# BYLAWS OF THE <br> SECTION OF DERMATOLOGY AND DERMATOLOGIC SURGERY <br> OF <br> <br> THE ALBERTA MEDICAL ASSOCIATION 

 <br> <br> THE ALBERTA MEDICAL ASSOCIATION}

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Approved:

## SECTION OF DERMATOLOGY AND DERMATOLOGIC SURGERY (the "Section")

OF THE

ALBERTA MEDICAL ASSOCIATION (CMA Alberta Division) (the "Association")
MADE EFFECTIVE THIS $\qquad$ DAY OF $\qquad$ 2023

## ("Section Bylaws")

### 1.0 Title

1.1 The Section shall be known as the Section of Dermatology and Dermatologic Surgery of the Alberta Medical Association (CMA Alberta Division), and hereafter in these Section Bylaws shall be referred to as the "Section".
1.2 Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Bylaws of the Association.

### 2.0 Purposes

2.1 In addition to the duties, objects and purposes of Sections as may be set forth from time to time in the Bylaws of the Association, the purposes of the Section are

- to advance the scientific, educational, professional and economic well-being of its members;
- to serve and further the objects, needs and interests of the Association and the Canadian Medical Association;
- to represent and advocate for the Section in an effective manner as necessary and appropriate, including to the Representative Forum, the Board of Directors and committees of the Association;
- to elect the requisite members to the Representative Forum of the Association in accordance with the Bylaws of the Association; and
- to work with other appropriate organizations with common goals and purposes to further the interests of Section members and the Association.


## $3.0 \quad$ Jurisdiction

3.1 The activities of the Section are to be mainly carried on in the Province of Alberta.

### 4.0 Office

4.1 The office of the Section shall be at such a place in Alberta as the Section Executive may from time to time determine (the "Office").

### 5.0 Membership

5.1 The Section must be established, and at all times maintain compliance with, Association policies in connection with establishment of sections as may be in force from time to time, and the applicable provisions of the Association Bylaws, unless exempted from this requirement by the Association.
5.2 Section membership shall consist of the following categories: Voting Members and NonVoting Members.
5.3 The qualifications for each class of Section membership shall be as follows:

## a) Voting Members

A Voting Member of the Section ("Voting Member") shall be a Full Member of the Association in good standing who dedicates more than fifty percent ( $50 \%$ ) of their practice to the practice of Dermatology and Dermatologic Surgery as certified by the Royal College of Physicians and Surgeons of Canada. They must also be a regulated member in good standing of the College of Physicians and Surgeons of Alberta. In the event of a dispute in relation to the allocation of a member's practice, the discretion rests with the Section Executive to determine if a Member of the Association qualifies as a Voting Member of the Section.
b) Non-Voting Members
i) Associate Members

An Associate Member of the Section ("Associate Member") shall be a Member of the Association in good standing, with an interest in the Section and/or the practice of Dermatology and Dermatologic Surgery, but who does not dedicate more than fifty percent ( $50 \%$ ) of their practice to that practice.
ii) Senior Members

A Senior Member of the Section ("Senior Member") shall be a Member of the Association in good standing with an interest in the Section and/or the practice of Dermatology and Dermatologic Surgery, who has retired from the practice of the profession.

## iii) Honorary

Honorary membership may be offered to persons who have made a significant contribution to Dermatology and Dermatologic Surgery by research or other means. A nominee for Honorary Member of the Section ("Honorary Member") shall be approved by a unanimous vote of the Section Executive.
iv) Resident Members

A Resident Member of the Section ("Resident Member") shall be a Member of the Association in good standing, who is a resident practicing or with an interest in Dermatology and Dermatologic Surgery.
5.4 For the purposes of these Section Bylaws, Associate Members, Senior Members, Honorary Members and Resident Members shall be referred to collectively as "Non-Voting Members" (singular: "Non-Voting Member").

