



**BYLAWS
OF
THE SOCIETY OF DERMATOLOGY
PHYSICIAN ASSOCIATES, INCORPORATED**

(A North Carolina Nonprofit Corporation)

Amended and Restated Effective June 7, 2024

**ARTICLE I
NAME AND PURPOSE**

Section 1.1 Name. The name of this corporation is the Society of Dermatology Physician Associates, Incorporated (hereinafter referred to as the “**SDPA**”).

Section 1.2 Purpose. As set forth in the SDPA’s Articles of Incorporation, the purpose of the SDPA is to promote the common business interest of Dermatology Physician Associates within the meaning of section 501(c)(6) of the Internal Revenue Code or the corresponding provision of any future United States revenue law. Any changes to the purpose of the SDPA may only be made by amending the Articles of Incorporation. Consistent with the foregoing, the SDPA’s pursues this purpose by seeking to advance the Dermatology Physician Associate profession through knowledge, leadership, advocacy, and engagement.

**ARTICLE II
CLASSES OF MEMBERSHIP**

Section 2.1 Membership in General. Membership in the SDPA is an honor that confers upon the individual certain rights and responsibilities. In general, members of SDPA (whether voting or non-voting) must be individuals who are cognizant of their obligation to the public, health care associates, and the patient, to adhere to standards of ethical and professional behavior. The SDPA Code of Ethics shall be the accepted ethical principles governing the professional behavior of its members.

Section 2.2 Voting Members. The following classes of members shall be considered **Voting Members**:

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(a) Fellow Members. Fellow Members shall be physician associates (or the equivalent licensing designation used in their particular state) who are graduates of a physician associate (or equivalent) program accredited by the Accreditation Review Commission (ARC-PA), or by one of its predecessor agencies, or who has passed the Physician Assistant National Certifying Examination (PANCE) administered by the National Commission on Certification of Physician Associates (NCCPA) or an examination administered by another agency approved by the AAPA House of Delegates. To maintain their Fellow Membership status, Fellow Members must practice dermatology full or part time in collaboration with a physician, board certified/board eligible in dermatology. Fellow Members have the voting rights described in Section 2.3 and shall be eligible to hold office in the SDPA.

(b) Honorary Members. Honorary Members shall consist of those individuals designated by the SDPA Board of Directors that have rendered distinguished service in promoting the concept of the physician associate/assistant in dermatology. Honorary Members are exempt from the payment of dues and have the voting rights described in Section 2.3 but are not eligible to hold office in the SDPA.

(c) Lifetime Members. Lifetime Membership may be conferred by vote of two-thirds (2/3) of all Directors then serving on the Board, except SDPA Presidents are conferred Lifetime Member status once they have entered their term of service as President.

Section 2.3 Rights of Voting Members. All Voting Members in good standing shall have the right to vote to: (a) elect the SDPA's Directors and Officers as provided in Article IV; (b) approve amendments to the SDPA's Articles of Incorporation and Bylaws; and (c) approve other matters submitted to the Voting Members for a vote pursuant to these Bylaws or as or otherwise required by the North Carolina Nonprofit Corporation Act. Each Voting Member in good standing shall be entitled to one (1) vote on each matter submitted to the Voting Members. Voting by proxy shall not be permitted.

Section 2.4 Non-Voting Members. The Board of Directors may from time to time approve one or more classes of non-voting members with distinct rights and obligations ("Non-Voting Members"), subject to eligibility criteria and admission processes approved by the Board of Directors, provided that Non-Voting Members shall under no circumstances have rights that would cause them to be deemed "members" within the meaning of the North Carolina Nonprofit Corporation Act.

Section 2.5 Dues. The Board of Directors shall determine the amount of dues to be paid by Members, the manner of payment, and the timing of the assessment of dues owed. The Board of Directors reserves the right to set dues in varying amounts for different types and classes of Members.

Section 2.6 Termination of Membership.

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(a) Any Member's membership status may be involuntarily suspended or terminated by the Board for failure of any Member to pay dues owed within thirty (30) days after a written notice of delinquency is given by the Board of Directors or its designee, unless the Board of Directors in its reasonable discretion grants an extension of the deadline to pay.

(b) Any Member's membership status may be involuntarily suspended or terminated for violation of SDPA's policies or ethical standards in accordance with Articles IX of these Bylaws.

