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*Academy of Laser Dentistry*

**CONSTITUTION AND BYLAWS**

**April 2010**

**Typographical and format edits only.**

**2009-10 CONSTITUTION AND BYLAWS COMMITTEE**

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**CONSTITUTION**  
**ACADEMY OF LASER DENTISTRY**  
Spring, 2010

**ARTICLE I**

**NAME**

The name of this Association shall be the **AMERICAN ACADEMY OF LASER DENTISTRY** doing business as the **ACADEMY OF LASER DENTISTRY**.

**ARTICLE II**

**OBJECTIVES AND PURPOSES**

The Academy of Laser Dentistry (*Academy or ALD*) is an international professional membership association of dental practitioners and supporting organizations dedicated to improving the health and well being of patients through the proper use of laser technology. The Academy actively supports education and research through its certification programs, publications, meetings and additional activities. The Academy fosters dialogue and seeks to build community among its members and dental organizations, educational institutions, researchers, industry representatives and others who share this mission.

**ARTICLE III**

**ORGANIZATION**

**Section 1      Incorporation**

The Academy is a not-for-profit corporation and shall function in compliance with Section 501(C)(3) of the Internal Revenue Code. If the Association shall be dissolved at any time, no part of its funds or property shall be distributed to, or among, its members; but, after payment of all indebtedness of the Association, any surplus funds or properties shall be used for dental education and dental research.

**Section 2      Main Office**

The principal office of the Academy shall be known as the Main Office and located as described in its Administrative Manual or at such other locations as the Board of Directors shall lawfully designate or the affairs of the Academy may require from time to time.

**Section 3      Membership**

Membership in the Academy is a privilege and a responsibility, and shall be encouraged from all interested in laser technology related to dentistry, as defined in Chapter I of the Bylaws.

**ARTICLE IV**

**GOVERNMENT**

The Administrative body of the Academy shall be a Board of Directors, which may be referred to as “the Board” or “this Board”, as provided in Chapter IV of the Bylaws.

## **ARTICLE V**

### **OFFICERS**

The elected officers of this Academy shall be the President, President-Elect, Vice President, Treasurer and Secretary. The President and Immediate Past President pass automatically into those positions. Election of President-Elect, Vice President, Treasurer and Secretary is subject to membership vote at annual conference – see Chapter IV, Section 3(d).

The appointed officers of this Academy shall be an Executive Director and the Editor(s), each of who shall be appointed by the Board of Directors.

## **ARTICLE VI**

### **ANNUAL SESSION**

The annual membership meeting of this Academy shall be conducted in accordance with Chapter III of the Bylaws.

## **ARTICLE VII**

### **PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT**

*The Principles of Ethics and Code of Professional Conduct* of this Academy shall govern the professional conduct of all members, as described in Chapter XII, Section V.

## **ARTICLE VIII**

### **AMENDMENTS**

This Constitution may be amended by a two-thirds affirmative vote of the members present and voting at an annual meeting, provided that the proposed amendments have been presented in writing 60 days prior to the vote.

## **CHAPTER I**

### **MEMBERSHIP**

#### **Section 1 Classification of Membership**

Members in good standing are those that uphold the Constitution and Bylaws, the Administrative Manual of the Academy of Laser Dentistry and pay dues and assessments indicated within the appropriate membership category as defined herein.

The members of this Academy shall be classified as follows:

- A. Dentist Member
- B. Charter Member
- C. Institutional Member
- D. Associate Member
- E. Affiliate Member
- F. Corporate Member
- G. Non-practicing Member
- H. Student Member
- I. Honorary Member

#### **A. Dentist Member**

Any practicing dentist, with a current unrestricted license shall be eligible to be an active Dentist Member.

A Dentist Member shall have full membership rights as recognized under customary parliamentary practice including, but not by way of limitation, the right to attend membership meetings, to participate in discussion, to vote, to be a candidate for elective office and to accept appointment to committees. Dentist Members shall be obligated to pay all dues and assessments imposed under Chapter VIII of these Bylaws and shall be obligated to observe the Bylaws and the Administrative Manual of the Academy.

