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Revised: Board of Directors – 8/8/12
Revised: Board of Directors – 5/16/15
Revised: Board of Directors – 5/21/16
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Revised: Board of Directors – 3/10/25

Advisory Board Organizational and Operational Guidelines

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

Article I Mission and Authority

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

The mission of the Advisory Board is to protect, promote, and preserve the interests of the individual practitioner of dermatology by:

1. Providing a forum for AAD/A members to present policy proposals for consideration by the AAD/A Board of Directors; and
2. Serving as a conduit of information between the AAD/A Advisory Board, the represented societies, and the AAD/A Board of Directors; and
3. Disseminating information on AAD/A policies and other issues vital to AAD/A members’ patients and practices.

Article II Composition

Section 1 **Constituent Societies**

The Advisory Board is comprised of up to two Fellows of the AAD/A (Representative and Alternate Representative) from each of its constituent societies as defined in Article VI, Section 8 of the AAD/A Bylaws. Constituent societies will be members of the Advisory Board after:

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

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Executive Committee.

Constituent societies must be located within the United States, except for the Canadian Dermatology Association. Constituent society representatives must be a member of the society that he or she represents as well as a member of the AAD/A. The appointment of the representative is at the discretion of the society.

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

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

Further, a society may not have membership requirements beyond those for a Fellow member of the AAD, excepting pertinent geographic membership requirements.

Section 2

Advisory Board Executive Committee

The Advisory Board Executive Committee shall consist of seven elected voting members from among the representatives of the constituent societies, as well as, the Advisory Board Chair, the Vice Chair, and when applicable, the Chair-Elect and Vice Chair-Elect. The AAD/A Vice President (who serves as the Board of Directors Liaison) will serve as a non-voting, ex-officio member of the Advisory Board Executive Committee. The Immediate Past Chair shall also serve as ex-officio, non-voting member of the Advisory Board Executive Committee for one year following his or her term as Advisory Board Chair. The Appointment Selection Committee shall appoint one (1) resident to serve a term concurrent with their residency. The resident member will serve as a non-voting member on the Advisory Board Executive Committee.

The Reference Committee Chair shall serve as ex-officio, non-voting member of the Advisory Board Executive Committee. If the Reference Committee chair was previously elected to the Advisory Board Executive Committee, he or she retains a vote during the balance of their elected term.

As the leadership of the Advisory Board, the Advisory Board Executive Committee will model leadership behaviors such as, strong communication skills (listen more than speak, draw out quiet members, curb domineering members, and build consensus), be self-confident with a positive attitude and always act in a professional manner.

Section 3

Limitation on Multiple Roles

Except for the Advisory Board Chair and the Board of Directors Liaison, no person may concurrently serve as a director or officer of the AAD/A. Advisory Board officers may not serve as a constituent society representative. Officers of the Advisory Board are the Chair, Chair-Elect, Vice Chair and Vice Chair-Elect.

Article III Representatives and Elections

Section 1

Constituent Society Representatives

Each constituent society shall identify a representative, by whatever mechanism best suits that society's organization, to serve on the Advisory Board for a minimum term of two years. The constituent society may change its representative prior to expiration of the two-year term at its discretion. The constituent society shall notify the Advisory Board of any change in representation within 2 weeks of such change.

The representative must be a Fellow in good standing with the Academy and a member of the constituent society. An Advisory Board representative should plan to:

- Serve in this position for a minimum of two (2) years.
- Attend, annually, the **two** General Business meetings of the Advisory Board (in conjunction with the AAD Annual and Innovation Academy Meetings).
- Provide a short presentation to its membership at its society's annual meeting; and
- Facilitate a discussion of pending Advisory Board resolutions with members of its society prior to biannual Advisory Board business meetings.

In addition, representatives may be asked to assist other members of your society in crafting thoughtful resolutions for submission or presenting resolutions on behalf of your society.

