

October 30, 2014

PEDIATRIC DERMATOLOGY RESEARCH ALLIANCE BYLAWS

ARTICLE I NAME

The name of the Organization shall be the Pediatric Dermatology Research Alliance (referred to as PeDRA).

ARTICLE II OBJECTIVES

The mission of PeDRA is to promote and facilitate high quality collaborative clinical, translational, educational, and basic science research in pediatric dermatology.

The vision of PeDRA is to create sustainable collaborative research networks to better understand, prevent, treat and cure dermatologic diseases in children.

ARTICLE III ORGANIZATION

PeDRA is organized and shall be operated exclusively for charitable, educational, or scientific purposes as a research organization under the Society for Pediatric Dermatology (referred to as SPD), a nonprofit organization.

ARTICLE IV STATUS AND CATEGORIES OF MEMBERSHIP

Section 1. Status

Membership in PeDRA is a privilege and is dependent upon the candidate adequately demonstrating compliance with the requirements for membership as contained in the Articles of Incorporation, the Bylaws, the rules, regulations and the policy statements as from time to time are adopted by the membership or the Executive Committee. All members are expected to demonstrate that they are of good reputation and standing within their community and possess high ethical standing and a professional reputation.

It is not a requirement to be a member of PeDRA to participate in a PeDRA-sponsored study.

Section 2. Categories of Membership

The membership of PeDRA shall consist of the following: categories: Active, Trainee, Affiliate, Corporate and Advocacy Partner.

Section 3. Eligibility, Rights, and Obligations

A. ACTIVE MEMBER

Active Members shall have full membership rights as described below. Active members are expected to be engaged in PeDRA activities, including but not limited to the design and conduct of PeDRA research and administrative service.

Active Members are eligible as one (1) of the following:

1. A **board-certified dermatologist** who devotes significant professional effort to pediatric dermatology or an area relevant to pediatric dermatology.
 - a. Candidates from the U.S. or Canada need to be certified in Dermatology by the American Board of Dermatology, American Osteopathic Board of Dermatology, or the Royal College of Physicians and Surgeons of Canada. International candidates need to show equivalent training and accreditation. American Board of Dermatology Certification in Pediatric Dermatology or the demonstration of training equivalent to 1 year of pediatric dermatology fellowship is highly desirable, but not required.
 - b. Professional effort can include clinical care and / or research. If the effort is primarily research, citations for at least 3 relevant publications need to be submitted for review by the Membership Committee.
2. A **non-dermatologist physician** or **research scientist** with significant professional effort in pediatric dermatology or an area relevant to pediatric dermatology.
 - a. M.D. or Ph.D. (or equivalent principal investigator) candidates from the U.S., Canada, or abroad who have committed significant professional effort to pediatric dermatology or a field relevant to pediatric dermatology.
 - b. Professional effort can include clinical care and / or research. This includes the practice of pediatric dermatology by non-dermatologist physicians. If the effort is primarily research, citations for at least 3 relevant publications need to be submitted for review by the Membership Committee.

Applications for new Active Members must be supported by 2 Active members in good standing with PeDRA sent under separate cover electronically.

Rights of Active Members are to:

- Vote on PeDRA bylaws, amendments to the bylaws, and other issues requiring a decision of the PeDRA membership
- Be a candidate for an elected office in PeDRA and accept appointments to committees
- Submit concept proposals and protocols
- Participate in PeDRA studies
- Attend PeDRA meetings
- Receive updates about protocols and advances in pediatric dermatology

Responsibilities of Active Members are to:

- Actively participate in PeDRA studies
- Attend PeDRA scientific meetings at least every 3 years
- Advocate for PeDRA and advance PeDRA's mission and vision
- Comply with established principles and regulations regarding the safe, ethical, and responsible conduct of research

Active members who have been PeDRA members for at least 3 years and who have reached the age of 70 years may apply for *Emeritus Member* status by written request to the Chair of Membership and requires no filing fee. Emeritus status makes members eligible for a reduced fee scale for annual dues and meeting registrations. *Founding Member* is an honorary special status conferred upon Active Members who attended the initial July, 2012 organizational meeting of PeDRA or responded to an open call for interest in organizing PeDRA during the 2012-2013 academic year, and actively contributed to the development of PeDRA prior to the first open PeDRA meeting held in October, 2013. Evidence of participation may be requested at the discretion of the Membership Committee.