### 6.0 Rights of Members

6.1 Voting Members in good standing shall enjoy all rights of membership in this Section, including but not limited to voting privileges, the right to elect a member and be elected to the Representative Forum, the right to be elected to Section office, and the right to serve on committees of the Section.
6.2 Non-Voting Members in good standing shall enjoy all the rights of Voting Members except voting and election to office.
6.3 Section Members are not in good standing if they have been suspended pursuant to Article 8.3 or Article 8.4. Section Members not in good standing enjoy none of the rights of membership in the Section which they would ordinarily possess.
6.4 A Voting Member or a Non-Voting Member of the Section may enjoy membership in one or more other Sections of the Association, provided the member so qualifies, but a Voting Member may only maintain voting rights in one Section of the Association. The Voting Member must elect, on an annual basis, in which Section they choose to maintain an Active membership and exercise voting rights.

### 7.0 Membership Dues

7.1 Membership dues for Voting Members shall be determined and reviewed annually and any adjustments to the membership dues shall be approved by a majority at the Annual General Meeting. Membership dues shall be at a minimum those dues payable and paid to the Association for membership in the Association.
7.2 The Section Executive may, with the approval of a majority of the Voting Members, levy dues on Non-Voting Members as may be required for the day-to-day administration of the Section. In such a case, the Section Executive may, with the approval of a majority of the Voting Members, determine sub-classes of Non-Voting Members which are exempt from any dues requirement.

### 8.0 Suspension, Expulsion and Resignation of Members

8.1 A member of the Section may resign by notice in writing signed by such member and delivered to the President of the Section with a copy to the Executive Director of the Association.
8.2 A Section member shall be expelled from the Section if that member is no longer a Member of the Association, or in the case of Voting Members of the Section, a regulated member in good standing of the College of Physicians and Surgeons of Alberta.
8.3 A Member may be suspended by the Section Executive for failure to reasonably carry out duties to which the Member has been elected or appointed. A suspended Member is no longer in good standing with the Section.
8.4 A Voting Member shall be deemed delinquent if dues, as provided under Article 7.0, owing remain unpaid for three (3) months after their due date and the Voting Member's rights, including but not limited to voting rights, shall be suspended until such time as the delinquent dues are paid in full. During this period of suspension, the Voting Member is no longer in good standing with the Section. Should the Section Executive have levied dues on Non-Voting Members pursuant to Article 7.2, this Article shall apply equally to NonVoting Members of the Section.
8.5 Voting Members who resign or are expelled from the Section are nevertheless not entitled to become Voting Members of another Section other than pursuant to the applicable processes of the Association.

### 9.0 Ethics and Privacy

9.1 The Code of Ethics of the Section shall be that of the Association as adopted from time to time. Membership in the Section shall imply acceptance of such Code of Ethics as a guide to professional conduct.
9.2 The Section shall adhere to such privacy guidelines as may be adopted by the Association for Section purposes from time to time.

### 10.0 Meetings

10.1 Subject to Article 10.2.1, the meetings of the Section shall be held in whole or in part on such occasions, and with such frequency, as shall be determined by the Section Executive.

### 10.2 Annual General Meeting

10.2.1 The Section shall hold an Annual General Meeting for all Section members. The date and place of such meeting shall, whenever possible, be coincident with the annual general meeting of the Association but in any event shall be determined by the Section Executive, and communicated to the membership in accordance with Article 10.2.4.
10.2.2 The Section Annual General Meeting shall be chaired by the Section President or their designate.
10.2.3 The order of business at the Annual General Meeting shall be as follows:
(1) Approval of the Agenda
(2) Approval of minutes of the previous meetings
(3) Business arising from the minutes
(4) Report of the Secretary/Treasurer
(5) Report of the President
(6) Report of the Representative Forum Member
(7) Report of Committees (if applicable)
(8) Written Communications
(9) New Business
(10) Nominations (at the Annual General Meeting only)
(11) Election of Officers
(12) Appointment of Committees
(13) Next Meeting
(14) Adjournment
10.2.4 Notice of an Annual General Meeting, and of change of dates of an Annual General Meeting, must be issued by Mail (standard or electronic) to the Mailing Address of each Section member at least 14 days prior to the date fixed upon for such meeting. A notice of a meeting shall detail the time and place of the meeting and the nature of the business to be conducted.
10.2.5 The Annual General Meeting shall be open to guests who have been invited to speak and introduced by a member of the Executive after approval by the Executive prior to the Annual General Meeting. Guests shall be permitted to take part in the discussions at the Annual General Meeting, but shall not be permitted to vote. Further, with the approval of the Executive prior to or during the Annual General Meeting, visitors or observers may be introduced at the Annual General Meeting by a member of the Section, but they may not be part of the discussion nor may they vote.
10.2.6 A quorum at all meetings of the Section membership or Section committees shall consist of those Voting Members in good standing present after the meeting has been duly constituted, provided that such Voting Members must include either the President or their designate.

