

BYLAWS

of

THE DERMATOLOGY PA FOUNDATION, INC.

The Dermatology PA Foundation, Inc. (the “Foundation”), a nonstock corporation duly formed under the provisions of the Virginia Nonstock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia (the “Act”), hereby adopts the following Bylaws.

ARTICLE I

PURPOSE; CORPORATE POWERS

SECTION 1. **Purpose.** The Foundation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the “Code”), and shall have the purposes specifically set forth in the Foundation’s Articles of Incorporation.

SECTION 2. **Powers.** Subject to the Foundation’s Articles of Incorporation, the Foundation shall have the power to do all things necessary or convenient to carry out its business and affairs, including, without limitation, those powers enumerated in Sections 13.1-826 and 13.1-827 of the Act.

ARTICLE II

BOARD OF TRUSTEES

SECTION 1. **Power.** All corporate powers shall be exercised by or under the authority of, and the business of the Foundation shall be managed under the direction of, the Board of Trustees, subject to any express provisions of these Bylaws to the contrary and except as may otherwise be provided under the Act.

SECTION 2. **Number, Term, Qualifications, Appointment.** The trustees of the Foundation shall be six in number and shall be appointed to serve staggered terms of two years. The Immediate Past President of the Society of Dermatology Physician Assistants (“the Society”) shall serve as a trustee of the Foundation. The Board of Directors of the Society shall appoint the remaining trustees. There shall be no limit on the number of consecutive terms a person may serve on the Board of Trustees. Each trustee shall hold office until his or her successor shall have been appointed and qualified.

SECTION 3. **Voting and Manner of Acting.** Each member of the Board of Trustees shall be entitled to one vote. Unless a greater number is required by the Act, the Articles of Incorporation or these Bylaws, a majority of the number of trustees in office immediately before a meeting shall constitute a quorum for the transaction of business. Except as otherwise provided by the Act, the Articles of Incorporation or these Bylaws, the vote of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. Voting by proxy is not permitted.

SECTION 4. **Vacancies.** Any vacancy occurring in the Board of Trustees shall be filled by a successor trustee appointed by the Board of Directors of the Society. The term of any such successor trustee shall be the remaining portion of the term of the vacated trustee position.

SECTION 5. **Removal/Resignation.** A trustee may be removed with or without cause by a vote of the Board of Directors of the Society. A trustee may resign at any time by providing written notice of resignation to the Secretary/Treasurer or, in the case of the resignation of the Secretary/Treasurer, to the Chair. A trustee who is absent from three consecutive meetings of the Board of Trustees shall, unless such absences are excused by the affirmative act of the Board of Trustees, be deemed to have resigned from the Board of Trustees and from any office held.

ARTICLE III
MEETINGS OF THE BOARD OF TRUSTEES

SECTION 1. **Regular Meetings.** Regular meetings of the Board of Trustees shall be held no less than two (2) times annually. At the first such meeting following the annual appointment of trustees, which meeting shall constitute the annual meeting of the Board of Trustees, the officers shall be elected and take office. All regular meetings of the Board of Trustees shall be held at such dates and times as from time to time may be fixed by the Board of Trustees.

SECTION 2. **Special Meetings.** Special meetings of the Board of Trustees may be called by the Chair or a majority of the voting Trustees. Notice of a special meeting shall state the purpose of the meeting, and no other business shall be conducted at such a meeting. Attendance of a trustee at any special meeting shall constitute a waiver of notice of such meeting, except when a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 3. **Notice.** Notice of all meetings of the Board of Trustees shall be delivered to the trustees in accordance with the terms of this Section 3 or, at the discretion of the Board of Trustees, in any other manner that may be permitted under the Act from time to time, notwithstanding anything to the contrary stated in this Section 3. Notice of regular meetings of the Board of Trustees shall be given not less than twenty (20) days (or, with respect to special meetings, twenty-four (24) hours) nor more than sixty (60) days before the date of such meeting by written or printed notice delivered personally or sent by mail or electronic means to each trustee at his or her last mailing address, or last email or other electronic address, as the case may be, as shown on the records of the Foundation. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the trustee at his or her address as it appears on the records of the Foundation with postage prepaid thereon. If sent by electronic means, the notice of the meeting shall be deemed delivered when such electronic message is transmitted to the trustee at his or her email or other electronic address as it appears on the records of the Foundation.

SECTION 4. **Place of Meeting.** The Board of Trustees may designate any place, either within or outside the Commonwealth of Virginia, as the place of meeting for any regular or special meeting.