Section 2

Alternate Representatives

The constituent society may appoint an alternative representative who may assume all rights and responsibilities of the representative when that representative is not available. The alternate representative must be:

- A Fellow in good standing with the Academy.
- A member of the constituent society.
- Named at least two (2) weeks prior to the meeting.

If the representative of record attends a meeting, the alternate representative is also welcome to attend the meetings but will not have voting privileges.

Section 3

Advisory Board Executive Committee Members

The constituent societies' representatives shall nominate and elect, by majority vote of the Advisory Board membership present and voting at its General Business Meeting during the Annual Meeting of the AAD/A, the seven members to the Advisory Board Executive Committee to serve four-year staggered terms.

Candidate criteria

- Candidates must have attended at least two meetings as a voting member of the society and currently be the primary representative prior to being considered for this position.
- All candidates must submit an abbreviated CV and
- Candidates must update their online Disclosure of Outside Interest Form.
- No person may be a candidate for more than one position in the same election.
- The intention to run and all supporting documentation must be submitted to advisoryboard@aad.org at least 4 weeks prior to the start of the Academy annual meeting.

Nominations may **not** be made from the floor for the member position of the Advisory Board Executive Committee.

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The expectation is that once elected to the Advisory Board Executive Committee, the representative would serve as the society's representative through the completion of their term.

Section 4

Advisory Board Chair and Vice Chair

Prior to the beginning of the current Chair's fourth year in office, the Advisory Board Chair-elect and Vice Chair-elect shall be elected at the General Business Meeting during the Annual Meeting of the AAD/A by a majority vote of the Advisory Board.

Ad Hoc Selection Committee

At the beginning of their third year in office, the Advisory Board Chair shall appoint an ad hoc Selection Committee of three Advisory Board members. This Selection Committee shall select two candidates for Chair-Elect and two candidates for Vice Chair-Elect. Members of the ad hoc Selection Committee may not be nominated to serve as Chair-elect or Vice Chair-elect.

Candidate criteria

- Any Advisory Board member in good standing who will have completed at least four years of service on the Advisory Board when they assume office is eligible to be a candidate for the Advisory Board Chair-elect or Vice Chair-elect.
- All candidates must submit an abbreviated CV and update their online Disclosure of Outside Interest Form prior to the next Annual Meeting of the Advisory Board.
- No person may be a candidate for both offices in the same election.
- Past officers and directors of the Academy are ineligible to serve as Advisory Board Chair or Vice Chair.

Beginning at the adjournment of the meeting at which they are elected, the Advisory Board Chair-elect and the Advisory Board Vice Chair-elect shall serve, as non-voting members, a one-year concurrent term as elect officers and shall then serve concurrent four-year terms. If, at the time of the election, the Chair-elect or Vice Chair-elect still has one year left on the term of their current position on the Advisory Board Executive Committee, he or she retains a vote during the balance of their elected term. This vote also applies to meetings of the entire Advisory Board. The Advisory Board Chair and Vice Chair shall have full voting privileges on all Advisory Board matters. As provided in the AAD/A Bylaws, the Advisory Board Chair shall serve as ex-officio director of the AAD/A Board of Directors with full voting privileges.¹ Per the AAD Bylaws, Article VI, the Advisory Board Chair may only serve one four (4)-year term as a Director but is eligible to submit their name to the Nominating Committee for consideration for an officer position in an AAD election.

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

Upon assuming office, the newly elected officers must relinquish their constituent society representative positions, and the constituent societies shall make new appointments.

Section 5

Vacancies

Vacancy of Officer

The Advisory Board Vice Chair shall fill a vacancy in the office of Advisory Board Chair that may occur between regular elections for the duration of the unexpired term. Any vacancy in the office of the Advisory Board Vice Chair shall be filled for the unexpired term of such vacancy by the Advisory Board Vice Chair-Elect. A vacancy in the office of Advisory Board Chair-elect shall be filled by the Advisory Board Vice Chair-elect. If a vacancy occurs in the office of the Advisory

¹ The Advisory Board Chair and Vice Chair must comply with the required due diligence background check prior to the start of their term on the AAD/A Boards of Directors.

