

CONSTITUTION AND BYLAWS
OF THE
WEST VIRGINIA DERMATOLOGICAL SOCIETY

(SEAL)

Adopted August 1990

CONSTITUTION and BYLAWS of the West Virginia Dermatological Society, as adopted during the annual meeting at The Greenbrier, August 17, 1990, by the members present:

Charles Yarbrough, M.D., President
Rod Kovic, M.D.
Harold Saferstein, M. D.
Tim Brown, M.D.
Don Farmer, M.D.
Kim Skaff, M.D.
Ric Reynolds, M.D.
Nolan Parsons, M.D.
Steve Milroy, M.D.
Bill McLean, M. D.
John Mahood, M.D.

Article I. Name

The name of this society shall be the West Virginia Dermatological Society.

Article II. Purposes

The purposes of this society shall be to improve dermatological care for our patients and our knowledge to deliver such care.

Also, to extend Dermatological knowledge and skills to those other physicians and allied individuals who provide care in our field.

Thirdly, to increase public awareness of Dermatological Diseases, their diagnosis and treatment, in an effort to make the public more aware of our field and related matters.

Article III. Composition

section 1- Categories -Active, Retired, and Resident

section 2- Eligibility for membership in the Society shall be limited to doctors of medicine or osteopathy licensed to practice in West Virginia or adjoining states and who have completed a residency in Dermatology or Dermatopathology at a program approved by the American Academy of Dermatology and who is either board eligible or board certified in Dermatology by the American Board of Dermatology.

Article III.(cont)

section 3-Active members shall be those physicians who are engaged in the practice of Dermatology in West Virginia or an adjoining state. Active members shall have the right to vote at meetings and hold office. Active members shall be required to pay annual dues.

section 4-Retired members must have been in active practice of Dermatology in West Virginia or an adjoining state and previously a member in good standing of this Society, but who have retired from active practice. Retired members are not required to pay annual dues, and may vote at meetings.

section 5-Resident members must be in an approved Dermatology Residency Program (Approved by the AAD). Resident members are not required to pay dues, and may not vote at meetings. One resident member shall serve on the Program Committee.

Article IV. Meetings and Sessions

section 1-An annual meeting shall occur each August in conjunction with the West Virginia State Medical Association's Annual summer meeting.

Article V. Officers

section 1-There shall be the following officers in this society, whose terms shall all be two (2) years, all to begin and end simultaneously.

section 2-President, 2 year term, whose duties shall be to plan the annual meeting (in conjunction with the program committee), call the nominating committee together for proposed new officers to be voted upon by the membership, conducts the annual meeting.

section 3-Vice President shall perform the president's duties if the president is unable.

section 4-Secretary/Treasurer shall compose and distribute a newsletter to the membership three (3) times per year at September, January, and May. These shall include info re dues, minutes of annual meeting, and other items of interest/importance to the membership. Other duties include dues collection, and taking and distributing of minutes of the annual meeting.

section 5-The nominationg committee shall propose a slate of new officers at the annual summer meeting, on the even numbered years (next would be in 1992, next 1994, etc.). Election shall be by simple majority with a quorum present. If a quorum (50% of active membership) is not present at the meeting, election shall be by mail within 1 (one) month subsequent to the meeting.

section 6-Officers may be elected from the floor at the annual meeting, or (in the event a mailed ballot is necessary)as write-ins on the mailed ballot in the event a quorum is not present at the regular summer annual meeting.

section 7-Officers may not be elected unless present at the annual meeting, or without prior knowledge or consent given in writing and presented at the annual election meeting.

Article VI. Funds and Expenses

section 1.-Expenses of the Society shall be paid by either the president or the secretary/treasurer, at his or her discretion.

section 2.-All expenses are to be for the benefit of the Society, its goals and aims, and to support and further the ideals of the society, but not for the personal use or support of any member or officer of the society.

section 3.-No officer or representative of this society may expend or commit to spend monies from this society that do not exist within the treasury or bank accounts at that time.

section 4.-Assesments can be made of active members only from time to time if considered necessary by the officers, but only if approved by a 2/3 vote of these active members, which may be completed by mail or in person at a meeting.

Article VII. Amendments

section 1.-Amendments may be made to these bylaws by a vote of 2/3 of the active members in attendance, a quorum of fifty (50) % of the total active members must be present, however.

Article VII. Amendments (cont)

section 2.-A proxy vote will be allowed at meetings, provided it is in writing, mailed or hand delivered to the president, and from an active member.

section 3.-Before amendments may be brought before a meeting for discussion and a vote, such amendments must be distributed in writing to all active members thirty (30) days in advance.