#### **B. Charter Member**

A special class of dentist membership, which entitles the member to a reduction in membership dues up to a flat membership fee of \$260.00. Charter membership status in the Academy of Laser Dentistry is limited to founding members of the Academy of Laser Dentistry and charter members of the former International Academy of Laser Dentistry and provides certain economic benefits. Charter Members have the same rights and responsibilities as defined for Dentist Members in Section 1A above. Charter Members are also dentist members.

#### **C. Institutional Member**

Any dental professional whose sole or primary activity is academic instruction or dental research and is on staff of an institution with an accredited dental school program. Institutional Members have the same rights and responsibilities as defined for Dentist Members in Section 1A above.

#### **D. Associate Member**

Any dental auxiliary who is interested in obtaining knowledge about laser dentistry. Associate Members are eligible to attend regular meetings of the Academy and accept appointment to committees. Associate Members are not eligible to vote and are not eligible to hold executive office. One appointed representative from the Associate Member category is eligible to serve on the Board of Directors with the right to exercise one vote. A dentist may not be an Associate Member.

Associate Members shall be obligated to pay all dues and assessments imposed under Chapter VIII of the Bylaws and are bound by all Bylaws and the Administrative Manual of the Academy.

#### **E. Affiliate Member**

Any qualified health care professional, scientist, or physician not eligible for membership in other membership classes shall be eligible to be an Affiliate Member. An Affiliate Member shall have full membership rights except the right of voting and except the right to hold an elective office in the Academy. Affiliate Members shall be obligated to pay all dues and assessments imposed under Chapter VIII of the Bylaws and are bound by all Bylaws and the Administrative Manual of the Academy.

#### **F. Corporate Member**

Any for-profit and not for-profit company that seeks information, affiliation, or interaction with the laser dentistry community shall be eligible for Corporate Member status. Corporate Members shall have membership rights as recognized under customary parliamentary practice, including, but not limited to, the right to attend membership meetings, to participate in discussion and to accept appointment to committees where such appointment would be without direct conflict of interests. Corporate Members are eligible to attend regular meetings of the Academy but are not eligible to vote. Corporate Members are not eligible to hold elective office. Corporate Members shall be obligated to pay all dues and assessments imposed under Chapter VIII of these Bylaws and shall be obligated to observe all Bylaws and the Administrative Manual of the Academy.

#### **G. Non-practicing Member**

Any retired or disabled dentist who is no longer practicing dentistry is eligible for this category. Non-practicing members shall have full voting rights and are eligible for elective office. Non-practicing Members have the same rights and responsibilities as defined for Dentist Members in Section 1A above. Non-practicing Members shall be obligated to pay all dues and assessments imposed under Chapter VIII of these Bylaws and observe all Bylaws and the Administrative Manual of the Academy.

#### **H. Student Member**

Any full-time registered student shall be eligible for student member status. Student Members are eligible to attend regular meetings of the Academy and accept appointment to committees. Student Members are not eligible to vote and are not eligible to hold elective office. Student Members shall be obligated to pay all dues and assessments imposed under Chapter VIII of the Bylaws and are bound by all Bylaws and the Administrative Manual of the Academy.

#### **I. Honorary Member**

An individual who has been recognized by the Board for their contributions is eligible for this category. An Honorary Member is not eligible to hold elective office or vote, nor shall they be required to pay dues. An Honorary Member is eligible for appointment by the Board to serve the Academy as an ex-officio advisory member to the Board or any committee.

## **CHAPTER II**

### **ELECTION TO MEMBERSHIP**

#### **Section 1 Applications**

Applications for admission to the various classes of membership shall be submitted as follows: Each applicant for membership in the Academy shall complete and submit an official application form to the main office. Application forms shall be submitted to the Academy with the appropriate dues payment and/or non-refundable application fee. The applicant will be notified as to the acceptance or rejection of the application.