### 10.3 Extraordinary Meetings of the Membership

10.3.1 An Extraordinary Meeting of the membership may be called by the President, or upon written request of the lesser of at least fifteen (15) Voting Members of the Section or fifteen (15\%) per cent of the Voting Members of the Section. Extraordinary Meetings shall be held at such time and place as the President may determine.
10.3.2 When called by the President, the special general meeting shall be held within 30 days of receiving the written request unless the purpose of such meeting is for the repeal, alteration or amendment to the Bylaws which require 30-day notice. In that case, the special general meeting shall be held within 60 days of receiving the written request.
10.3.3 A notice of an Extraordinary Meeting shall be issued in accordance with Article 10.2.4, and shall contain sufficient details of the nature of the business to be conducted and the
motion(s) to be placed before those Members in attendance to enable those Members to adequately prepare for such meeting.
10.3.4 Quorum for Extraordinary Meetings shall be determined in accordance with Article 10.2.6.

### 10.4 Section Executive Meetings

10.4.1 The Section Executive shall designate the time and place of its regular meetings. The Section Executive shall meet as required to effectively perform their responsibilities and the work of the Section, but at minimum shall schedule no fewer than one (1) meeting per fiscal year. Special Meetings of the Section Executive may be called upon notice by the President and shall be called by the President upon request to the President in writing by any two (2) members of the Section Executive. Section Executive members shall receive at least two (2) days advance written notice of a Special Meeting. The notice shall state the time and place of the Special Meeting and the business to be transacted.
10.4.2 Notice of any Special Meeting of the Section Executive may be waived in writing before or after the meeting. Attendance at any meeting of the Section Executive, whether a Special Meeting or otherwise, constitutes waiver of notice of the meeting unless attendance is for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened.
10.4.3 Each member of the Section Executive shall have one vote at meetings of the Section Executive. The Section's President shall act as Chair, unless unavailable, in which case another Executive member as designated by the President shall chair the meeting. The Chair shall not vote except in the event of a tie, when he/she shall have the deciding vote.
10.4.4 Any action required or permitted to be taken by a vote at any meeting of the Section Executive may be taken without a meeting and without advance notice if a majority of the members of the Section Executive in office at the time the action is taken consent in writing to the action. Written consent to an action shall be deemed sufficient if given by facsimile or internet electronic message. Prompt notice of the consent action shall be given to Section Executive members who did not consent in writing. The written consents shall be filed with or documented in the minutes of the proceedings of the Section Executive which minutes shall be provided at the next Section Executive meeting. Such consents shall have the same effect as a vote of the Section Executive for all purposes.
10.4.5 A quorum at all Section Executive meetings shall consist of a Chair and majority of the other members of the Section Executive.

### 10.5 Minutes

10.5.1 Minutes shall be kept of all meetings of the Section, committees of the Section, and of the Section Executive, and shall be maintained by the Section Executive at the Office for the inspection by any member of the Section.
10.5.2 A copy of the minutes of all Section meetings, Section committee meetings, and Section Executive meetings shall be forwarded to the Association at the request of the Executive Director of the Association.

### 10.6 Proceedings

10.6.1 All meetings of the Section, the Section Executive and committees of the Section shall be conducted in accordance with guidelines for the conduct of meetings as may be adopted or endorsed by the Association for the purpose of Association meetings from time to time.
10.6.2 When a quorum is present, all questions at meetings of the Section's membership, of the Section Executive and of Section committees shall be determined by an affirmative vote of not less than a majority of those members entitled to vote present and voting, except as provided otherwise in these Section Bylaws.

### 10.7 Electronic Meetings

10.7.1 Members of the Section, the Section Executive, or any committee of the Section, may participate in a meeting of the Section, the Section Executive or any committee of the Section by means of teleconference, video conference or similar communications equipment by virtue of which all persons participating in the meeting may hear each other, if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Article 10.7 shall constitute presence in person at such meeting.
10.7.2 The Section Executive retains the discretion to require any meeting of the Section, including the Annual General Meeting, to be in person, including but not limited to where technological issues preclude the effective running of a meeting by electronic means.