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Board Vice Chair-Elect, such a vacancy shall be filled by a special election of the Advisory Board conducted pursuant to the ballot procedures set forth in Article III, Section 3 of this Board governance policy.

Vacancy of Member

If a member of the Advisory Board Executive Committee, for any reason, no longer represents a constituent society, that member is no longer eligible to serve on the Advisory Board Executive Committee. The Advisory Board Chair shall fill any vacancies, except the Vice Chair, that arise on the Advisory Board Executive Committee. The appointed Advisory Board Executive Committee member shall serve in that position until the next General Business Meeting during the AAD Annual Meeting, when the Advisory Board will decide, by majority vote, who will fill the remainder of the unexpired term.

Special Elections

If, pursuant to Article III, Section 3, the Advisory Board Executive Committee determines that a special election is needed to fill an officer vacancy outside of the Advisory Board General Business Meeting, the Advisory Board Chair shall appoint an ad hoc Selection Committee of three (3) Advisory Board members. This ad hoc Selection Committee shall select two (2) candidates for each officer vacancy. The vote shall be conducted by electronic ballot pursuant to the procedures set forth herein. Elections by electronic ballot to fill officer vacancies shall be determined by majority vote of the total constituent society representatives and all voting members of the Advisory Board. The voting period for any electronic ballot vote shall be at least seven (7) days unless the Advisory Board Executive Committee determines that exigent circumstances require a shorter period, but not less than five (5) days.

Section 6

Board of Directors Liaison

The AAD/A Vice President shall serve as Board Liaison to the Advisory Board and attend all meetings of the Advisory Board, Executive Committee and Reference Committee whenever possible.

Section 7

Reference Committee Members

The Advisory Board Reference Committee shall be comprised of a Chair and four Advisory Board members appointed by the Advisory Board Chair with staggered terms of four years each. The Vice President of the Academy shall serve on the Reference Committee as ex-officio, non-voting member. The Chair of the Reference Committee and the four Reference Committee members shall have one vote each. The number of Reference Committee members that also serve as voting members on the Advisory Board Executive Committee shall not exceed two.

The Chair of the Reference Committee shall be selected by the Advisory Board Chair from among the current or previous members of the Reference Committee and shall serve as ex-officio, non-voting member of the Advisory Board Executive Committee unless serving as a previously elected member of the Advisory Board Executive Committee. The Advisory Board Chair shall appoint members to fill any vacancies on the Reference Committee.

Article IV

Meetings/Electronic Ballots

Section 1

Advisory Board General Business² Meetings

The Advisory Board shall hold General Business Meetings biannually in conjunction with the AAD Annual and Innovation Academy Meetings.

² Unless otherwise stated, General Business meetings occur twice per year

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Quorum

Academy Annual Meeting

The Advisory Board General Business Meeting quorum will consist of fifty (50%) percent plus one of the total voting members of the Advisory Board.

Innovation Academy Meeting

The Advisory Board General Business meeting quorum will consist of thirty-three (33%) percent plus one of the total voting members of the Advisory Board.

When a quorum has been met resolutions that have been presented and considered by the Reference Committee will be voted upon to *adopt*, *adopt as amended*, or *not adopt* each item of business. Resolutions *adopted* or *adopted as amended* by a majority vote of the Advisory Board at the General Business Meeting shall be forwarded to the AAD/A Board of Directors for review and action in accordance with the AAD/A Bylaws and Administrative Regulations.

The Advisory Board General Business Meeting process during the AAD Annual and Innovation Academy meetings shall be identical EXCEPT that the Advisory Board Executive Committee can elect to hold the entire meeting virtually.

