

IPS revised amendments January 30, 2015
Bylaws of the International Peeling Society (IPS)



Article 1 Name

- (1) The name and title of the organization shall be “International Peeling Society” hereafter called “Society” The Society is a membership corporation, incorporated under the membership Corporation Law of the State an association (the “Society”) is incorporated in terms of Articles 60 and the following of the Swiss Civil Code with its registered office at Praxis Methininserhof, Baselstrasse 9, CH – 4132 Muttenz.
- (2) The Society operates a branch office in Bassum, Germany.
- (3) The business year shall be the calendar year.

Article 2 Objectives and Purposes

The purposes of this Society shall be:

- (1) The purposes for which the Society was organized are exclusively charitable, literary, scientific and educational, namely to promote and encourage scientific investigation and to facilitate mutual acquaintance and collaboration between persons of different nationalities, to facilitate on an international basis the exchange of ideas pertaining to Chemical peeling in dermatology and plastic surgery.
- (2) To encourage investigation, promotion of the scientific development of peeling methods within aesthetic medicine. The Society engages in the scientific development of peeling methods. Any gained information is to be published and made available to medical professionals as well as interested non-professionals.
- (3) A further objective of the Society is the education of the medical profession, patients and general public as to standards, risks, and new developments in the field of peeling applications.
- (4) To hold international meetings periodically.
- (5) The Society operates both on a national and international level. To promote the education of dermatologists and plastic surgeons in applying chemical peeling methods on an international level.
- (6) To develop quality standards of chemical peel agents and methods. The Society shall pursue its purposes in a nonprofit way in terms of Sections and the following of the General Tax Code. The Society shall perform its tasks in a disinterested way and not pursue any financial interests of its own. The Society's funds shall solely be used for the purposes provided by these Bylaws. Members shall not receive any payments from the Society's funds. No person shall be benefited with expenses unrelated to the Society's purposes or reasonably high compensations.

Article 3 Organization

The society shall be governed by the Board of Directors, composed of

- (a) The President
- (b) The Immediate Past President
- (c) The President Elect (Executive Vice President)
- (d) The Secretary
- (e) 2 Associate Secretaries
- (f) The Treasurer
- (g) The Archivist (Historian)
- (h) The Administrative Director
- (i) 2 at large positions; consisting of the chair of membership committee and a representative of the scientific and educational committee

Section 1 Election of Officers

Only active members or honorary members may be appointed or elected as members of the Board of Directors.

The officers of the Society shall be a President, President elect /Vice president, Secretary, 2 Associate Secretaries, Treasurer, Archivist/Historian and Administrative Director and 2 at large positions, consisting of the chair of the membership committee and a representative of the scientific and educational committee.

No two (2) of the foregoing offices may be held simultaneously by the same active member. No active member may serve in the same office for more than two (2) consecutive terms. The nominating Committee established under section 5 shall present the membership one (1) nominee for each office. The offices of president/ elect/Vice President, Secretary, Associate Secretaries, Treasurer, Archivist/ Historian and Administrative Director shall be filled by a plurality vote of the members present at the annual meeting. The office of the President shall be filled by the President- elect/Vice President succeeding to that office as set forth in Section 2 of this article.

Section 2 Terms of Offices

The terms of office shall be as follows:

- (1) The President shall serve for a term of approximately 1 (one) year commencing with the termination of his/her term as president elect.
- (2) The President-elect shall serve for a term of approximately one (1) year assuming the position immediately following the regular annual meeting of the members of the Society next following his/her election to that office and continuing until the next succeeding regular annual meeting of the members. Upon termination of the said term as president-elect the Active member shall assume the office of president for the term set forth in (1) above.