### 11.0 Officers and Executive

11.1 The Section Officers shall comprise the Section Executive. The Section Officers shall consist of the following: the President, Vice President and Secretary/Treasurer. In addition, the Section Officers shall also comprise such additional Voting Members designated as such by the Section Executive with the approval of a majority of Voting members. Section Officers are to be elected at the Annual General Meeting of the Section.
11.2 All Section Officers must be Voting Members of the Section and a Voting Member may not hold more than one office simultaneously. Particulars of the Section Officers shall be provided to the Executive Director of the Association, annually or upon request by the Executive Director of the Association. Notwithstanding the titles designated by the Section Executive and/or these Bylaws to the Section Officers, each of the roles detailed under Article 12 must be fulfilled by a duly elected Section Officer.
11.3 The Section Executive shall conduct the business of the Section between meetings of the Section's membership within any policies established by the Section membership.
11.4 Actions of the Section Executive between meetings of the Section's membership shall be reported at the Annual General Meeting.
11.5 The Section Executive may appoint any Voting Member of the Section as an Officer to serve until the next Annual General Meeting in the event of death, disability, removal or resignation of the Secretary/Treasurer or Additional Member(s) of the Executive.

### 12.0 Duties of the Officers

12.1 Except where specifically assigned to a particular Officer below, the Section Executive has the discretion to allocate the duties outlined in this Article as amongst the Section Officers.

### 12.2 The President

12.2.1 The Section's President shall preside over all meetings of the Section, enforce due observance of the Section Bylaws and perform such other duties as usually pertain to this office and such duties as are assigned by these Bylaws or from to time, by the Section Executive. The President may execute documents on behalf of the Section or Section Executive only upon prior approval of the documents by the Section Executive.
12.2.2 The President shall be an ex officio member of all Section committees.
12.2.3 The President shall have joint signing authority with Secretary/Treasurer in relation to any and all bank accounts or any other financial interests of the Section.

### 12.3 The Vice President

12.3.1 The Vice President shall assist in the performance of the President's duties, shall be responsible for such other duties as the President or Section Executive may assign and, in the absence of or at the request of the President, shall preside at meetings and perform such other functions as are the duties of the President.
12.3.2 In the event of the office of the Section President becoming vacant, the Vice President shall serve also as acting President and in that capacity shall assume all the powers and duties of the President during the unfinished portion of that Presidential term.
12.3.3 In the event of the office of Vice President becoming vacant, an election shall be held at the next Annual General Meeting and the vacancy addressed in accordance with Article 13.3.3.

### 12.4 The Secretary/Treasurer

12.4.1 The Section's Secretary/Treasurer shall receive and take charge of all monies belonging to the Section.
12.4.2 The Secretary/Treasurer shall pay all bills and liabilities of the Section from Section finances.
12.4.3 The Secretary/Treasurer shall make an annual report of the finances of the Section or when requested by the Section Executive and, when so directed, account for and deliver over to the Section Executive all monies and securities belonging to the Section.
12.4.4 The Secretary/Treasurer shall prepare an annual budget for the Section Executive at an appropriate time as determined by the Section Executive, and the Section Executive shall make that annual budget available to the Section Members in its discretion.
12.4.5 The Secretary/Treasurer shall have joint signing authority with the President in relation to any and all bank accounts or other financial interests of the Section.
12.4.6 The Secretary/Treasurer shall keep an up-to-date list of the Section's membership. The Secretary/Treasurer or designated Section Officer may execute documents on behalf of the Section Executive or the Section only upon prior approval of the documents by the Section Executive.
12.4.7 The Secretary/Treasurer shall notify the Section membership of all Section meetings pertaining to them.
12.4.8 The Secretary/Treasurer shall ensure the keeping of minutes of all the Section meetings and meetings of the Section Executive and have charge of documents and of the printing and distribution of reports and announcements and the provision of same to the Association in accordance with the Bylaws of the Association and in accordance with these Section Bylaws.
12.4.9 The Secretary/Treasurer shall keep a record of these Section Bylaws, reports of committees, and advice, instructions, actions and appointments, be responsible for correspondence of the Section and, in general, perform the duties that ordinarily pertain to the office of Secretary/Treasurer.
12.4.10 The Secretary/Treasurer shall secure from the Chair of each committee before the Section's Annual General Meeting, a written report of the committee's deliberations during the year.
12.4.11 The Secretary/Treasurer shall notify all officers and members of committees of their appointments and their duties in connection therewith.
12.4.12 The Secretary/Treasurer shall publish the official program of the Section's Annual General Meeting.
12.4.13 The Secretary/Treasurer shall be responsible for the organization of the Section's Annual General Meeting.
12.4.14 The Secretary/Treasurer or designated Section Officer may request the Section President to appoint one of the other members of the Section Executive, or another Voting Member, to assist the Secretary/Treasurer by coordinating preparations for the Section's Annual General Meeting.

