good Standing as set forth in Section 3.3(b). A Member who is not in good standing for nonpayment of fees may be reinstated as a Member in good standing upon payment of the entire indebtedness and upon meeting any other requirements for membership.

Section 9.3 Waiver of Annual Fees. Members experiencing significant and substantial financial hardship may apply to the Board for a partial or total waiver of annual fees, which may be approved in the sole discretion of the Board. If the Board awards a fees waiver, such member shall remain a Member in good standing during such time as the waiver is in place.

ARTICLE X INDEMNIFICATION

Section 10.1 Indemnification. Every Director, Officer, and employee of the College shall be indemnified by the College against all expenses and liabilities, including legal counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Officer or Employee of the College, or any settlement thereof, whether the person is a Director, Officer, or Employee at the time such expenses are incurred, except in such cases wherein the Director, Officer, or Employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, or Employee may be entitled.

Section 10.2 Insurance. The College shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee, or agent of the corporation or of another corporation, partnership, joint venture, trust, or other enterprise for which he or she served as such at the request of the Association against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of that status, whether or not the College would have the power to indemnify that person against such liability under the provisions herein.

ARTICLE XI AMENDMENTS

The Board may amend these Bylaws at any time to add, change, or delete a provision; provided, however, that the Voting Members shall have the right to approve any such addition, change or deletion that impact the rights or obligations of the Voting Member and that Bylaws may only be amended in a manner which would not disqualify the College under § 501(c)(6) of the Code.

ARTICLE XII MISCELLANEOUS

Section 12.1 Terminology Guidelines. The Board may approve terminology and College intellectual property (i.e., logos, trademarks, service marks, etc.) guidelines for their appropriate and correct usage by Diplomates and other members of the College. Failure to abide by such terminology guidelines may be cause for suspension or termination of Diplomate status.

Section 12.2 Governing Law. These Bylaws shall be deemed to be made under and shall be construed in accordance with the laws of the State of Illinois.

Section 12.3 Captions. All Article titles or captions contained in these Bylaws are for convenience only and shall not be deemed part of the context of these Bylaws.