- (3) The Secretary, the Associate secretaries, the Treasurer, the Administrative Director and the Historian shall each serve for a term of approximately two (2) years.
- (4) The Secretary, the Associate secretaries, the Historian, the Treasurer and the Administrative Director shall assume their positions immediately following at the regular annual meeting of the members of the Society next following her/his election to office and continuing until the third succeeding regular meeting of the members. Notwithstanding the forgoing provisions for the terms of office of the officers, all officers shall serve until their successors have been duly elected and qualified, except as provided in Section 4 of this article.
- (5) The immediate past president shall serve for a term of one (1) year.

Section 3 Powers and Duties of the Officers of the Society

- (1) The president shall act as Chairman of the Board of Directors. He/she shall preside all the business and scientific meetings. In the event of his/her death, resignation or absence, the Vice president/president-elect, the Secretary, then treasurer will serve the remainder of terms. The president will be the official representative of the Society and the face of the organization. To lead the Society and be a spokesman for its members. To fulfill the aims and objectives of the Society. The Chairmen of the Committees and its members as well as the global membership of the Society. He/she shall be the main contact for the Society and its activities. To work in close partnership with the Vice President/President-elect in both decision making and problem resolution. To communicate regularly with the aforementioned individuals and to guide them in key decisions and plans. To act as main Signatory for the Society. The office of the president shall be filled by the president elect succeeding to that office at the conclusion of the term of the current president.
- (2) The Vice President/president-elect is responsible for coordinating the Annual Strategic Planning Meeting. The Vice President works closely with the president and the Board assisting in the planning and action of the Society goals. The Vice President in the absence of the president will act as the official representative of the Society.
- (3) The Secretary shall be an ex-officio member of the standing Committees. The Secretary coordinates minutes of all meetings of the members of the Board, shall see that all notices are duly given in accordance with law and these bylaws and shall, in general perform all duties and exercise all powers which are by law or customary parliamentary practice incidence to the office of Secretary, and such other duties and powers as may be determined by the Board of Directors or the president. He/she will act as Signatory together with the president for the Society. The Secretary should coordinate with the president' that all Committees are performing in a timely fashion, using the co-associate secretaries to assist. The associate secretaries shall perform duties requested by the Secretary or the Board of Directors. He/she shall assist the Secretary or the Board of Directors. He/she shall assist the Secretary in all matters concerning duties of the

Secretary and exercise the powers of the Secretary in event of absence.

- (4) The Treasurer oversees and reviews for approval all actions and policies with major financial interest.

The Treasurer shall be the custodian of funds of the Society. He shall attest and affix the Seal of the Society to all documents requiring such action. He shall keep an accurate list of members. He shall be an ex officio on the standing Committees except for the nominating Committee. He shall keep a bank account in the name of the Society. He shall render an account of monies collected and received by dues, contributions, bequests or otherwise, and all details showing the financial standing of the Society. He shall submit an annual report to the Board of Directors. To complete financial transactions, co-signatures of the Secretary and the Treasurer should be obtained.

- (5) The Historian shall attend all the meetings of the Board of Directors. He/she shall acquire, manage and maintain documents and other materials that have historical importance for the Society. He/she shall keep a regularly updated thorough and clear record of all key documents and communications held e.g. at meetings. The information should be easily accessible to the Board and Chairpersons of the Committees.
- (6) The Administrative Director shall be an ex officio member of the standing Committees. He/she shall coordinate and develop the goals of the standing Committees and shall preside over the chairmen/women and shall work in close partnership with the chairmen/women and shall communicate regularly with the board. He/she shall submit an annual report of the activities of the Committees.

Section 4 Vacancies

- (1) In the event of a vacancy in the office of the president, the President-elect shall succeed the office of President for a term determined as follows: If a president-elect succeeding to the office of president was elected by the members, her/his term as president shall extend to the second annual General meeting of the Society following his/her succession to the office of President at which a president and president-elect shall be elected by the membership.
- (2) In the event of a vacancy in the office of Secretary, Treasurer, Historian or Administrative Director, the board of Directors shall appoint an interim officer to these offices. Such appointment may be made at any meeting of the Board.

Section 5 Standing Committees

The chairmen/women and the members of the Standing Committees shall be appointed with majority vote by the Board of Directors. Their term of office shall be two (2) years.