Article VIII. Committees

section 1.-Program Committee: 3 people, 2 years each appointment, may succeed themselves if consented by member, two active or retired or combination thereof, one resident member. Resident member appointed by Chairman, Div. Derm., WVU. Active or Retired committee members appointed by president.

section 2.-Nominating Committee: 3 people, consisting of the immediate past president, and 2 other active members.

section 3.-Credentials Committee: 3 people, consisting of the existing president, and 2 active members appointed by the president. The duties of this committee shall be:

- a. Collect applications for membership
- b. Verify authenticity of data on membership application, with approval of applicant.
- c. Report findings and recommend acceptance or rejection of applicant(s) to membership at each annual summer meeting.

section 4.-Legislative Committee: 3 active/retired members, plus the current president.

Respectfully submitted from notes taken at the annual meeting, The Greenbrier, August 17, 1990.

Charles L. Yarbrough, M.D.
President
West Virginia Dermatological
Society

FEDERAL TAX NO. 55-0570750

DATE January 7, 1991

ACCT. NO. 56-264-5

CORPORATE NAME WEST VIRGINIA DERMATOLOGICAL SOCIETY

CORPORATE RESOLUTION

DEPOSITORY AUTHORITY

RESOLVED, That One Valley Bank of Huntington, Inc., Huntington, West Virginia, be and the same is hereby designated as a depository for the bankable papers and funds of this corporation, including checks, drafts, and other current items, which shall be deposited in the name of this corporation with a rubber stamp or otherwise,

and that Charles L. Yarbrough, M.D., President
Nolan C. Parsons, Jr., M.D., Secretary/Treasurer

or any 1 of them are hereby authorized to sign on behalf of this corporation any and all checks, drafts, notes, acceptances or other instruments and (or) orders for the payment and (or) withdrawal of any and all moneys, credits, items and property at any time held by the said One Valley Bank of Huntington, Inc. for account of this corporation; also

BORROWING AUTHORITY

That N/A

or any _____ of them are hereby severally authorized to borrow from time to time in behalf of this Corporation from the said Bank such sums of money, for such times and upon such terms as may to them or either of them seem advisable, to sign and deliver on behalf of this corporation notes therefor, and to pledge or assign all or any of the assets of this corporation as security for such loans under such terms and conditions as may seem advisable to any of said officers; also

DISCOUNTING AUTHORITY

That N/A

or any _____ of them are hereby authorized to endorse in the name of this corporation and to negotiate to the said Bank all or any of the notes, bills receivable and accounts receivable held by this corporation upon such terms as may seem advisable to any of them; also

DEEDS, DEEDS OF TRUST, SECURITY AGREEMENTS, ASSIGNMENTS, ETC.

That N/A

or any _____ of them are hereby authorized to execute deeds, deeds of trust, assignments, releases, agreements, contracts and other legal instruments for the undersigned corporation with said Bank, its successors and assigns; also

That any of the foregoing officers or persons be and they hereby are and each of them is authorized to act for this corporation in all matters and transactions relating to any of its business with the said One Valley Bank of Huntington, Inc. also

That all foregoing power and authority vested in said officers or persons shall continue until a certified copy of resolution of this board revoking said authority is filed by this corporation with the said One Valley Bank of Huntington, Inc.

I, the undersigned Secretary of West Virginia
Dermatological Society

****BANK COPY****

a corporation created under the laws of the State of W. V.

do hereby certify that at a regular (or) special meeting of the Board of Directors of said Corporation duly called, held and convened according to law the the by-laws of said

corporation on the 17th day of August, 19 90 and at which meeting a quorum was present and voting thereon, the foregoing resolution (excepting and section unfilled or struck out), was duly adopted and spread upon the records of said corporation; and I do further certify that there is nothing in the regulations or by-laws of said corporation which in any way conflict with the foregoing resolution.

Dated at Charleston, West Virginia

this 16th day of January, 19 91

ATTEST

Nolan C. Parsons Jr. Secretary
Charles L. Yarbrough President
Charles L. YARBROUGH, M.D.

PLEASE STRIKE OUT ANY PART NOT APPLICABLE

FEDERAL TAX NO. 55-0570750

DATE 12-20-90

RECEIVED

ACCT. NO. 56-264-5

CORPORATE NAME West Virginia Dermatological Society

JAN 4 1991

CORPORATE RESOLUTION

DEPOSITORY AUTHORITY

ONE VALLEY BANK
OF HUNTINGTON

RESOLVED, That One Valley Bank of Huntington, Inc., Huntington, West Virginia, be and the same is hereby designated as a depository for the bankable papers and funds of this corporation, including checks, drafts, and other current items, which shall be deposited in the name of this corporation with a rubber stamp or otherwise,

and that Dr. Charles L. Yarbrough, President
Dr. Nolan C. Parsons, Secretary/Treasurer

or any one of them are hereby authorized to sign on behalf of this corporation any and all checks, drafts, notes, acceptances or other instruments and (or) orders for the payment and (or) withdrawal of any and all moneys, credits, items and property at any time held by the said One Valley Bank of Huntington, Inc. for account of this corporation; also