## **CHAPTER III**

### **MEETING OF MEMBERS**

#### **Section 1 Regular Meetings**

At least one regular business and scientific meeting of the members of the Academy shall be held each year at the times and places designated by the Board of Directors in the method prescribed by the Bylaws of this Academy. The Board of Directors can by a two-thirds ( $2/3$ ) affirmative vote elect to postpone a meeting.

#### **Section 2 Special Meetings**

Special meetings of the members of the Academy may be called only by the Board of Directors or by written petition signed by at least ten percent ( $10\%$ ) of the voting members of the Academy and may be held at any place designated by the Board of Directors or the petition of members.

#### **Section 3 Notice of Meetings**

Written notice stating the place, date, and hour of any meeting of the members shall be delivered to each member entitled to vote at such meeting not less than thirty ( $30$ ) days before the date of such meeting, or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than forty-five ( $45$ ) days before the date of such meeting. The purpose for which the meeting is called shall be stated in the notice. Written notice of Academy meetings may be announced in official publications and / or sent by mail, e-mail, or fax to the involved members.

#### **Section 4 Quorum**

Twenty-five percent ( $25\%$ ) of the eligible voting members registered to attend the annual meeting shall constitute a quorum. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting at any time without further notice. Withdrawal of members from any meeting at which a quorum was present shall not cause failure of a duly constituted quorum at that meeting.

#### **Section 5 Voting**

Each member with voting rights shall be entitled to one ( $1$ ) vote on any matter to be voted upon at any annual or special meeting. There shall be no voting by proxy. The act of a majority of the members present and voting at a meeting shall be the act of the membership of the Academy.

#### **Section 6 Order of Business**

The regular order of business at any regular meeting of members shall be established in the Administrative Manual of the Academy. No business beyond the stated purpose or purposes for which the meeting was called shall be conducted at a special meeting.

## **CHAPTER IV**

### **BOARD OF DIRECTORS**

#### **Section 1 General Powers**

Its Board of Directors on behalf of the membership shall manage the property and affairs of the Academy. The final authority of this organization is the "members assembled" unless specifically delegated to the Board in these bylaws. All members of the Board share in a joint and collective authority, which exists and can be exercised only when the group is in session. Members of the Board have no greater authority than any other member of the organization except when the board is meeting. Officers and members to whom specific duties are assigned should perform the duties of their office or

assignment in addition to sharing in the group authority and duties of the board. Business transacted at a board meeting should not be discussed except with other directors, unless and until the Executive Director has issued to all members or to the public the information. The minutes of the Board are open to the general membership, with the exception of specifically designated closed sessions.

## **Section 2      Number, Tenure and Qualifications**

The Board of Directors shall consist of ten (10) directors to include one (1) Associate member plus the six (6) officers: President, President-Elect, Vice President, Treasurer, Secretary and the Immediate Past President, who shall be ex-officio directors. The Editor shall be an appointed member of the Board of Directors. The elected directors shall take office at the next meeting following their election, as provided in the Bylaws and shall serve for a term of three (3) years and until their successors shall be duly elected. Ex-officio directors and the associate member shall have the same rights, authority and responsibilities as the elected directors. The Executive Director is an ex-officio advisory member of the board, without voting privileges and is not counted in a quorum. The Editor is an ex-officio advisory member of the board, without voting privileges and is not counted in a quorum. Only members of the Academy may serve on the Board of Directors and may serve two consecutive terms as elected directors.

## **Section 3      Nominations of Board of Directors**

(a) A Nominating Committee consisting of no more than five (5) members of the Academy in good standing shall be appointed by the President and approved by the Board of Directors. It shall consist of the President-Elect as chair, the Immediate Past President and three members in good standing who shall have had prior Academy Board of Directors experience and who are not seeking elective office in the forthcoming term.

(b) Each year notice of the names of the members of the Nominating Committee shall be given to all members of the Academy.

(c) Proposed nominations may be submitted to the Nominating Committee in writing by any member of the Academy, but not later than 150 days prior to the annual business meeting.