- (1) The Nominating Committee shall be composed of three (3) members. The function shall be to prepare a slate for the officers of the Society, a 30 day time period for submission of nominations will precede the annual general meeting. One member should be the Immediate Past President.

(2) Additional standing Committees are:

- (a) The Membership Committee shall be composed of five (5) members.
- (b) The Mentorship Committee shall be composed of four (4) members.
- (c) The Media and Communications Committee shall be composed of four (4) members.
- (d) The International Affairs Committee shall be composed of 7 (seven) members.
- (e) The Pharmaceutical Committee shall be composed of four (4) members with goals to validate peel formulas, to create standardized methods for peel formulas, to establish guidelines for peel formulas, to create a network for physicians and pharmacists for questions concerning formulas and peeling agents. These will be at least 50:50 (physicians and pharmacists/pharmacologists.)
- (f) The Educational and Scientific Committee shall be composed of four (4) members.
- (g) The Committee for administrative regulations shall be composed of seven (7) members.
- (h) The Committee for Fundraising and Business relations shall be composed of seven (7) members.
- (i) Guidelines Taskforce shall be composed of five (5) members.

Section 6 Status and Categories of Membership

Status: membership in the Society is a privilege not a right, and is dependent upon the candidate adequately demonstrating compliance with the requirements for membership as contained in the Bylaws, the rules and regulations and the policy statements as from time to time are adopted by the membership or the Board of Directors. No one shall be elected or remain a member of the Society without adequately demonstrating that he/she is of good reputation and standing within her community and of high ethical character and professional repute.

Section 7 Classes of membership

The membership of the Society shall consist of the following classes of members

- (a) Active
- (b) Associate
- (c) Resident/Fellow
- (d) Life, Honorary
- (e) Corporate and Affiliate

(1) Active member

Any physician, who has been certified by a national board of dermatology. Received specialty certification in dermatology or certified by the board of plastic surgery shall be eligible to be an active member. Active members shall have full membership rights as recognized under customary parliamentary practice, the rights to attend membership meetings, to participate in discussions, to vote, to be a candidate for elective office and to accept appointment to committees and councils. Active members shall be obligated to pay all dues and assessments imposed on active members and shall be obliged to observe all bylaws and administrative regulations of the Society.

(2) Associate Member

Any pharmacist/pharmacologist in good standing. Associates shall have all the rights of active members except that they shall not be eligible to serve in any elective office. Associates shall be obliged to pay all dues and assessments imposed upon associates and shall be obliged to observe these bylaws and administrative regulations of the Society.

(3) Resident/Fellow Member

Any physician, who is currently participating in a training program in dermatology or plastic surgery. Residents/Fellow member shall have all the rights of active members except the right to hold an elected office or the right to vote in elections provided, however that when appointed to any commission, council, committee, or task force, Resident/Fellow members may vote on matters before that group. Resident/Fellow members shall not be required to pay dues or assessments.

(4) Life Member

An active member in good standing, who by reason of infirmity or retirement from practice, shall be made a life Member upon written request to the Secretary and approval of the Board of Directors. A Life Member shall continue to enjoy all the membership rights of his membership category in the Society. He/she shall not be required to pay dues or any other assessments.

(5) Honorary member

An honorary member shall be a woman or a man of outstanding attainment recommended to the Board and elected by 2/3 vote of the Board: He/she shall enjoy all the rights and privileges of membership and shall not pay dues or any assessments.

(6) Corporate member

A corporate member shall be a woman or a man currently employed or engaged in a business activity that supports the specialty of dermatology. These members shall be non-dermatologist physicians, PHD holders or other scientists devoting a major portion of their time to dermatologic research in industry settings, or non-scientist industry leaders on a higher level whose careers are devoted to research in chemical peeling. He/she shall be required to pay dues and assessments.