### 12.5 Other Executive Duties

12.5.1 Elected Section Executive members may be appointed by the Section Executive to the position of Delegate to the Representative Forum. A Section Officer may also serve as Delegate and this is not considered holding a second office in contravention of Article 11.2.
12.5.2 In the event that a designated Delegate is unable to attend any meeting of the Representative Forum, the President shall be entitled to appoint any Voting Member of the Section to attend in the Delegate's place.

### 13.0 Election of Officers and Delegates

### 13.1 Election Procedures

13.1.1 The Section shall establish its own rules of procedure regarding elections of Section Officers and Delegates, subject to the provisions of the Bylaws of the Association, and the below.
13.1.2 Elected roles are assumed immediately upon conclusion of the AGM at which the election took place.

### 13.2 The President

13.2.1 The President shall be elected at the Annual General Meeting of the Section, or pursuant to a process agreed to by a majority of the Voting Members of the Section.
13.2.2 The President shall hold office for a period of two (2) years and shall be eligible for reelection to the same or different office at the expiration of their term of office.
13.2.3 A vacancy in the office of President shall be addressed in accordance with Article 12.3.2.

### 13.3 The Vice President

13.3.1 The Vice President shall be elected at the Annual General Meeting of the Section, or pursuant to a process agreed to by a majority of the Voting Members of the Section.
13.3.2 The Vice President shall hold office for a period of two (2) years and shall be eligible for re-election to the same or different office at the expiration of their term of office.
13.3.3 If a vacancy arises in the office of the Vice President, the Section Executive is empowered to appoint any Voting Member as an Additional Member of the Executive to assume the role and responsibilities of the Vice President for a term ending at the next scheduled Annual General Meeting, at which time an election will be held for the role of Vice President. When required, the Section Executive will make a proposal at that Annual General Meeting, subject to the approval of the Voting Members, to address the vacancy in the position of Vice President and any other Presidential offices as the Section Executive deems necessary.

### 13.4 The Secretary/Treasurer

13.4.1 The Secretary/Treasurer shall be elected at the Annual General Meeting of the Section.
13.4.2 The Secretary/Treasurer hold office for a period of two (2) years and shall be eligible for re-election to the same or different office at the expiration of their term of office.
13.4.3 A vacancy in the office of Secretary/Treasurer shall be addressed in accordance with Article 11.5.

### 13.5 Nomination and Election of Voting Members as Officers and Delegates

13.5.1 The Section Executive shall constitute a nominating committee for the Section, but additional nominations may be made by any Voting Member of the Section at or before the Annual General Meeting at which the Section Officers are to be elected.
13.5.2 The nominee receiving the most votes for the particular office being considered shall be elected.
13.5.3 In the event a position remains vacant on the Section Executive following a duly conducted election process for Section Officers, the Section Executive may appoint any Voting Member of the Section to the vacant Officer position to serve until the next Annual General Meeting, at which time an election will be held to fill the remaining term of the vacancy.

### 13.6 Removal of Elected Officers

13.6.1 A Section Officer or Delegate may be removed from his/her position by a seventy-five percent ( $75 \%$ ) majority vote of the Voting Members present and voting on a properly constituted resolution at the Annual General Meeting or at an Extraordinary Meeting. In order to be properly constituted, the Section Executive must have received notice of the proposed resolution in accordance with Articles 10.2.4 or 10.3.3, as applicable.