B. TRAINEE MEMBER

Trainee Members are defined as graduate students, post-graduate residents or fellows in the United States, Canada, or abroad who are currently participating in clinical and / or research training in pediatric dermatology or an area relevant to pediatric dermatology.

Trainee members:

1. Must be in good standing at their program. A letter of good standing from their program director must be submitted annually, starting with the initial application for trainee membership, AND
2. Must be nominated by an Active Member of PeDRA. The sponsor shall submit a letter supporting the candidate's application.

Within 1 year of completing training, Trainee Members will need to apply for Active or Affiliate Membership in PeDRA.

Rights of Trainee Members are to:

- Submit concept proposals and protocols with an Active Member mentor
- Participate in PeDRA studies with an Active Member mentor

- Attend PeDRA meetings
- Receive updates about protocols and advances in pediatric dermatology
- Trainees may serve as ad hoc members of selected PeDRA committees

Responsibilities of Trainee Members are to:

- Attend PeDRA meetings as permitted by training programs
- Actively participate in research during training
- Comply with established principles and regulations regarding the safe, ethical, and responsible conduct of research

C. AFFILIATE MEMBER

Individuals in the following categories are eligible to be an **Affiliate Member** of PeDRA:

1. **Research associates** and **research coordinators** who actively work on studies related to pediatric dermatology.
2. **Physician extenders**, such as nurse practitioners and physician assistants, actively practicing pediatric dermatology.

Applications for new Affiliate Members must be supported by one (1) Active member in good standing with PeDRA.

Rights of Affiliate Members are to:

- Participate in PeDRA studies with an Active Member
- Attend PeDRA meetings
- Refer patients to PeDRA studies
- Receive updates about protocols and advances in pediatric dermatology

Responsibilities of Affiliate Members are to:

- Actively participate in PeDRA studies with an Active Member
- Attend PeDRA meetings
- Comply with established principles and regulations regarding the safe, ethical, and responsible conduct of research
- Attend PeDRA scientific meetings at least every 3 years

D. CORPORATE MEMBER

Corporate Members are defined as industry-based physicians, scientists, or other leaders on a director level or higher who are devoted to advancing and promoting the field of pediatric dermatology.

Rights of Corporate Members are to:

- Attend PeDRA meetings.
- Receive updates about protocols and advances in pediatric dermatology.

Responsibilities of Corporate Members are to:

- Support PeDRA and advance PeDRA's mission and vision
- Comply with established principles and regulations regarding the safe, ethical, and responsible conduct of research

E. ADVOCACY PARTNER MEMBER

Advocacy Partner Members are defined as representatives of patient advocacy groups devoted to condition relevant to pediatric dermatology.

Rights of Advocacy Partners are to:

- Submit concept proposals and protocols with an Active Member sponsor
- Consult on PeDRA studies
- Refer patients to PeDRA studies
- Attend PeDRA meetings
- Receive updates about protocols and advances in pediatric dermatology

Responsibilities of Advocacy Partner Members are to:

- Attend PeDRA meetings
- Support PeDRA and advance PeDRA's mission and vision
- Comply with established principles and regulations regarding the safe, ethical, and responsible conduct of research
- A representative of the organization must attend a PeDRA scientific meetings at least every 3 years

ARTICLE V ELECTION TO MEMBERSHIP

Section 1. Applications or Nominations

Completed applications or nominations for admission to the various classes of membership shall be submitted to the Chair of the Membership Committee.

Section 2. Review and Evaluation

- (a) All properly filed applications for membership must be reviewed and evaluated by the Membership Committee at least 8 weeks before a PeDRA meeting.
- (b) The names of eligible applicants shall then be circulated to the membership for study in a manner consistent with the administrative regulations of PeDRA. Members shall have the right to communicate with PeDRA secretary about any and all applications. Such communication shall then be presented to and evaluated by the Executive Board when applications are reviewed.