(c) Termination of a Member's membership status, whether voluntary or involuntary, shall not entitle a Member to a refund of any dues already paid for the year.

ARTICLE III MEETINGS OF THE MEMBERSHIP

Section 3.1 Meetings of Members.

(a) Annual Meetings. The annual meeting of Voting Members shall be held each year no later than June 30 of the calendar year. The Board of Directors shall determine the date, time, and place of the annual meeting each year. The President shall preside at the annual meeting of Voting Members. The Board of Directors shall determine the agenda for the annual meeting of Voting Members and shall have the authority to establish rules for the conduct of such meeting in accordance with Section 12.2.

(b) Special Meetings. Special meetings of Voting Members may be called: (i) at the discretion of the President; (ii) at the request of one-third of the Directors then holding office; or (iii) by written petition signed by of at least 10% of Voting Members in good standing and delivered to the President. Only business within the purpose or purposes described in the notice provided pursuant to Section 3.1(c) may be conducted at a special meeting of Voting Members. The President shall preside at all special meetings of Members and the Board of Directors shall have the authority to establish rules for the conduct of such meeting in accordance with Section 12.2.

(c) Notice of Meetings. The Board of Directors or its designee shall notify the Voting Members as to such date, time, and place of all meetings of Members no fewer than ten (10) nor more than sixty (60) days before the meeting date. In the case of a special meeting, this notice shall also state the purpose or purposes for which the special meeting of Members is called. Notice may be provided in the SDPA newsletter sent to each Voting Member via electronic mail or by other such appropriate means determined by the Board of Directors in compliance with the applicable requirements of the North Carolina Nonprofit Corporation Act.

Section 3.2 Remote Participation in Member Meetings. Notwithstanding Section 3.1, the Board of Directors may determine in its sole discretion whether to hold any annual or special meeting of Members solely via remote communication rather than at a physical location (or whether to make remote communication an option for some Members to attend), provided that the SDPA has implemented reasonable measures to: (a) verify that each person participating remotely

as a Member is in fact the Member; and (b) provide each Voting Member attending the meeting a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Voting Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings.

Section 3.3 Record Date and Voting Member List. The Board of Directors shall set a record date by which the list of Voting Members is finalized for purposes of determining which Members in good standing are entitled to vote and receive notice of the upcoming meeting. Voting Members will have the ability to view such list to the extent required by the North Carolina Nonprofit Corporation Act, subject to any conditions, requirements, or procedures established by the Board of Directors that comply with the applicable requirements of the North Carolina Nonprofit Corporation Act. The record date shall be prior to the date the notice of the meeting of Members is provided pursuant to Section 3.1(c) but shall not be more than seventy (70) days prior to the date that the meeting is scheduled.

Section 3.4 Quorum and Voting. For purpose of meetings of Members, a quorum shall consist of a majority of the Directors then serving on SDPA's Board of Directors plus an additional number of Voting Members at least equal to the number of Directors then serving on SDPA's Board of Directors. Except as otherwise specified in these Bylaws, or as may be required the SDPA's Articles of Incorporation or the North Carolina Nonprofit Corporation Act, the affirmative vote of a plurality of the Voting Members present at a meeting of Members at which a quorum is present shall be necessary and sufficient for the making of decisions by the Members.

Section 3.5 Actions by Written or Electronic Ballots. Any matter submitted to the Voting Members may, at the discretion of the Board of Directors unless otherwise required by these Bylaws, be decided by written or electronic ballots (either in conjunction with a Member meeting or in lieu of a Member meeting), provided that the ballots must comply with the following requirements:

(a) All ballots must: (i) describe the proposed action(s); (ii) contain or request information sufficient to identify the Voting Member, unless secret balloting is required on the proposed action; (iii) provide an opportunity to vote for or against the proposed action(s); (iv) provide instructions on how to cast a vote using the ballot; and (v) specify the time by which the ballot must be received in order to be counted. Submitted ballots may not be revoked.

(b) Voting Member approval by written or electronic ballot shall be valid only when: (i) the number of votes cast by Voting Members equals or exceeds the quorum that would be required to be present at a Member meeting authorizing the action pursuant to Section 3.4; and (ii) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a Member meeting.