### 14.0 Delegate(s) on Representative Forum

14.1 The Section shall elect a Voting Member of the Section, as nominated pursuant to Article 13.5.1, to the Representative Forum of the Association for a term of two (2) years. The elected Delegate shall be eligible for re-election.
14.2 In the event of a vacancy in the position of an elected Section Delegate, the Section Executive will appoint an elected member of the Executive to serve as the Section Delegate for the remainder of the two (2) year term.
14.3 In the event that a Section Delegate is unable to attend a meeting of the Forum, the Section Executive may appoint another Voting Member of the Section to attend that meeting as Section Delegate for that meeting. A Section Delegate appointed in accordance with this Article 14.3 attending a meeting of the Forum in place of a Section Delegate shall have the right to vote at that meeting.
14.4 The Section's Delegate(s) shall be required to report to the Section Executive from time to time or as requested by the Section Executive.

### 15.0 Committees

15.1 To accomplish the objectives of the Section, certain activities may be effected more expeditiously by delegating to a committee consisting of Voting Members, or, with the approval of a majority of the Voting Members pursuant to a properly constituted resolution at the Annual General Meeting or at an Extraordinary Meeting, Non-Voting Members of the Section. Section committees may be constituted from time to time as considered appropriate or essential by the Section Executive. The Section Executive shall define the purpose of such committee and may prescribe specific powers and duties for a committee.
15.2 Section committees shall report to the Section membership at the next Annual General Meeting.

### 16.0 Funds

16.1 Funds for use of the Section shall be raised and administered in such a manner as may be deemed appropriate by the Section Executive including the imposition of special levies on the Section membership. A statement of account shall be included in the annual report of the Secretary/Treasurer to the Annual General Meeting of the Section.
16.2 A complete record of finances of the Section shall be maintained in an up-to-date fashion by the Secretary/Treasurer and shall be made available to any member of the Section upon written request.

### 17.0 Financial Year

17.1 The financial year of the Section shall be October 1 to September 30.

### 18.0 Amendments

18.1 These Bylaws shall only be repealed, added to, or amended by a seventy-five percent (75\%) majority vote of the Voting Members of the Section present and voting at the Annual General Meeting of the Section, or at an Extraordinary Meeting properly called for that purpose.
18.2 Any Voting Member who intends to introduce a motion to amend the Bylaws shall first submit a copy of motion with the name of a proposed seconder to the President at least 120 days before the date of the Annual General Meeting at which the motion is to be introduced.
18.3 Any motion to repeal, add to, or amend the Bylaws shall be considered only if notice of the motion has been sent by the designated member of the Section Executive for giving notice to all Voting Members, at least 30 days before the Annual General Meeting at which it will be considered.
18.4 Any and all proposed bylaws or amendments thereto shall be consistent with the Bylaws of the Association.

### 19.0 Membership in Societies or Other Organizations

19.1 Nothing in these Bylaws should be construed as preventing members of the Section and/or other physicians practicing Dermatology and Dermatologic Surgery from forming or maintaining a Society or other organization to further the interests of those individuals.
19.2 Where such a Society or other organization either is, or comes into, existence, the Section shall ensure that the business operations, minutes and finances of the Section are maintained separately from those of the Society or other organization.
19.3 Where meetings of the Section and Society or other organization are held jointly or in succession, the Section shall ensure that attendance at Section meetings is restricted to Members of the Section as provided for in these Bylaws and that business conducted at those Meetings is restricted to business of the Section.

### 20.0 Authority

20.1 In the event of a dispute or conflict between these Bylaws and the Bylaws of the Association, these Bylaws shall be considered subordinate to the Bylaws of the Association.

### 21.0 Reporting

21.1 The Section will promptly provide such reports to the Association from time to time as the Executive Director of the Association shall request, acting reasonably.

### 22.0 Dissolution

22.1 In the event of dissolution of the Section, this process will be governed by the applicable provisions of the Bylaws of the Association.
22.2 In the event of dissolution of the Section, all liabilities and obligations shall be paid or adequate provision made for payment. Remaining assets shall revert to the Association.

### 23.0 Rules and Regulations

23.1 The Section shall adopt such rules and regulations consistent with these Bylaws as may be necessary for the proper conduct of its work, subject to any requirements of the Bylaws of the Association.