BORROWING AUTHORITY

That N/A

or any _____ of them are hereby severally authorized to borrow from time to time in behalf of this Corporation from the said Bank such sums of money, for such times and upon such terms as may to them or either of them seem advisable, to sign and deliver on behalf of this corporation notes therefor, and to pledge or assign all or any of the assets of this corporation as security for such loans under such terms and conditions as may seem advisable to any of said officers; also

DISCOUNTING AUTHORITY

That N/A

or any _____ of them are hereby authorized to endorse in the name of this corporation and to negotiate to the said Bank all or any of the notes, bills receivable and accounts receivable held by this corporation upon such terms as may seem advisable to any of them; also

DEEDS, DEEDS OF TRUST, SECURITY AGREEMENTS, ASSIGNMENTS, ETC.

That N/A

or any _____ of them are hereby authorized to execute deeds, deeds of trust, assignments, releases, agreements, contracts and other legal instruments for the undersigned corporation with said Bank, its successors and assigns; also

That any of the foregoing officers or persons be and they hereby are and each of them is authorized to act for this corporation in all matters and transactions relating to any of its business with the said One Valley Bank of Huntington, Inc. also

That all foregoing power and authority vested in said officers or persons shall continue until a certified copy of resolution of this board revoking said authority is filed by this corporation with the said One Valley Bank of Huntington, Inc.

I, the undersigned Secretary of West Virginia

Dermatological Society

a corporation created under the laws of the State of West Virginia
do hereby certify that at a regular (or) special meeting of the Board of Directors of said Corporation duly called, held and convened according to law the the by-laws of said

corporation on the 30th day of December, 19 88
and at which meeting a quorum was present and voting thereon, the foregoing resolution (excepting and section unfilled or struck out), was duly adopted and spread upon the records of said corporation; and I do further certify that there is nothing in the regulations or by-laws of said corporation which in any way conflict with the foregoing resolution.

Dated at 1934 11th Avenue, Huntington, WV

this 30th day of December, 19 88

ATTEST: Nolan C. Parsons Secretary

Dr. Nolan C. Parsons

Dr. Charles L. Yarbrough President

PLEASE STRIKE OUT ANY PART NOT APPLICABLE

FILED IN THE OFFICE OF
SECRETARY OF STATE OF
WEST VIRGINIA

NOV 23 1976
THIS DATE

ARTICLES OF INCORPORATION
OF
WEST VIRGINIA DERMATOLOGICAL ASSOCIATION, INC.

* * *

The undersigned, acting as incorporator of a corporation under Section 27, Article 1, Chapter 31 of the Code of West Virginia adopts the following Articles of Incorporation for such corporation, FILED IN DUPLICATE:

I. The undersigned agrees to become a non-profit corporation by the name of WEST VIRGINIA DERMATOLOGICAL ASSOCIATION, INC.

II. The address of the principal office of said corporation will be located at 404 Carriage Drive, Beckley, in county of Raleigh, and State of West Virginia, ZIP 25801.

III. The purpose or purposes for which this corporation is formed are as follows:

To promote the continuing education of the members of the society and to promote the maintenance of professional standards and the exchange of information regarding the practice of the specialty of Dermatology in the State of West Virginia.

The purposes of this corporation are exclusively educational, charitable and literary. It shall have only those powers which are themselves in furtherance of one or more of the purposes set forth in Sec. 501(c)(3) of the United States Internal Revenue Code.

IV. Provisions granting preemptive rights are:

NONE.

V. This corporation is not organized for profit and is not authorized to issue stock.

VI. The full name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
William D. McLean	404 Carriage Drive, Beckley, WV

VII. The existence of this corporation is to be perpetual.

VIII. The address of the person to whom notice or process shall be sent: 404 Carriage Drive, Beckley, WV 25801, and the name of the person at such address is Dr. William D. McLean.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of West Virginia, do make and file this ARTICLES OF INCORPORATION, and I have accordingly hereunto set my hand this 30th day of October, 1976.