SECTION 5. **Quorum.** A majority of the number of all trustees serving at the time of any meeting shall constitute a quorum for the transaction of business. Unless otherwise required by the Act, the act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. Less than a quorum may adjourn any meeting.

SECTION 6. **Action Without a Meeting.** The Chair may submit issues to the Board of Trustees for a vote by written consent. The Chair's submission to the Board of Trustees may occur by mail or by electronic means, provided that, in order to constitute the action of the Board, unanimous written consent of all voting trustees must be obtained in the form of one or more signed counterpart documents. Any action taken or resolution passed by unanimous written consent shall be reported at the next regular meeting of the Board of Trustees. Notwithstanding the foregoing, the Board of Trustees may take action without a meeting by any other procedure that may be permitted under the Act from time to time.

SECTION 7. **Meetings by Telephone.** A meeting of the Board of Trustees (or a committee thereof) may be held by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other, and participation by such means shall constitute presence in person at such meeting and waiver of any notice requirements.

SECTION 8. **Compensation.** Trustees shall not receive any compensation for their service as such, but by resolution of the Board of Trustees, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Trustees. No individual serving the Foundation in a volunteer capacity on the Board of Trustees, committee or task force shall receive compensation for services rendered to the Foundation.

ARTICLE IV OFFICERS

SECTION 1. **Officers.** The officers of the Foundation shall be the Chair, the Vice Chair, the Secretary/Treasurer, the Executive Director and such other officers or assistant officers as may be authorized from time to time in accordance with these Bylaws. No person shall hold more than one office at a time.

SECTION 2. **Election and Term of Office.** At each annual meeting of the Board of Trustees, the Immediate Past President of the Society shall begin his or her term as a trustee of the Foundation. At each annual meeting of the Board of Trustees, the trustees shall, pursuant to procedures adopted by the Board of Trustees, elect from among themselves a Chair, a Vice Chair and a Secretary/Treasurer, each of whom shall serve a term of one year. Each officer of the Foundation shall serve until his or her successor shall have been duly elected or appointed. There shall be no limit upon the number of consecutive terms a person may serve as an officer of the Foundation.

SECTION 3. **Chair**. The Chair shall be the chief elected officer of the Foundation and shall chair meetings of the Board of Trustees. The Chair shall oversee all functions of the Foundation, preside at business meetings, make appointments to all committees, serve as ex-officio, non-voting member of all committees and act as spokesperson for the Foundation.

SECTION 4. **Vice Chair**. The Vice Chair shall, in the absence of the Chair, perform the duties of the Chair. The Vice Chair shall perform such other duties as may be prescribed by the Board of Trustees from time to time.

SECTION 5. **Secretary/Treasurer**. The Secretary/Treasurer shall be responsible for the integrity of financial matters and meeting records of the Foundation as required by applicable law and the Bylaws. In conjunction with the Foundation staff, the Secretary/Treasurer shall ensure that the Foundation maintains accurate financial records, reviews financial status on a regular basis, and ensures that regular financial reports are submitted to the Board of Trustees. The Secretary/Treasurer shall ensure that annual financial statements are presented to the Board of Trustees. The Secretary/Treasurer shall provide for notification of meetings of the Board of Trustees in accordance with these Bylaws, and shall ensure that attendance, actions and proceedings of the meetings are recorded and maintained in the permanent records of the Foundation. The Secretary/Treasurer shall maintain these Bylaws, all policies of the Board of Trustees and a minute book and shall ensure that such records as may be required by applicable law or the Foundation are maintained. The duties in whole or in part of the Secretary/Treasurer may be delegated by the Board of Trustees to the Executive Director or a designated member of the Foundation's staff.

SECTION 6. **Executive Director**. The Executive Director of the Society shall serve as the Executive Director of the Foundation pursuant to the terms of an affiliation agreement entered into between the Foundation and the Society. The Executive Director shall have authority, duties and responsibilities commensurate with such position. Subject to the overall guidance and direction of the Board of Trustees, the Executive Director shall perform all duties incident to the position and such other duties as may be prescribed by the Board of Trustees from time to time. He or she shall have full authority for the management of the Foundation's business and affairs, subject to these Bylaws and other governing documents, including authority for the engagement and discharge of other staff and the delegation of responsibilities to them. The Executive Director, along with the Chair, shall act as a spokesperson for the Foundation. The Executive Director will establish and maintain procedures for administration of Foundation activities and the Foundation office. The Executive Director shall sign all deeds, mortgages, bonds, contracts, or any other instruments which the Board of Trustees has authorized to be executed, except where the signing and execution thereof shall be expressly delegated by the Board of Trustees, by these Bylaws or by law to some other officer or agent of the Foundation.