ARTICLE IV ELECTIONS

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Section 4.1 Elected Positions. The elected positions of the SDPA include the President-Elect, Vice President, Secretary/Treasurer, between four (4) and (6) six non-officer Director seats on the Board of Directors, one (1) Nominating Committee member, and two (2) AAPA House of Delegates Representatives.

Section 4.2 Terms of Office. The term of office for the President-Elect is three (3) successive years, serving one (1) year as President-Elect, one (1) year as President and one (1) year as Immediate Past President. The term of office for the Vice President, the Secretary/Treasurer, the non-officer Directors, the Nominating Committee member, and the AAPA House of Delegates representative positions shall be two (2) years. The term of office for all other elected Directors and Officers shall be one (1) year. The Vice President and Secretary/Treasurer shall be elected on alternate years. The Directors shall also be elected on alternate years. Despite the expiration of a person's term of office in an elected position, the person may continue to serve in such position until the successor for such position is elected and qualified. The term of office for all elected positions shall begin on July 1 of the appropriate year.

Section 4.3 Eligibility and Qualifications. A candidate for an elected position must be a Fellow Member in good standing of both the SDPA and the AAPA and must retain this status throughout the term during which they serve in such elected position. They must also meet any further conditions or qualifications that may be set forth elsewhere in these Bylaws.

Section 4.4 Self-Declaration of Candidacy. Self-declaration as a candidate for an elected position shall be permitted.

Section 4.5 Election Procedures. The Nominating Committee shall distribute a ballot to the Voting Members on a date determined by the SDPA Board of Directors. These ballots shall comply with the requirements described in Section 3.5.

Section 4.6 Votes Necessary to Elect. A plurality of votes cast by Voting Members shall be necessary and sufficient to elect a person to an elected position, provided that the President, President-Elect, and Immediate Past President will together cast the tie breaking ballots, as needed. In the case that one of those offices is vacant, or the officer feels the need to recuse themselves, the Vice President may be substituted to cast a tie breaking ballot.

Section 4.7 Vacancies in Office.

(a) In the event of a vacancy in the office of President, the President-Elect shall automatically become the President to serve the remainder of the unexpired term and then to serve the successive term as President.

(b) In the event of a vacancy in the office of President-Elect, the Immediate Past President shall assume the duties of such position, but not the formal office, until the Board of Directors fills this vacancy as provided in Section 4.7(c).

(c) All other vacancies occurring among the elected positions of the SDPA, shall be filled by a vote of the majority of the remaining members of the Board, from a slate of

candidates prepared by the Nominating Committee. Persons appointed by the Board of Directors to fill a vacancy in an elected position shall serve in this position for the remainder of the unexpired term of the person being replaced.

Section 4.8 Qualifications for Nomination to President-Elect. Candidates for President-Elect must have been a Voting Member or non-voting Member of the SDPA for at least three (3) years prior to being nominated and a Fellow Member for at least the two (2) years prior to being nominated. By the date the candidate would, if elected, take office, the candidate must have completed three (3) distinct full years of leadership within SDPA, including a minimum of two (2) full years of service on the SDPA Board of Directors. Partial years served will not count toward these qualifications unless the total cumulative number of months served in leadership and/or Board positions is equal to the minimum number of years described in this Section 4.8. These qualifications shall be verified by the Nominating Committee prior to a candidate's name being placed on the official ballot.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 Composition of the Board. The SDPA's Board of Directors shall consist of the President, President-Elect, Vice President, Secretary/Treasurer, Immediate Past President, and between four (4) and six (6) non-officer Directors elected by the Voting Members pursuant to Article IV. Additionally, the CEO/Executive Director serves as an ex-officio, non-voting member of the Board of Directors. Accordingly, there shall be a minimum of nine (9) and a maximum of eleven (11) voting Directors on the Board of Directors, not including the CEO/Executive Director.

Section 5.2 General Powers. Management of the affairs of the SDPA shall be vested in the Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the SDPA under the North Carolina Nonprofit Corporation Act and the Articles of Incorporation, subject to any limitations set forth in the North Carolina Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.

Section 5.3 Specific Duties. Without limiting the generality of Section 5.2 or other duties imposed on the Board of Directors by law, the Board of Directors shall:

- (a) Perform all the duties necessary to achieve and maintain the SDPA's mission and objectives;
- (b) Elect new Board members when vacancies occur in accordance with Article IV of these Bylaws;
- (c) Determine the appropriate dues amounts for membership;
- (d) Hire, evaluate, and direct the duties of the CEO/Executive Director;
- (e) Maintain all properties and financial affairs of the SDPA; and

- (f) Serve as the judicial body of the SDPA in accordance with Article IX.