(d) The Nominating Committee shall screen and evaluate potential nominees and shall present to the membership the slate of nominees for officers and the Board of Directors at least 120 days in advance of the election.

(e) The Nominating Committee shall present one (1) or more nominees for each available seat on the Board of Directors and for the officer positions of President-Elect, Vice President, Treasurer and Secretary.

(f) Members eligible for election to office or to the Board of Directors must be members in good standing for a minimum of three consecutive years preceding the election and have attended at least two ALD annual meetings. The eligibility is limited to the following categories: Dentist Member, Charter Member, Institutional Member, Associate Member as defined in Chapter I D and Non-practicing Member.

(g) A nominee not announced by the Nominating Committee may submit a nomination petition to the Chairman of the Nominating Committee at least 90 days in advance of the election. The petition must include printed names and corresponding signatures of at least twenty-five (25) eligible voting members in good standing and the position or seat for which the petitioning nominee seeks election.

(h) The Committee shall obtain a disclosure statement and brief biography from each candidate nominated by the Committee or by petition.

(i) The names of candidates nominated by this committee or by petition shall be transmitted to the voting members at least 60 days in advance of the election at the Annual Meeting.

**The following Table outlines the nominations timeline:**

Each year the names of the members of the Nominating Committee shall be given to all members of the Academy	
Proposals made from Membership to Nominating Committee	150 days in advance of Annual Meeting
Nominating Committee Evaluates Potential Nominees and Presents Nominees to the Membership	120 days in advance of Annual Meeting
Nominee Petitions, if any, are due to Nominating Chairman	90 days in advance of Annual Meeting
Nominating Committee Presents the Nominees and those by Petition to the Membership	At least 60 days in advance of Annual Meeting
Election is Held	At annual meeting

**Section 4 Election Procedures**

An election shall be conducted at the annual business meeting of the Academy.

- a) The Nominating Committee’s recommendations are presented.
- b) Nominees submitted by petition are presented.
- c) Election for each office shall begin with the President-Elect followed by elections of the Vice President, Treasurer, and Secretary and then the Board of Directors.
- d) Should no candidates other than the Nominating Committee slate be nominated and the Committee nominates one candidate for each position, no seconding speeches may be presented. In this case, it is appropriate for a voting member or the chairman of the Nominating Committee to move that the slate be elected by acclamation.
- e) In the event two or more candidates are nominated for a position, up to two (2) individuals may speak on behalf of each candidate. Each speech is limited to no more than two (2) minutes.
- f) In positions where two or more candidates are nominated, each candidate shall have the privilege of addressing the voting members. The sequence of presentations of these candidates shall be in reverse order of nomination with the Nominating Committee candidate presenting last. If the Nominating Committee nominates more than one candidate for an office, these candidates present in alphabetical order. Candidate presentations are limited to no more than three (3) minutes.
- g) In contested elections, written ballots shall be used and counted by Tellers appointed by the President.

**Section 5 Vacancies**

Vacancies on the Board of Directors, i.e., below the minimum number of ten (10) directors, may be filled temporarily by a majority vote of the Board of Directors, except that a vacancy in an ex-officio directorship held by the Immediate Past President 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 business meeting, the position shall be filled for the unexpired portion of the term.

**Section 6 Meetings**

(a) Regular meetings of the Board of Directors shall be held at specific times and places as determined by the Board. The Board of Directors shall also meet in connection with the annual membership meetings of the Academy.

(b) Special meetings of the Board of Directors may be called by the President or any five (5) directors and may be held at any place and at any time designated in the meeting notice.

(c) Written notice of the time, place and purpose of each meeting, including extraordinary meetings of the Board of Directors shall be given to each director not less than thirty (30) days prior thereto.

(d) One half ( $1/2$ ) of the voting directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors.

(e) The act of a majority of the directors present and voting at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

(f) The President shall not be entitled to vote except in the case of a tie.