Section 3. Election to Membership

The Executive Committee shall review properly filed applications. At an official meeting of the Executive Committee, the Committee shall take one of the following actions:

- (1) Accept the slate of applicants.
- (2) Reject one or more applicants.
- (3) Table one or more applications for further evaluation as outlined in these Bylaws.

A two-thirds (2/3) vote shall be required by the Executive Committee to accept the applicants. Those applicants receiving less than 2/3 vote for acceptance will be rejected unless a specific motion to table their application is made and passed. Those applicants whose application is tabled will have their application reconsidered and reviewed at the next Executive Committee meeting.

The slate will be presented at the annual PeDRA meeting and requires a 2/3 majority of the membership present at the meeting.

Section 4. Applications for Reinstatement

Any former member may apply for reinstatement through the regular application procedure.

Section 5. Appeal from Denial of Membership

If the Executive Committee recommends denial of membership to an applicant or if membership is recommended in a class other than the class applied for, the applicant may appeal the decision of the Executive Committee in the following manner:

- (a) The applicant shall, upon written request to the Secretary-Treasurer be provided with a written statement of the reason(s) for the action of the Executive Committee.

- (b) The applicant may appeal the decision of PeDRA by sending in a letter of appeal with a rationale for the appeal within 3 months after receipt of the statement from PeDRA. The Executive Committee will reconsider the appeal within the next 3 months, but must act upon the application to appeal with a two-thirds (2/3) vote being required for decision.

Section 6. Reapplication

If an applicant for any class of membership is denied membership in accordance with the procedures established in these Bylaws and in the administrative regulations of PeDRA, the applicant may not submit another application for the same class of membership for at least two (2) years from the date of the final action on the application.

Section 7. Termination of Membership or Other Disciplinary Action

- (a) Active and members are expected to participate in the annual scientific meetings at least every third year and to be involved in at least one committee and/or in a PeDRA-associated study. The Membership Committee will review the members annually to ensure sufficient activity to retain active membership.
- (b) Members who are late in paying their dues shall be promptly notified of such. All the rights and privileges of any member of PeDRA including but not by way of limitation, all right to vote, to hold office, and to attend meetings, and all right, title and interest in or to PeDRA, its name, good will, and property, shall cease for all purposes on the termination of membership upon the death of the member, upon the member's failure to pay dues within 30 days of notice of failure to pay dues or 90 days after the annual renewal date.
- (c) Any member whose medical license is revoked, suspended, placed on probation, or not renewed shall have his/her membership in the PeDRA terminated, suspended, or placed on probation for a period of time that coincides with the action taken against the member's medical license. Such action shall be taken pursuant to procedures established by the Executive Committee. Those whose revoked license is reinstated may reapply for PeDRA membership.
- (c) If any member shall be charged by another member with conduct prejudicial to the best interest of PeDRA or with any offense against PeDRA, its purposes, its reputation or its property, a written statement of such charges shall be presented to PeDRA's executive director or an officer or member of the Executive Committee and shall be presented to the Executive Committee for review. The Executive Committee shall consider any defense to the charge and shall determine by majority vote with a quorum being present, that the accused member shall either be exonerated, placed on probation, censured, suspended, or expelled. The executive director shall then send a written statement of the Executive Committee's decision to the member by registered mail. The decision may be further disseminated in accordance with the procedures established by the Executive Committee.
- (d) If a member is found to have been untruthful in their application, this may be grounds for termination of membership. This decision will be within the purview of the Executive Committee and will be made pursuant to procedures established by the Executive Committee.

If a member has been convicted of a felony, had their membership terminated by the American Academy of Dermatology or other professional organization due to ethical issues, the Executive

Committee will consider termination or suspension of membership, or probation. This decision will be within the purview of the Executive Committee and will be made pursuant to procedures established by the Executive Committee (see Article VII) and Board of Directors (see Article X)

It is the responsibility of the PeDRA member to inform the Secretary-Treasurer of such actions.

ARTICLE VI MEETINGS OF MEMBERS

Section 1. Annual Meeting

One regular scientific meeting of the members of PeDRA shall be held each year at a time and place designated by the Scientific Committee as confirmed by the Executive Committee of PeDRA.