Section 5.4 Resignation and Removal.

(a) A Director may resign at any time by giving notice thereof in writing to the President or the Secretary/Treasurer. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

(b) A Director (except for the CEO/Executive Director) may be removed prior to the end of their term in accordance with Section 6.3(b).

Section 5.5 Meetings. The Board of Directors may establish a regular meeting schedule as the Board of Directors deems advisable, with times and places to be determined by the President; however the Board of Directors shall meet at least once per year. Special meetings of the Board of Directors may be called at the discretion of the President or at the request of at least two (2) Directors, provided that notice of such special meeting shall be provided to each Director at least forty-eight (48) hours prior to the date fixed for such special meeting. Such notice need not describe the purpose or purposes of the special meeting, and the business that may be conducted at a special meeting is not restricted to any purpose or purposes described in such notice.

Section 5.6 Quorum and Voting. A quorum shall consist of a majority of Directors then serving on the Board. Except as otherwise specified in these Bylaws or as may be required the SDPA's Articles of Incorporation or the North Carolina Nonprofit Corporation Act, the affirmative vote of a simple majority of the Directors present at a Board of Directors meeting at which a quorum is present shall be necessary and sufficient for the making of decisions by the Board of Directors.

Section 5.7 Teleconferencing. One or more Directors may participate in a meeting by means of a conference telephone or similar communications technology by which all Directors participating in the meeting may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at the meeting.

Section 5.8 Action Without Meeting. Except as otherwise provided in these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided all Directors sign and deliver a written consent describing the action to be taken. A written consent and the signing thereof may be accomplished by one or more electronic transmissions, including by email. Unanimous consent in writing shall have the same force and effect as a decision made by vote at a meeting and may be described as such in any document executed by or on behalf of the SDPA.

**ARTICLE VI
OFFICERS**

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Section 6.1 Elected and Appointed Officers. The Officers of the SDPA shall be the President, President-Elect, Vice President, Secretary/Treasurer, Immediate Past President, and the CEO/Executive Director. The President-Elect, Vice President, Secretary/Treasurer shall be elected by the Voting Members in accordance with Article IV. The President and Immediate Past President succeed to their respective offices by virtue of completing their term as President-Elect and President, respectively. The CEO/Executive Director is appointed by the Board of Directors.

Section 6.2 Qualifications and Terms. All officers except the CEO/Executive Director must be Fellow Members in good standing of both the SDPA and the AAPA. The terms of all officers except the CEO/Executive Director shall be as set forth in Section 4.2. The CEO/Executive Director shall serve until removal or resignation.

Section 6.3 Resignation and Removal.

(a) An Officer may resign at any time by giving notice thereof in writing to the President or the Secretary/Treasurer. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

(b) The President-Elect, Vice President, and Secretary/Treasurer may be removed prior to the end of their term by the Voting Members at a special meeting of the Voting Members called for that purpose, provided the number of votes cast to remove the Officer would be sufficient to elect the Officer pursuant to Article IV.

(c) The CEO/Executive Director may be removed by vote of the Board of Directors at a special meeting called for that purpose, provided the removal of the CEO/Executive Director does not affect the contract rights, if any, of the CEO/Executive Director except as may be specified in such agreement.

Section 6.4 Officer Roles and Duties.

(a) President. The President shall organize and conduct meetings and oversee the governance activities including the coordination of Board activities and SDPA publicity, and appoint chairpersons to committees established by the Board of Directors. The President shall serve as the official spokesperson for the SDPA and shall report to the assembled general membership at the annual meeting with an account of the activities of the Board of Directors for the past year.

(b) President-Elect. The President-Elect shall preside at meetings of the SDPA in the absence of the President and succeed to the office of President at the expiration of the President's term, or earlier if that office should become vacant for any reason prior to the completion of the term.

(c) Vice President. The Vice President shall have oversight of the standing committees of the SDPA, assist the President with the appointment of committee chairs and orient

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the committee chairs to the SDPA. The Vice President will also perform such duties as may be assigned by the President or the Board of Directors.