Section 8 Election to membership

- (1) Application for membership should be addressed to the Society's office, on forms provided by the Secretary and accompanied by letters of support of two IPS members on the Society website forwarded to the chair of the membership committee who then recommends membership to the board who will vote on admission.
- (2) The office shall check all documents submitted for their sole completeness as provided by these bylaws. In case the application documents are complete these shall be forwarded by the office to the board for decision. In case the documents submitted are incomplete, the office shall contact the applicant requesting transmission of any missing documents. If the applicant does not comply with such request his or her application for admission shall be denied for lack of form.
- (3) All properly filed applicants for membership as an Active, Associate, Life, Corporate or Affiliate member must be reviewed and evaluated by the Membership Committee.

Article 4 Rights and Duties of Members

- (1) Members shall support the Society's objectives and interests. Any resolution and requirements issued by the organs of the Society shall be complied with.
- (2) Members shall be entitled to use the Society's facilities and to attend events. They shall have each equal voting power in the General meeting of members. Neither transfer of the vote to another member nor delegation shall be admissible.
- (3) Education in the field of Peeling of Living skin shall be restricted expressly to physicians.

Article 5 Termination of Membership, Discipline

- (1) Resignation shall be declared by written notice addressed to the Board. Resignation shall be possible with a six months' notice with effect as of the end of each calendar year. The said notice period shall be deemed to have been complied with if the notice of resignation is received in due time by a member of the Board. Membership shall be deemed terminated by demise, notice of resignation, exclusion or cancellation of membership.
- (2) Membership may terminate upon breaches that may include
 - (a) Failure to comply with Bylaws or rules of the Society
 - (b) Conviction of felony or crime arising from the practice of medicine or involving moral turpitude
 - (c) Limitation, suspension, revocation of the right to practice medicine
 - (d) Unauthorized use of the Society's name Logo or other symbols on stationary, publications, advertisements, digital media or print
 - (e) Immoral, dishonorable or unprofessional conduct

- (3) Any exclusion shall be voted by the General Meeting of members upon request by the Board with a majority of three quarters of all votes present. The Board of Directors shall inform the member to be excluded of its request in writing at least six weeks prior to the meeting. Any statement received by the member concerned in writing shall be read out to the meeting called to decide on the exclusion. The member's exclusion shall take effect as of the passing of the related resolution. If the member did not attend the passing of the resolution, he or she shall be immediately notified of the exclusion in writing by the Board.
- (4) Membership may be cancelled if the member is in arrears with the payment of at least one membership fee and has failed to pay the outstanding amount in full even after a written reminder within three months of the date of sending such reminder. The reminder shall be addressed by registered mail to the member's last address known to the Society; reminders by e-mail shall be expressly permitted. In the reminder reference shall be made to the imminent cancellation of membership. The reminder shall also be deemed valid in case it is returned with address unknown. The cancellation shall be made by resolution of the Board, which shall not be notified to the member concerned.
- (5) Reinstatement after non-payment of dues or assessments may be accomplished upon payment of current dues and assessments. Past dues are not required.

Article 6 Funds of the Society / Membership Fees Income and Expenditure

- (1) An annual membership fee shall be due. Dues shall be set at the current rate and may be increased at the discretion of the Board. The Society shall be free to dispose of the fees paid by the members in order to pursue its purposes.
- (2) Funds shall be obtained from the membership dues grants, contributions and bequests, Funds over USD 500 shall be authorized by the Treasurer.
- (3) The amount of membership fees shall be determined by the General Meeting.
- (4) Membership fee shall be paid in advance and be charged on a pro-rata basis for the calendar year of admission.