Section 2. Special Meetings

Special meetings of the members of PeDRA may be called by the co-Chairs, the Executive Committee or by written petition signed by at least ten percent (10%) of the voting members of PeDRA and may be held at any place and time designated by the co-Chairs or Executive Committee.

Section 3. Quorum

At least twenty-five percent (25%) of the total voting membership of PeDRA in good standing, but not less than 10 members with voting rights shall constitute a quorum in any meeting of members. There shall be no representation by proxy at any meeting of members.

Section 4. Voting

Election of co-Chairs and Executive Committee shall be by vote of the majority of the members present at the Annual Meeting.

On any matter to be voted upon at any annual or special meeting of members, each member with voting rights shall be entitled to one (1) vote. There shall be no voting by proxy or cumulative voting. The act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the membership of PeDRA, except where otherwise provided by law or these Bylaws.

Section 6. Order of Business

The regular order of business at any regular meeting of members shall be established in the administrative regulations of PeDRA.

ARTICLE VII CO-CHAIRS AND EXECUTIVE COMMITTEE

Section 1. General Powers

The property and affairs of PeDRA shall be managed by the PeDRA Executive Committee. Any matter not specifically designated for action or approval by the voting members shall be decided by the Executive Committee. The Executive Committee will oversee the actions of the larger Board of Directors.

Section 2. Number, Tenure and Qualifications

The Executive Committee shall consist of seven (7) elected directors, which includes the two (2) co-Chair and five (5) other members. The elected Directors shall take office at the conclusion of the Annual Meeting of the members of PeDRA at which they are elected, as provided in the

administrative regulations.

The co-Chairs will lead the Executive Committee, and shall serve for a term of four (4) years and until their successors shall be duly elected and qualified. The terms of the elected co-Chairs shall be staggered so that there is a 2 year period of overlap of a co-Chair of PeDRA.

The Secretary –Treasurer will also serve on the Executive Committee and will have a three-year, one-time renewable term. An Associate Secretary – Treasurer will overlap for the final year and will succeed the current Secretary –Treasurer at the end of his/her term. The decision to renew the term of the Secretary-Treasurer will be made at least one year in advance of term completion to allow election of the Associate Secretary-Treasurer. The Associate Secretary-Treasurer would be an ad hoc member of the Board of Directors and Executive Committee, present at meetings but not a voting member.

The other Executive Committee members are the Chairs of the four major committees: Communication; Development; Membership; Scientific. Each member will have a three-year term with a one-time option for renewal.

Only Active Members of PeDRA may serve on the Executive Committee.

A Trainee Representative to the Board of Directors will be chosen annually by the Executive Committee. This Trainee Representative can participate in Executive Committee meetings but will be a non-voting representative.

Section 3. Nomination and Election of Executive Committee Exclusive of Ex-officio Directors

- (a) A Nominating Committee consisting of five (5) Active Members of PeDRA in good standing and who are familiar with Active membership shall be appointed by the Executive Committee. Members of the Nominating Committee shall be appointed for a term of three (3) years and the Chair of the committee shall be chosen by the co-Chairs of the Executive Committee and in his/her third year of committee membership. Terms on the committee will be staggered with 1-2 new members appointed annually. Appointments to the Nominating Committee in each year shall be made at a meeting of the Executive Committee held in connection with the regular Annual Meeting of the members of PeDRA and in accordance with the Administrative Regulations. The members of the Nominating Committee shall possess the highest professional, scholarly and administrative skills and shall be selected with due regard for geographic representation. No incumbent member of the Executive Committee may serve on the Nominating Committee. No person shall serve consecutive terms on the Nominating Committee.
- (b) The Nominating Committee shall screen and evaluate potential nominees on the basis of professional, scholarly and administrative skills and geographic representation and shall present to the Executive Committee the names of at least two candidates for each vacancy or anticipated vacancy on the Executive Committee (with one designated as candidate and other as alternate) to be filled in the next election of directors. The slate of nominees selected by the Nominating Committee, including the nominees for co-Chair and each Executive Committee/Committee Chair position.
- (c) The Executive Committee will accept or reject the candidates for Executive Committee from