(d) Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of the Board of Directors meetings, execute general correspondence, attest the signatures of the other SDPA officers; be responsible for the proper accounts, property and funds of the SDPA; give a full report to the membership at the annual meeting; and work with the CEO/Executive Director to deposit or direct the deposited monies and other valuables in the name and to the credit of the SDPA with such depositories as may be directed by the Board of Directors. Additionally, the Secretary/Treasurer shall disburse the funds of the SDPA as may be ordered by the Board of Directors; render an account of all transactions upon the request of the Board of Directors; oversee any finance committee created for the purposes of managing the assets of the SDPA; and perform such other duties as may be prescribed by the Board of Directors.

(e) Immediate Past President. The Immediate Past President shall call for nominees for election to the Board of Directors at a time determined by the Board of Directors and oversee the Nominating Committee in the preparation and distribution of a slate of best qualified candidates and then ensure the distribution of ballots to the voting membership and tallying the returned mail ballots. They shall also perform such duties as may be assigned by the President or the Board of Directors.

(f) CEO/Executive Director. The CEO/Executive Director will act as the chief administrative officer of the SDPA. The CEO/Executive Director shall be responsible to the Board of Directors for conducting the affairs of the SDPA and maintaining its headquarters as directed by the Executive Committee and as specified by these Bylaws. The CEO/Executive Director shall serve on all committees and task forces, including the Board of Directors and Executive Committee, as a non-voting ex-officio member. The CEO/Executive Director is required to attend all meetings of the Board of Directors, Executive Committee, and DPAF Board in a non-voting capacity whenever and wherever deemed necessary. The CEO/Executive Director shall have direct supervision and management of all SDPA employees, including the hiring and termination of all Society employees. The CEO/Executive Director shall be responsible for overseeing the execution of the SDPA's policies and procedures, organizing and managing fundraising efforts, aligning personnel with company goals and objectives, and assessing and managing the budget.

ARTICLE VII COMMITTEES

Section 7.1 Committees in General.

(a) Responsibilities. The Board of Directors may establish one or more committees as it deems appropriate and desirable, such as Standing Committees, Special Committees, Task Forces, and/or Advisory Committees (collectively, "Committees"), and designate to each their function and responsibilities. However, no Committee, including any Executive Committee, shall have the authority to bind the Board of Directors or to take any Board action.

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(b) Composition. Except as otherwise provided in these Bylaws, persons appointed to serve on Committees need not be Directors. Except as otherwise provided in these Bylaws, the President shall appoint the chairperson of each Committee, and the newly appointed Committee chairperson, in conjunction with the Vice President, select the remaining Committee members. The members of such committees shall hold office until the appointment of their successors.

Section 7.2 Executive Committee.

(a) Responsibilities. The Executive Committee shall directly oversee the CEO/Executive Director in the management of the SDPA's day-to-day operations and the implementation of policies and procedures established by the Board of Directors. The Executive Committee will also be available as needed to provide input on day-to-day financial decisions within the scope of SDPA's approved budget and agenda items for Board and membership meetings, and to review and recommend organizational policies and procedures for consideration by the Board of Directors.

(b) Composition. The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Immediate Past President of the SDPA, Vice President, and Secretary-Treasurer. Additionally, The CEO/Executive Director shall be an ex-officio (non-voting) member of the Executive Committee and shall be notified about all Executive Committee meetings, provided the Executive Committee reserves the right to meet outside of the presence CEO/Executive Director as necessary to review and discuss the performance of the CEO/Executive Director.

Section 7.3 Nominating Committee.

(a) Responsibilities. The Nominating Committee shall carry out such duties and responsibilities as are set forth in these Bylaws or otherwise established by the Board of Directors. Such duties and responsibilities shall include:

(i) Receiving applications from potential candidates seeking nomination and/or endorsement for the positions of president-elect, secretary-treasurer, directors, and the AAPA House of Delegates representative.

(ii) Evaluating all candidates seeking nomination according to the qualification criteria set forth in these Bylaws and according to such other selection guidelines as may be established by the Board of Directors; and

(iii) Endorsing a single or multiple slate of candidates for each nominated position.