SECTION 7. **Removal/Resignation**. An officer may be removed only by the Board of Directors of the Society, whenever in its sole judgment the best interests of the Foundation will be served thereby. An officer may resign at any time by providing written notice of resignation to the Secretary/Treasurer or, in the case of the resignation of the Secretary/Treasurer, to the Chair. An officer who is absent from three consecutive meetings of the Board of Trustees shall,

unless such absences are excused by the affirmative act of the Board of Trustees, be deemed to have resigned from office.

SECTION 8. **Vacancies**. A vacancy in any elected office shall be filled by the Board of Trustees.

ARTICLE V BOARD OF ADVISORS

The Board of Trustees shall have the authority to create, to determine the responsibilities of, and to appoint the members of a Board of Advisors. The Board of Advisors shall not have or exercise any authority of the Board of Trustees.

ARTICLE VI COMMITTEES

SECTION 1. **Committees; Authority of Committees**. The Foundation shall have such standing and special committees as the Board of Trustees deems necessary or desirable for the operation and conduct of the Foundation's business. Each committee shall have only the authority delegated to it by the Board of Trustees or pursuant to these Bylaws.

SECTION 2. **Expenditure of Funds**. The Board of Trustees must approve in advance all expenditures and investments of funds by any committee.

SECTION 3. **Term of Office**. Each member of a committee shall continue as such until the earliest to occur of the following: (i) the appointment of his or her successor, (ii) the termination of the committee, (iii) the expiration of the term for which he or she was appointed, if such there be, (iv) the removal of the member from such committee by the person or persons authorized to appoint such member, or (v) the member's ceasing to qualify to be a member thereof.

SECTION 4. **Chairman**. One member of each committee shall be appointed chairman of the committee by the Chair of the Foundation, unless otherwise provided in these Bylaws or by policy established by the Board of Trustees.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. **Contracts**. The Board of Trustees may authorize any officer of the Foundation, in addition to those officers so authorized by law and these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to special instances.

SECTION 2. **Checks, Drafts, Etc**. The Executive Director and/or any other persons authorized by the Board of Trustees shall sign checks and drafts in such manner as shall from time to time be determined by resolution of the Board of Trustees.

SECTION 3. **Deposits**. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Trustees may select.

ARTICLE VIII
BOOKS AND RECORDS AND AUDIT

SECTION 1. **Books and Records**. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees, and the names and members of all of its committees. Any trustee, as well as any director of the Society, shall be entitled to review the Foundation's books and records at any time upon reasonable notice, provided that such person requests the review in writing and demonstrates a proper purpose for such review.

SECTION 2. **Annual Financial Statements**. The Board of Trustees shall cause the accounts and records of the Foundation to be compiled, reviewed or audited, as determined from time to time by the Board of Trustees, annually by an independent certified public accountant.

ARTICLE IX
PARLIAMENTARY RULES

Robert's Rules of Order shall be the governing parliamentary rules of the Foundation to the extent not inconsistent with the Act, the Articles of Incorporation, these Bylaws or policies and procedures duly adopted by the Board of Trustees.

ARTICLE X
FISCAL YEAR

The fiscal year of the Foundation shall be as determined from time to time by the Board of Trustees.

ARTICLE XI
WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or Bylaws of the Foundation or any other applicable provision of applicable law, 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 XII
INDEMNIFICATION AND INSURANCE

The Foundation shall, to the fullest extent permitted by the Act and by the Code, defend and indemnify any person who is or was an officer, trustee, employee or agent of the Foundation from and against any and all expenses and liabilities actually and necessarily incurred by or

imposed upon such person in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which such person may be or is made a party by reason of being or having been such officer, trustee, employee or agent. The Board of Trustees may authorize the purchase of and maintain insurance on behalf of any officer, trustee, employee or agent of the Foundation against any liability asserted against or incurred by such person which arises out of such person's status in such capacity.

ARTICLE XIII
AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds vote of the Board of Trustees, acting in the manner prescribed in these Bylaws, provided, however, that no such amendment shall be effective unless and until it is thereafter approved by a majority vote of the Board of Directors of the Society.