### **Section 7      Action Without Meeting**

Any action which is required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by a majority of all directors entitled to vote with respect to the matter thereof.

### **Section 8      Action by Telephone**

Directors may participate in any meeting through the use of conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

### **Section 9      Removal**

A director may be removed from the Board if he or she misses two consecutive meetings, or if a majority of Directors find that any individual failed in discharging his or her obligations as a Director.

### **Section 10     Compensation**

Directors as such shall not receive any compensation for their services as directors, but the Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of expenses by designated officers of the Academy.

## **CHAPTER V**

### **OFFICERS**

#### **Section 1      Number, Titles and Qualifications**

The elected officers of the Academy shall be a President, a President-Elect, a Vice President, a Treasurer and a Secretary. Only voting members of the Academy in good standing may serve as elected officers. No two (2) of the foregoing offices may be held simultaneously by the same member. The President-Elect, the Vice President, and the Treasurer at the time of assuming their offices, must each have served at least three (3) years on the Board of Directors as an elected or ex-officio director. The Secretary, at the time of assuming the office, shall have served at least 2 years on the Board of Directors as an elected, appointed or ex-officio director. The Editorship is an appointed office and may be held simultaneously with another office.

#### **Section 2      Nomination, Election and Tenure**

(a) The procedure set forth in Chapter IV, Section 3 of these Bylaws for the nomination of directors shall also apply to the nomination of candidates for elected office. The Nominating Committee established under Chapter IV, Section 3 should present to the membership one (1) or more nominees for each of these offices.

(b) The offices of President-Elect, Vice President, Treasurer and Secretary shall be filled by a plurality vote of the members present at the annual business meeting. The President-Elect shall fill the office of President and the President shall fill the office of Immediate Past President, both upon completion of their current term of office.

(c) The terms of office of the officers shall be one year.

### **Section 3 Powers and Duties**

The powers and duties of the officers of the Academy shall be as follows:

(a) The President shall be the presiding officer at all meetings of the members of the Academy, an ex-officio member of the Board of Directors and an ex-officio advisory member of all committees. The President shall perform all duties and exercise all powers that are by law or parliamentary practice incident to the office of President, and such other duties and powers as may be determined by the Board of Directors. The President shall have the authority to appoint the chair of each committee and create and appoint special committees as needed for the conduct of Academy affairs in accordance with the policies and procedures of these Bylaws and the definitions in the Administrative Manual. Upon completion of a term as President, this member moves into the position of Immediate Past-President and shall continue to serve as an ex-officio director for one (1) year.

(b) The President-Elect shall be an ex-officio member of the Board of Directors and shall perform the duties and exercise the powers of the President in the event of the absence, or inability to act, of the President. The President-Elect will also be responsible for chairing the Conference Committee and the Nominations Committee and appointing a General and Scientific Sessions Chair.

(c) The Vice President shall be an ex-officio member of the Board of Directors and shall serve as ex-officio member of the Committee on Membership and as ex-officio Vice Chair of the Conference Committee as defined in these Bylaws. The Vice President shall also perform the duties and exercise the powers, which are by law or customary parliamentary practice incident to the office of Vice President, and other such duties, and powers as may be determined by the Board of Directors or the President.

(d) The Treasurer shall be an ex-officio member of the Board of Directors, ex-officio Chair of the Finance Committee, and an ex-officio advisory member of all committees. The Treasurer shall be the principal accounting and financial officer of the Academy, and shall be responsible for the maintenance of adequate books of account of the Academy; shall be responsible for the receipt and disbursement of the funds of the Academy, and shall, in general, perform parliamentary practice incident to the office of Treasurer and such other duties and powers as may be determined by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety or sureties, as the Board of Directors shall determine. With the approval of the Board of Directors, the cost of any such bond or surety may be paid from the funds of the Academy.

(e) The Secretary shall be an ex-officio member of the Board of Directors, ex-officio Chair of the Constitution and Bylaws Committee, and an ex-officio advisory member of all committees. The Secretary shall keep minutes of all meetings of the members and of the Board of Directors, 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 parliamentary practice incident to the office of Secretary, and such other duties and powers as may be determined by the Board of Directors.