(b) Composition. The Nominating Committee is composed of three (3) members of which one is elected by plurality vote during the SDPA elections. One member is appointed by the Board of Directors. The Immediate-Past President shall Chair the committee and fill the remaining one seat. Nominating Committee candidates should pre-declare their candidacy;

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however, write-in candidates, and nominations and self-declarations from the floor will be accepted at the time of elections.

(c) Eligibility and Qualifications. Nominating Committee members may not run for any of the positions they are evaluating for the upcoming election. Additionally:

(i) A candidate must have accumulated at least five distinct years of recognized leadership experience in the past seven years through service to the SDPA, an SDPA constituent organization or an SDPA affiliated organization. Examples include, but are not limited to, SDPA elected office or Committee Chair, service in the AAPA (task force, House of Delegates, or liaison) and the Dermatology PA Foundation.

(ii) Any calendar year or Academy year in which the candidate served in more than one area of professional involvement shall be counted as one distinct year of experience.

(iii) Past Presidents of the SDPA are eligible for service on the Nominating Committee solely by the virtue of past proven service and dedication to the organization and will not be held to the leadership requirements listed above.

(iv) With the exception of the Board-appointed member and Immediate Past President, a Nominating Committee member cannot hold any other elected office or committee chair position in the SDPA during the time of service on the Nominating Committee.

(d) Terms. The term of service for elected and appointed members of the Nominating Committee shall be two (2) years. Terms shall be staggered. Individuals appointed to temporarily fill a vacancy shall be eligible to run for the vacated seat. The unexpired term the appointee previously filled shall not be counted as a filled term for purposes of determining committee tenure.

(e) Vacancies. Nominating Committee vacancies shall be filled by appointment of the Board of Directors. In the case of the elected member, if greater than one (1) year remains in the term, the vacancy will be filled with a temporary appointment by the Board of Directors and the office will be placed on the next eligible ballot. The winner of this election will fill the remainder of the term and remain eligible to run for the full 2-year term at the scheduled time.

ARTICLE VIII HOUSE OF DELEGATES

Section 8.1: Election of the SDPA Delegate. Annually in conjunction with the election of the Board of Directors, the SDPA's Voting Members shall elect a Junior Delegate to the House of Delegates of the AAPA. The term of office shall be for two years as defined in ARTICLE V, Section 2 and shall begin on July 1 of each year. The SDPA's Board of Directors shall promulgate and establish rules and procedures for the conduct of the SDPA Delegate to the AAPA House of Delegates.

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Section 8.2 Senior Delegate. The newly elected SDPA Delegate will serve the first year of the individual's term as a Junior Delegate. Upon completion of this first year, the remainder of the delegate's term will be served as a Senior Delegate. The Senior Delegate shall attend the meetings of the SDPA's Board of Directors as an ex-officio, non-voting member of the Board, and make an annual report to the membership.

Section 8.3 Eligibility. No individual shall be eligible to serve as the SDPA Delegate unless the individual is a Fellow Member in good standing of both the SDPA and the AAPA (See appropriate AAPA Policy in Section H-SR, Standing Rules).

Section 8.4 Alternative and Interim Delegates. The Board of Directors may appoint Alternate Delegates from a slate of candidates prepared by the Nominating Committee and may appoint an Interim Delegate to fill a vacated delegate position for the duration of that term, subject to the appropriate AAPA Standing Rules and applicable provisions of these Bylaws.

ARTICLE IX JUDICIAL AFFAIRS

Section 9.1 Bylaws Review. The Board of Directors shall review these Bylaws approximately every two (2) years or as necessary to assure consistency, appropriateness, and applicability of the terms and policies set forth therein.

Section 9.2: Election Challenges. The Board of Directors shall investigate any challenged election and make the final decision as to the action taken on the election challenge. This process must be completed and the members notified, if appropriate, within eight weeks following the challenge.

Section 9.3: Termination of Membership Due to Violations of Policy or Ethical Standards. The Board of Directors shall have the right to terminate the membership of any person that the Board reasonably deems to have violated SDPA Bylaws or policy, or who the Board reasonably deems have acted in a manner that is in violation of accepted professional and ethical standards.

Section 9.4 Revocation of License. Any individual who currently has their health care professional license, certificate of registration, or temporary permit revoked as a result of a final adjudicated disciplinary action for violation of their respective professional practice statute or regulations, shall have their SDPA membership automatically revoked during the period of that sanction, and shall be ineligible to apply for SDPA membership during the period of that sanction.