the list provided by the Nominating Committee. The Executive Committee will consider each candidate's qualifications by her/his merits to serve on the Executive Committee. A simple majority vote on each candidate will signify acceptance as a potential candidate for the Board. The Nominating Committee will then determine the final slate of candidates for Directors and will ascertain their willingness to serve. The Nominating Committee will retain the remaining panel of Board-approved candidates to draw upon for unanticipated Board vacancies. Nominees for Executive Committee and officers must be presented to the general membership prior to the Annual Meeting of the Membership. At the Annual Meeting, the Chair of the Nominating Committee shall present the slate to the members for their approval. If approved by the general membership, the newly-elected Directors will assume positions on the Board following the Annual Meeting. If a nominee is not approved, additional nominations may be generated during the Annual Meeting by the chair of the Nominating Committee or his/her designee drawing from the remaining panel of Board-approved candidates. All additional nominees must give consent either prior to or during the Annual Meeting. These nominees will then be voted on by the general membership. When approved by the general membership, the newly-elected Directors and Officers will assume their positions immediately following the Annual Meeting.

- (d) An additional role of the Nominating Committee will be to identify members of PeDRA who are deserving of national awards and to nominate them for these awards. These can include, but are not limited to, awards presented by other societies, such as the American Academy of Dermatology, the Society for Investigative Dermatology, the Society for Pediatric Research, and the Dermatology Foundation.

Section 4. Vacancies

Vacancies on the Executive Committee may be filled temporarily by majority vote of the Executive Committee except that a vacancy in an ex-officio directorship held by an Immediate Past-co-Chair shall not be filled. If the term of office with respect to which a vacancy occurs is not due to expire at the next regular Annual Meeting of the members of PeDRA, the position shall be filled, for the portion of the un-expired term which follows that meeting, in accordance with the normal procedure for the nomination and election of directors. If insufficient time is available for the Nominating Committee to select new nominees, the individual selected by the Executive Committee to fill the vacancy shall continue to fill the vacancy until a successor can be elected through the next regular annual nomination and election procedure.

Section 5. Meetings

- (a) A regular meeting of the Board of Directors (defined in Article X) shall be held in connection with each regular Annual Meeting of the members of PeDRA. The specific times and places of such meetings shall be determined by the Chair who shall invite the committee chairperson to give reports.
- (b) The Executive Committee may determine, by resolution, the times and places for the holding of additional regular meetings but they must convene at least quarterly by telephone and twice yearly face-to-face. Similarly, the Board of Directors must convene at least twice yearly by telephone and twice yearly face-to-face (including at the SPD meeting and the Annual Meeting of PeDRA); the Executive Committee meetings may immediately precede or follow telephone or face-to-face Board of Directors meetings.

- (c) Written notice of the time, place and purpose of each meeting of the Executive Committee shall be delivered to each director not less than 14 days prior for in-person meetings and not less than 5 days for meetings by conference call or other means of communication.
- (d) One-half (1/2) of the directors in each group (Executive Committee or Board of Directors), including ex-officio voting members then in office, shall constitute a quorum for the transaction of business at any duly called meeting. Members of the Executive Committee or Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- (e) The act of a majority of the Directors present and voting at a duly called meeting at which a quorum is present is required for action, except where otherwise provided by law or these Bylaws.

Section 6. Informal Action by Unanimous Written Consent

Any action which is required by law or these Bylaws to be taken at a meeting of the Executive Committee, or any other action which may be taken at a meeting of the Executive Committee, may be taken without a meeting if a consent in writing, setting forth the action so to be taken and signed by all of the Executive Committee members, is filed in the minutes of the proceedings of the Executive Committee. Any such consent signed by the directors may be transmitted by telefax, electronic mail or other electronic means and shall have the same force and effect as a vote at a duly called and constituted meeting of the Executive Committee.

Section 7. Removal

The requirements for removal of directors shall be as provided by applicable state law.