(f) Any member may be appointed Editor(s) by a majority vote of the Board of Directors. The Board of Directors determines the salary or honorarium. The tenure of the Editor(s) shall be one (1) year and he or she may be reappointed at

the pleasure of the Board. The Editor(s) are appointed ex-officio advisory officers of this Academy without the right to vote.

**The duties of the Editor are:**

- (1) To serve as Editor-in-Chief of the official publication(s) of the Academy exercising full editorial control over such publication(s), subject only to the policies of the Academy.
- (2) To appoint an Editorial Board in whatever number necessary, subject to the approval of the Board of Directors to advise and assist him/her in discharging his/her duties.
- (3) To serve as an invited ex officio advisory member of the Board of Directors on any councils and committees of the Academy without the right to vote.
- (4) To submit an annual report to the Board of Directors.

**Replacement of the Editor**

The Board of Directors by a majority vote may terminate the tenure of the Editor at any time and replace him/her with another of their choosing.

**Section 4      Vacancies**

- (a) In the event of a vacancy in the office of President, the President-Elect shall succeed the office of President, complete the assumed term and then serve as President by right.
- (b) In the event of a vacancy in the office of President-Elect, the Vice President shall carry out the function of the President-Elect until the next regular election.
- (c) In the event of a vacancy in the office of Vice President, the Board of Directors shall appoint a new Vice President to serve until the next regular election.
- (d) In the event of a vacancy in the office of Treasurer, Secretary or Editor, the Board of Directors shall appoint an interim Treasurer, Secretary, or Editor to serve for the unexpired portion of the Term. Such appointment may be made at any meeting of the Board of Directors.
- (e) The Board of Directors may establish in the Administrative Manual of the Academy a line of succession to the office of President so that the Academy will not be left without a Chief Executive Officer in the event of simultaneous vacancies occurring in the offices of President and President-Elect.

**Section 5      Removal**

The requirements for removal of officers are the same as that of directors described in Chapter IV, Section 9.

**CHAPTER VI**

**EXECUTIVE DIRECTOR**

The Board may by majority vote appoint an Executive Director of the Academy. The Executive Officers will determine the term of appointment, salary or honorarium of the Executive Director. The Executive Director is an employee of the Academy of Laser Dentistry and is delegated the power to act on behalf of the Board of Directors with the understanding that the property and affairs of the Academy shall be managed by its Board of Directors on behalf of the membership.

The duties of the Executive Director are to manage the day-to-day activities of the Academy. The goals, objectives and duties of the Executive Director are determined by the Executive Officers, including performance evaluation. The general duties and responsibilities of the Executive Director are defined in the Administrative Manual.

## **CHAPTER VII**

### **ADMINISTRATIVE STRUCTURE**

#### **Section 1 Establishment**

The Board of Directors shall by majority vote establish an Administrative Manual to govern the organization and operation of important aspects of the affairs of the Academy. Such a code shall cover such matters as are specifically required by these Bylaws, and such other important administrative and ethical matters as the Board of Directors shall deem appropriate.

#### **Section 2 Publication**

The Administrative Manual adopted by the Board of Directors shall be available to any member of the Academy upon written request to the Secretary.

#### **Section 3 Amendment**

The Board of Directors at any meeting may amend the Administrative Manual of the Association by a majority vote. Alternatively, the Administrative Manual 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 Secretary at least sixty (60) days prior to the membership meeting by a written petition signed by at least twenty-five (25) 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.

## **CHAPTER VIII**

### **DUES AND ASSESSMENTS**

#### **Section 1 Annual Dues**

The amount of annual dues payable by each class of dues paying members of the Academy shall be established by a majority vote of the Board of Directors.

#### **Section 2 Conference Registration Fees**

The amount of conference, seminar, or educational program fees for Academy sponsored events shall be established by a majority vote of the Board of Directors.