ARTICLE X DISSOLUTION

Section 10.1 Procedure for Authorizing Dissolution. The dissolution of the SDPA may

be authorized by a vote of a majority of all Directors then serving on the Board, subject to the approval by the Members through a vote of at least two-thirds (2/3) of all votes cast on the amendment(s) at a meeting of Members at which a quorum is present or an equivalent number of Member votes by ballot pursuant to Section 3.5.

Section 10.2 Distribution of Assets Upon Dissolution. The distribution of assets upon dissolution of the SDPA is governed by the requirements set forth in the SDPA's Articles of Incorporation and the North Carolina Nonprofit Corporation Act, as each may be amended from time to time.

ARTICLE XI NOTICES

Section 11.1 Form; Delivery. Any notice required or permitted to be given to any Voting Member, Director, or Officer shall be given in writing, either by email, personal delivery, United States Postal Service, or by paid commercial courier, addressed to the recipient at the recipient's latest known address or email address as it appears in the records of the SDPA. Notices shall be deemed to be given at the time they are delivered to the address or email address of the named recipient as it appears in the records of the SDPA.

Section 11.2 Waiver of Notice Requirement; Effect of Attendance. Whenever any notice is required to be given by the SDPA's Articles of Incorporation, these Bylaws, the North Carolina Nonprofit Corporation Act or other applicable law, a written waiver of the notice requirement signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent of the giving of such notice. In addition, any Voting Member, Director, or Officer who attends a Member or Board meeting, as applicable, shall be deemed to have had timely and proper notice of the meeting, unless such person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE XII MISCELLANEOUS

Section 12.1 Amendments. These Bylaws may be amended by a vote of a majority of all Directors then serving on the Board, subject to the approval by the Members through a vote of at least two-thirds (2/3) of all votes cast on the amendment(s) at a meeting of Members at which a quorum is present or an equivalent number of Member votes by ballot pursuant to Section 3.5.

Section 12.2 Parliamentary Procedures. The Board of Directors may adopt and amend rules of parliamentary procedure governing meetings of the SDPA's Membership and Board of Directors, provided that any such rules of parliamentary procedure must be consistent with the SDPA's Articles of Incorporation and these Bylaws, as each may be amended from time to time.

Section 12.3 Other Policies and Procedures. The Board of Directors may adopt and amend additional policies and/or procedures, apart from these Bylaws, on such operational,

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governance, compliance, or other matters as the Board of Directors deems appropriate, including but not limited to policies that define the SDPA's beliefs, philosophy, or values, its position on issues relating to external health care delivery, or that recognize pertinent social issues, provided that any such policy or procedure must be consistent with the SDPA's Articles of Incorporation and these Bylaws, as each may be amended from time to time.

Section 12.4 Support for State Affiliations. The Board of Directors may promote the development of state affiliations of physician associates/assistants that have strong interest in or a practice emphasis in dermatology. This may include the development of model bylaws and policy, offering support in the establishment of an organizational structure and representation of the profession in a unified and effective manner on a national level.

Section 12.5. Liabilities. To the fullest extent permitted by applicable law, no Member of the SDPA is personally liable for the debts, liabilities, or obligations of the SDPA.

Section 12.6 Books and Records. The SDPA shall maintain: (a) books and records of accounts and minutes of the proceedings of its Voting Members and Board of Directors; (b) executed consents evidencing all actions taken by the Voting Members and Board of Directors without a meeting; and (c) waivers of notice of all meetings of the Voting Members and Board of Directors. In addition, the SDPA shall keep copies of all records required to be kept under the North Carolina Nonprofit Corporation Act or the Internal Revenue Code.

Section 12.7 Fiscal Year. The fiscal year of the SDPA shall begin on January 1 and end on December 31 each year. The fiscal year may be changed from time to time by amending these Bylaws.

CERTIFICATION OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of the SDPA, and that the foregoing amended and restated Bylaws, comprising twelve Articles in fourteen pages, constitute the Bylaws of the SDPA as approved by the SDPA's Board of Directors on April 20, 2024, and adopted by the SDPA's Members on June 7, 2024, and supersedes any and all prior versions of the SDPA's Bylaws in their entirety.



Sarah Vicari MMS, PA-C
SDPA Secretary/Treasurer