ARTICLE VIII. ADMINISTRATIVE REGULATIONS

Section 1. Establishment

The Executive Committee shall by majority vote establish a book of administrative regulations to govern the organization and operation of important aspects of the affairs of PeDRA. Such administrative regulations shall serve such matters as are specifically required by these Bylaws and such other important administrative matters as the Executive Committee deem appropriate.

Section 2. Publication

The administrative regulations adopted by the Executive Committee shall be available to any member of PeDRA upon written request to the Secretary.

Section 3. Amendment

The administrative regulations of PeDRA may be amended by the Executive Committee at any meeting by a two-thirds (2/3) vote, provided that notice of any proposed amendment shall have been given to each director not less than fourteen (14) nor more than thirty (30) days prior thereto. Alternatively, the administrative regulations may be amended by the membership at any membership meeting by a two-thirds (2/3) vote, provided that notice of any proposed amendments shall have been delivered to the Executive Director and co-Chairs at least thirty (30) days prior to the membership meeting by a written petition signed by at least 5 voting members. Notice of any such amendment proposed by a petition of members shall be given to all members with the notice of the membership meeting at which the members are to vote thereon; voting for such

amendments may be in person or by electronic ballot.

Section 4. Finances

The Administrative Regulations shall specify the procedures with respect to maintenance and administration of PeDRA's books, records, budget and funds and the authority or method of authorizing contracts to be made on behalf of PeDRA.

ARTICLE IX DUES AND ASSESSMENTS

Section 1. Annual Dues

The amount of annual dues payable by each class of dues-paying members of PeDRA shall be established by the Executive Committee and approved by a 2/3 vote of the Executive Committee. The general membership shall be notified at least 60 days prior to this change being voted on.

Section 2. Special Assessments

At any regular membership meeting, an assessment of a specified amount, which must be uniform as to the members of any one class of member, may be levied on the dues-paying members of PeDRA by a majority vote of the members, provided that notice of the proposed assessment shall have been given to all members at least thirty (30) days prior to the Annual Meeting. Any such assessments shall be payable as agreed upon by vote of the members or Board of Directors.

Section 3. Waiver of Dues and Assessments

The Executive Committee may at its discretion waive or reduce the obligation of any member, otherwise in good standing, to pay dues for a particular period or to pay a particular assessment.

Section 4. Sanctions for Failure to Pay

- (a) Any member whose dues or assessments are overdue by ninety (90) or more days shall be ineligible to vote, serve as Committee Chair or be a candidate for the Executive Committee.
- (b) Any member who shall fail to make full payment of any dues or assessments within the time allotted in the administrative regulations of sixty (60) days of the due date therefore established by the Executive Committee shall be given notice by the Executive Director in writing that her/his membership will be terminated thirty (30) days thereafter unless all delinquent dues and assessments are paid within that period. If the delinquent member neither makes payment in full during the grace period nor provides the Executive Committee with an explanation satisfactory to the Executive Committee for non-payment, then the Secretary-Treasurer shall remove the name of the delinquent member from the membership rolls of PeDRA. Such a delinquent member may be reinstated to membership by the Executive Committee, in its discretion, upon payment of all delinquent dues and assessments or presentation of evidence sufficient to support a waiver of the obligation to pay such dues and assessments.

ARTICLE X BOARD OF DIRECTORS, COMMITTEES AND COUNCILS

The Executive Committee shall have the authority to create and appoint committees and councils as needed for the conduct of PeDRA affairs and as provided by these Bylaws.

Board of Directors

Executive Committee

Co-Chair----- Co-Chair
Secretary-Treasurer
Chair of Membership Committee
Chair of Scientific Committee
Chair of Communication Committee
Chair of the Development Committee
Secretary-Treasurer Elect (ad hoc)
SPD VP Research (ad hoc)

Past Co-Chair
Trainee Representative
SPD VP Research
Chair of Nominating Committee
Chair of Finance and Audit Committee
Chair of Grant Review Committee
Chair of Ethics Committee
Chairs of Special Committees and Task Forces (ad hoc)

Any committee or council may be terminated by action of the Executive Committee provided that notice of such proposed termination shall have been given to all directors not less than thirty (30) nor more than sixty (60) days prior thereto.