William D. McLean
William D. McLean

Articles of Incorporation prepared by:

James F. Vaughan, Jr.
Attorney at Law
P. O. Box 1008
Beckley, West Virginia 25801

JRNHILL, KENNEDY
& VAUGHAN
ATTORNEYS AT LAW
BECKLEY, W. VA. 25801

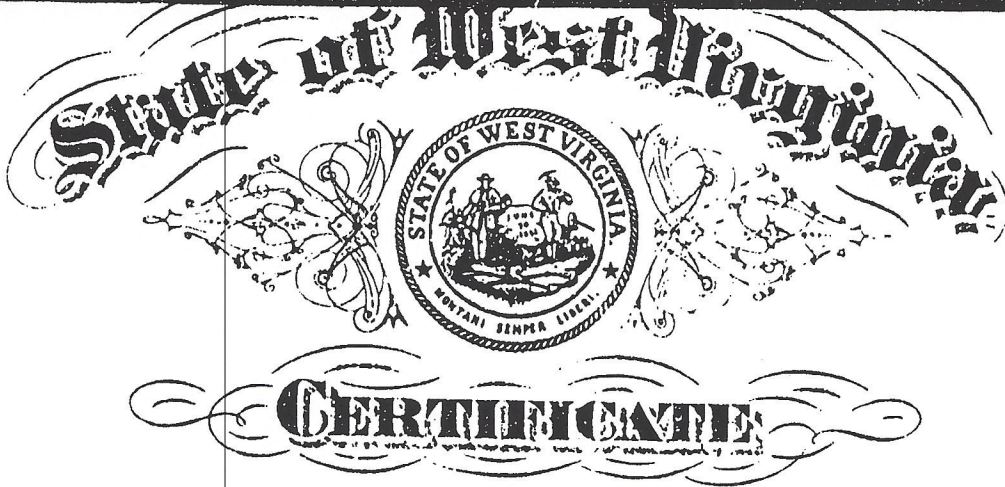
STATE OF WEST VIRGINIA,
COUNTY OF RALEIGH, TO WIT:

I, James H. Langford Jr., a Notary Public in
and for the county and state aforesaid, hereby certify
that WILLIAM D. McLEAN, whose name is signed to the
foregoing Articles of Incorporation, bearing date on
the 30th day of October, 1976, this day personally
appeared before me in my said county and severally ac-
knowledged his signature to the same.

Given under my hand this 30th day of October, 1976.

My commission expires: October 24, 1978

James H. Langford Jr.
Notary Public



I, A. JAMES MANCHIN, Secretary of State of the State of West Virginia, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of

WEST VIRGINIA DERMATOLOGICAL ASSOCIATION, INC., duly signed and verified pursuant to the provisions of Section 31, Article 1, Chapter 31 of the Code of West Virginia, 1931, as amended, have been received in this office and are found to conform to law.

ACCORDINGLY, I hereby issue this Certificate of Amendment, to the Articles of Incorporation, and attach hereto a duplicate original of said Articles of Amendment.

Given under my hand and the Great Seal of the said State at the City of Charleston, this

THIRTEENTH

day of

APRIL,

19 78

A. James Manchin
Secretary of State.



ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED IN THE OFFICE OF
SECRETARY OF STATE OF
WEST VIRGINIA

WEST VIRGINIA DERMATOLOGICAL ASSOCIATION, INC. THIS DATE

NOV 13 1978

Pursuant to the provisions of Section 31, Article 1, Chapter 31 of the Code of West Virginia, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is WEST VIRGINIA DERMATOLOGICAL ASSOCIATION, INC.

SECOND: The following Amendment of the Articles of Incorporation was adopted by the board of directors of the corporation on June 6, 1977, in the manner prescribed by Section 147, Article 1, Chapter 31:

RESOLVED; that the Articles of Incorporation be amended by adding to the existing articles Article 9 which shall read as follows:

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

THIRD: This corporation is not organized for profit and is not authorized to issue stock.

FOURTH: The corporation has no members. The resolution was adopted by unanimous vote by the board of directors.

Dated: March 22, 1978

WEST VIRGINIA DERMATOLOGICAL ASSOCIATION, INC.
A corporation

By N. Abraham
Its President

and Harold L. Superstein
Its Secretary

STATE OF WEST VIRGINIA,
COUNTY OF Cabell SS:

I, Esther B. Jordan a Notary Public, do hereby certify that on this 24 day of March, 1978, personally appeared before me Nazem Abraham, who, being by me first duly sworn, declares that he is the President of WEST VIRGINIA DERMATOLOGICAL ASSOCIATION, INC., that he signed the foregoing document as PRESIDENT of the corporation, and that the statements therein contained are true.

Esther B. Jordan
Notary Public

My commission expires: March 12, 1984

STATE OF WEST VIRGINIA,

COUNTY OF OHIO, SS.

I, Robert J. Nagem, a Notary Public, do hereby certify that on this 22nd day of March, 1978, personally appeared before me Harold L. Saferstein, who, being by me first duly sworn, declare that he is the Secretary of WEST VIRGINIA DERMATOLOGICAL ASSOCIATION, INC., that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

Robert J. Nagem
Notary Public

My commission expires: March 31, 1987

Articles of Amendment prepared by:

James F. Vaughan, Jr.
Beckley, West Virginia 25801