#### **Section 3 Special Assessments**

Special Assessments may be levied on dues paying members of the Academy by a majority vote of the Board of Directors.

#### **Section 4 Waiver of Dues and Assessments**

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

#### **Section 5 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 or to be a candidate for elective office.

(b) Any members who shall fail to make full payment of any dues or assessments within ninety (90) days of the due date therefore established by the Board of Directors shall be given notice that his or her membership will be terminated thirty (30) days thereafter unless all delinquent dues and assessments are paid within that period. If the delinquent member fails to make payment in full during the grace period then the name of the delinquent member shall be removed from the membership rolls of the Academy. Such a delinquent member may be reinstated to membership by the Board of Directors, at its discretion, upon payment of all delinquent dues and assessments or new application for membership described in Chapter II.

### **CHAPTER IX**

#### **STANDING AND SPECIAL COMMITTEES**

Standing committees include but are not limited to: Auxiliary, Awards, Certification, Communications, Conference, Constitution and Bylaws, Education, Ethics, Executive, Finance, International Relations, Membership, Nominations, Past Presidents, Regulatory Affairs and other standing committees defined by the Administrative Manual.

The President shall have the authority to create, reactivate and appoint special committees as needed for the conduct of Academy affairs.

### **CHAPTER X**

#### **CONTRACTS, CHECKS, DEPOSITS AND GIFTS**

##### **Section 1 Contracts**

The Board of Directors may authorize any officer or agent or agents of the Academy, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Academy. Such authority may be general or confined to specific instances.

##### **Section 2 Checks, Drafts, Etc.**

All checks, drafts, electronic payments or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Academy shall be paid in accordance with the policies and procedures approved by the Finance Committee and the Board of Directors as defined in the Administrative Manual.

### **Section 3      Deposits**

All funds of the Academy shall be deposited from time to time to the credit of the Academy in such banks, trust companies, or other depositories as the Board of Directors may select.

### **Section 4      Gifts**

The Board of Directors may accept on behalf of the Academy any contribution, gift or bequest for the general purposes or for any special purpose of the Academy.

## **CHAPTER XI**

### **BOOKS AND RECORDS**

#### **Section 1      General Requirements**

The Academy shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of all meetings of members and of the Board of Directors.

#### **Section 2      Annual Audit and Report to Members**

The Academy shall provide for an annual audit of the financial records of the Academy by an independent certified public accountant. A treasurer's report shall be provided to the members at the Annual General Membership meeting.

## **CHAPTER XII**

### **A SUMMARY OF NOTICE AND WAIVER OF NOTICE**

#### **Section 1      Notice**

Whenever, under applicable law, these Bylaws, or the Administrative Manual of the Academy, notice is required to be given to any member, director, officer, or committee member, such notice may be given in writing by mail or electronic transmission, addressed to such member, director, officer, or committee member at his or her address as it appears on the records of the Academy. Such notice shall be deemed to be given when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid or electronically transmitted.

#### **Section 2      Waiver of Notice**

Whenever, under applicable law, these Bylaws, or the Administrative Manual of the Academy, any notice is required to be given, a waiver in writing, signed by the member, director, officer, or committee member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to actual notice. In addition, the attendance of the member, director, officer, or committee member at any meeting shall constitute a waiver of notice of such meeting, except when an individual attends the meeting with the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **CHAPTER XIII**

## **GENERAL REGULATIONS**

### **Section 1 Parliamentary Procedure**

All questions of parliamentary procedure or practice regarding the affairs of the Academy, including the conduct of meetings of members, of the Board of Directors, or of any committee, shall be governed by the current edition of *Sturgis Standard Code of Parliamentary Procedure*, except as otherwise specifically provided by the law, these Bylaws or the Administrative Manual of this Academy.

### **Section 2 Fiscal Year**

The fiscal year of the Academy shall end June 30.

### **Section 3 Rights of Educational Material**

Educational material presented at meetings, conferences, seminars, or similar functions arranged and administered by the Academy, including any of its committees, may not be reproduced, transcribed or used in any way for publication without the approval of the copyright owner.