The Board of Directors shall be directed by the co-Chairs and will be comprised of the Executive Committee (schematic), Past Co-Chair, Chairs of other Committees, the SPD VP of Research, the Trainee Representative, and the Associate Secretary-Treasurer (schematic).

Section 1. Standing Committees

The standing committees shall include, without limitation, the following: Executive Committee and Communication, Finance and Audit, Development, Grant Review, Membership, Nominating, Ethics and Scientific Committees. The Executive Director shall serve as an advisory member of the Executive Committee without vote. The purpose and term limits of these committees are detailed

in the Administrative Regulations.

Chairs of Special Committees, and Task Forces will attend the Board of Directors meeting as ad hoc members to provide reports of activities.

Except as provided below, the Executive Committee shall have and exercise the full authority of the Board of Directors in the management of PeDRA when the Board of Directors is not in session. Decisions made by the Executive Committee may be implemented immediately if required, but are still subject to review by the full Board of Directors at its next regularly scheduled meeting.

The Executive Committee shall not have the authority of the Board of Directors with respect to:

- (a) Amending the Bylaws of PeDRA;
- (b) Adopting a plan of merger or consolidation with another organization;
- (c) Authorizing the voluntary dissolution of PeDRA or revoking proceedings therefore;
- (d) Adopting a plan for the distribution of assets of PeDRA should PeDRA be dissolved;
- (e) Appointing or removing any officer or director of PeDRA or any member of the Board of Directors;
- (f) Altering, amending, or rescinding any action of the Board of Directors without the express prior authorization of the full Board of Directors to do so.

The purpose, duties, powers, composition, appointment, and operating procedures of these standing committees shall be provided in the administrative regulations of PeDRA.

Section 2. Special Committees/Task Forces

The Executive Committee may from time to time establish such special committees and ad hoc task forces as it may deem appropriate for the conduct of the affairs of PeDRA. The purposes, duties, powers, composition, and appointment of all special committees and task forces shall be determined by the co-Chairs with approval of the Executive Committee. A Task Force may become a Committee upon application to the Executive Committee and 2/3 majority approval of the Board of Directors. Examples are a Task Force for Trainees and a Strategic Long-Range

Planning Task Force.

ARTICLE XI MISCELLANEOUS

Section 1. Advertising

No member or her/his designate or agent(s) shall use the name of PeDRA for promotional or advertising purposes. PeDRA members may identify themselves as members of PeDRA in accordance with guidelines established by PeDRA Executive Committee, such as in grant submissions, papers, curriculum vitae, etc. Should there be a question about the appropriate advertising of PeDRA membership, the Ethics Committee will be asked to confer.

Section 3. Official Communications: Recognition of Electronic Communications, Records, and Signatures

Unless otherwise required by applicable law, if any provision of these Bylaws or the administrative regulations of PeDRA requires a notice or communication to any member, director, or committee member, or any record, to be in writing, an electronic record or an electronic communication satisfies the requirement. Similarly, unless otherwise required by applicable law, if any provision of these Bylaws or the administrative regulations of PeDRA requires the signature of a member, director, or committee member, an electronic signature satisfies the requirement.

ARTICLE XII AMENDMENTS

Section 1. Proposals Approved by the Board of Directors

Any proposed amendment to these Bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors and approval of 2/3 of the members present at any regular or special meeting provided that notice of any such proposed amendment shall have been given to all members with the notice of the meeting at which members are to vote on the proposed amendment(s). Alternatively, any proposed amendment to these bylaws which shall have been approved by the Board of Directors by a two-thirds vote may be adopted by a two-thirds vote of the all PeDRA members with voting rights through an electronic and/or mail or other written ballot.

Section 2. Other Proposals

Any proposed amendment to these Bylaws which shall not have been approved by the Board of Directors by a two-thirds (2/3) vote may be adopted by a two-thirds (2/3) vote of the members present and voting at any membership meeting, provided that any such proposed amendment shall have been presented to the Secretary-Treasurer at the preceding regular membership meeting in a petition subscribed by at least twenty-five (25) voting members of PeDRA. Notice of any such proposed amendment shall be given to all members with the notice of the membership meeting at which the members are to vote on the proposed amendment.