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

Section 2

Reference Committee Hearing

The Advisory Board shall hold a Reference Committee Hearing biannually preceding the General Business Meeting at the AAD Annual and Innovation Academy meetings. The author or his or her designee must be present to introduce and discuss the resolution at the Reference Committee Hearing as well as provide full disclosure of any conflicts of interest for the author and any presenting designees.

The Reference Committee will hold a Hearing to discuss each resolution and provide members the opportunity to debate the merits of the resolutions. The Reference Committee shall consider the testimony presented on the resolutions and make appropriate edits.

The Reference Committee may recommend the following actions to the Advisory Board: adopt, adopt as amended, or not adopt. The full Advisory Board will vote on resolutions at the Advisory Board General Business Meeting.

The Reference Committee Hearing process during the AAD Annual and Innovation Academy meetings shall be identical EXCEPT that the Advisory Board Executive Committee can elect to hold the entire meeting virtually.

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

Resolutions

- Any Academy member in good standing can submit a resolution for consideration.
- Societies may submit a resolution under the authorship of an AAD member of the submitting society.
- No changes may be made to a resolution after the submission deadline until it is presented at the Reference Committee Hearing.
- Resolutions can be withdrawn at any time by the author.
- Resolutions are not petitions, the only names on the resolution must be the lead authors or co-authors who must be substantively involved in the writing of the resolution; authors may not be removed from a resolution until the Reference Committee Hearing.

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- The Academy will communicate with the lead author on any pre-published edits to a resolution.
- Whereas clauses will be removed from all resolutions after the Reference Committee Hearing.
- All resolutions must be submitted by the deadline.

Section 3

Advisory Board Executive Committee Meeting

The Advisory Board Executive Committee, at the discretion of the Chair, may meet monthly to conduct ongoing business of the Advisory Board.

It is the responsibility of the Advisory Board Executive Committee to review annually the attendance records of the constituent societies and to initiate action against any non-participating constituent society. In addition, the Advisory Board Executive Committee shall determine the Advisory Board membership eligibility of all new and returning constituent societies.

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

Section 4

Rules of Order

The current edition of *The Standard Code of Parliamentary Procedure* shall govern all questions of parliamentary procedure or practice regarding the affairs of the Advisory Board, unless otherwise specifically provided by law, the AAD/A Bylaws, Administrative Regulations, Board Governance Policies or these Organizational and Operational Guidelines. The AAD/A Legal Counsel will serve as the Parliamentarian at the Advisory Board General Business Meetings.

Section 5

Participation

AAD/A staff will verify attendance after every meeting. A nonparticipating representative of a constituent society of the Advisory Board, which is defined as a representative with unexcused absences for two consecutive General Business meetings of the Advisory Board (in conjunction with the AAD Annual and Innovation Academy Meetings), shall be removed from the Advisory Board and the constituent society notified and requested to appoint a new representative.

Article V

Removal Process – Advisory Board Executive Committee

Section 1

Advisory Board Executive Committee Chair

The Academy will follow the same process for the removal of the Advisory Board Chair as is outlined in the Administrative Regulation on Removal of Officers or Directors.

Section 2

Other Members of the Advisory Board Executive Committee

The Academy will follow the same process for removal of other members of the Advisory Board Executive Committee as is outlined in the Governance Handbook.

Article VI

Advisory Board Appointments to the AAD/A Nominating Committee

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

Individuals seeking an Advisory Board seat on the AAD/A Nominating Committee shall meet the

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eligibility requirements as defined in the AAD Bylaws (Article III, Section 2(a)), Administrative Regulations and Board Governance Policies and shall be elected by majority vote of the Advisory Board.

Article VII

State Society Relationships Committee Coordination

In order to better coordinate the activities of the Advisory Board and the State Society Relationships Committee, the Chair of the State Society Relationships Committee or his/her designated member from that Committee shall serve on the Advisory Board Executive Committee as a non-voting member.

Article VIII

Amendments

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