Article 7 Meetings

- (1) It shall be the purpose of the Society to participate in international and regional, special or general meetings at such intervals and under such conditions, as may be determined by the Board.
- (2) The order of business of the Board shall be:
 - (a) Report of the President
 - (b) Report of the Secretary
 - (c) Report of the Treasurer
 - (d) Report of the Archivist/Historian
 - (e) Report of the Nominating Committee
 - (f) Report regarding potential dates and places of the next Board meeting
 - (g) Reports of the Standing committees and task forces

- (3) The power of representation of the Board as set forth in Article 3, section 3 of these Bylaws shall be limited in its effect toward third parties in such a way as to require the entire Board's consent for any purchase or sale, encumbrance and any other disposal of real estate and similar rights as well as for taking up one or more loans or other liabilities in a total amount exceeding 1.000 (one thousand) CHF (passed by written circular procedure (by e-mail) etc. or by way of conference call. All resolutions passed by the Board shall be recorded in minutes. The minutes shall be drawn up by a member of the Board.

Article 8 General Meeting

- (1) A General Meeting shall be held
- (a) If required by the interest of the Society
 - (b) At least once every year
 - (c) Within 6 months of the date of retirement of a member of the Board.
 - (d) If a convocation is requested by at least one third of all members stating the purpose and reasons thereof. The meeting shall be chaired by the President of the Society, in case of his/her absence by his/her deputy, the Vice President/President-Elect.
- (2) The Board shall notify the members of the Society of the General Meeting as provided under article 1 of the Bylaws.
- (3) The General Meeting of the membership requires advance notice by the Board and shall be signed by the Secretary and must be sent to the electronic address of all members, stating time and place with a four week's notice. The invitation shall be accompanied by an agenda. The notice period shall commence as of the date of mailing the invitation to the last known address of the member. Each member may submit a written request for adding additional items to the agenda to the Board until no later than 4 (four) weeks prior to the date of the General Meeting of members. The president shall read the agenda at the beginning of the meeting. Any requests for additions to the agenda by members must be submitted at least one (1) day before the General Meeting.
- (4) The general meeting will be held:
- (a) to approve the reports of the President, the Secretary and the Treasurer
 - (b) to elect the Board
 - (c) to make any amendments to these Bylaws
 - (d) to determine (if necessary) the membership fees.
 - (e) to consider motions submitted to the Board and members;
 - (f) to deal with appeals of declined applicant;
 - (g) to dissolve the Society
- (5) Each general meeting called in due form shall be deemed to constitute a quorum.
- (6) For the dissolution of the Society, the attendance of at least two third of all members of the Society shall be required. If the general meeting of members has no quorum a further General Meeting of members with the same agenda

shall be called within 28 days of the date of the first meeting. This further meeting shall be held not earlier than two months prior, and no later than four months after the first meeting. The new meeting shall be deemed to constitute a quorum regardless of the number of members in attendance.

- (7) The vote shall be by show of hands. Upon the request of at least one attending active member, the vote shall be written and secret ballot. Resolutions shall be passed with a majority of all votes cast.
- (8) Each member shall be entitled to review the minutes.
- (9) Magnetic tape recording as a means to draw up the minutes shall be expressly permitted.

Article 9 Dissolution of the Society

- (1) The Society may be dissolved by resolution to be passed by the General Meeting.
- (2) In the event of a dissolution of the Society or if its previous purpose ceases to exist the Society's funds shall go to an institution of public utility. The beneficiary shall be determined by resolution to be passed by the Board.

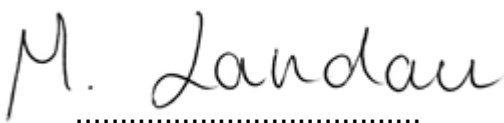
Article 10 Liability

Any debts of the Society shall solely be covered by the Society's funds. Any personal liability of its members shall be excluded.

Article 11 Effect

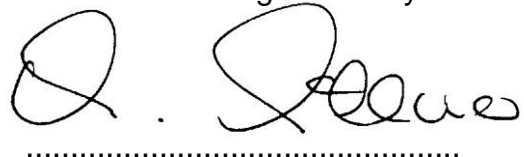
These bylaws were approved in the Society's General Assembly, held on January 30, 2015 and have come into effect as of the same date.

The President:



Dr. Marina Landau

The recording Secretary:



Michael Gillner