### **Section 4 Advertising**

No member or his designate or agent(s) shall use the name of the Academy for self-promotional purposes. Use of the Academy name shall conform to the ethical and administrative guidelines determined by the Board.

### **Section 5 Disciplinary Action Against Members**

The Board of Directors shall serve as the mediation and disciplinary body of the Academy and shall have the authority to impose sanctions on members who violate the rules, regulations, Constitution and Bylaws, Administrative Manual or ethical provisions of this Academy, or who by their conduct bring on or threaten to bring discredit to the Academy or to the dental profession. Sanctions shall consist of, but need not be restricted to suspension or expulsion.

- (a) Suspension shall be for a specified period of time as determined by the Board of Directors, but will not exceed two (2) years. Suspended members will lose the right to vote, to hold elected office or committee appointments, but will retain other privileges of membership and will continue to be subject to dues and assessments.
- (b) Expulsion will result in the loss of all rights and privileges of membership. Members who are expelled shall not be permitted to apply for any class of membership for at least five (5) years and shall be subject to the application procedure as outlined under Chapter II.
- (c) Sanctions shall be imposed by a two-thirds (2/3) vote of the Board of Directors. Notice of such disciplinary action shall be sent to the member who is the subject of the action within sixty (60) days of the vote. The member shall be given the opportunity to attend the next regular or special meeting of the Board of Directors if a meeting is called to consider disciplinary matters. The member will have an opportunity to present oral arguments, testimony and evidence and to cross examine witnesses in his or her own behalf. The Board of Directors shall then vote to impose sanctions or not to impose sanctions or to impose a lesser degree of disciplinary action. The member who is the subject of the disciplinary action shall be immediately advised of the results of the vote and shall have the right to appeal the results of such a vote to the general membership at the next regularly scheduled business meeting provided such an appeal is requested in writing. At the business meeting, the member who is making the appeal shall have the opportunity to present oral arguments, testimony and evidence and to cross examine witnesses, but will not have the right to vote at any time during the meeting. If the decision of the Board of Directors is not appealed to the general membership during the next subsequent regular business meeting, the decision of the Board of Directors is final. The duration of the sanctions imposed shall commence at the time that final disposition of the matter is made.

### **Section 6 Indemnification**

The nonprofit corporation shall have the right pursuant to the *Nonprofit Corporation Act of the State of Illinois*, as amended, to indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending, or

completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, including actions or suits by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in the manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful. The exercise of the Academy's rights under this section shall be approved by a 2/3 vote of the Board of Directors and shall be made upon terms and conditions approved by the Board.

## **CHAPTER XIV**

### **AMENDMENTS**

#### **Section 1 Proposals approved by the Board of Directors**

Any proposed amendment to these Bylaws which shall 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 a quorum of members present at an annual business 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).

#### **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 at the preceding annual membership meeting in a petition subscribed to by at least twenty-five (25) voting members of the Society. Notice of any such proposed amendment shall be given to all members sixty (60) days prior to the meeting with the notice of the membership meeting at which the members are to vote on the proposed amendment.

## **CHAPTER XV**

### **ACCEPTANCE**

Application for membership in this Academy and the payment of dues to this Academy constitutes signature to and acceptance of the Constitution and Bylaws and Administrative Manual of the Academy.

Rev 1.0 Revised:	January 23, 1993	Acapulco, Mexico
Rev 2.0 Revised:	June 25, 1993	Chicago, Illinois
Rev 3.0 Revised:	April 20, 1994	Chicago, Illinois
Rev 4.0 Revised:	January 17, 1997	Koloa, Kauai, Hawaii
Rev 5.0 Revised:	March 4, 2000	Panama City, Florida
Rev 6.0 Revised:	March 6, 2003	Sandestin, Florida
Rev 7.0 Revised:	March 18, 2006	Tucson, Arizona
Rev 8.0 Revised:	March 30, 2007	Nashville, Tennessee