

## Bylaws of the American Academy of Cosmetic Dentistry

(Last Revised 4-29-2022)

### **ARTICLE I - NAME AND LOCATION**

#### **American Academy of Cosmetic Dentistry, Inc.**

These are the Bylaws of the American Academy of Cosmetic Dentistry, a Wisconsin non-stock corporation exempt from taxation pursuant to the United States Internal Revenue Code § 501 (c) (6). The purpose of the corporation shall be as stated in the Articles of Incorporation.

The name of this association shall be American Academy of Cosmetic Dentistry, alternatively known by the acronym "AACD".

### **ARTICLE II – MEMBERSHIP**

#### **Eligibility**

Membership in the Academy shall be open to any person, firm, corporation, or organization that supports the objectives, purposes, vision, and mission of the Academy.

#### **Classification**

A "member in good standing" is defined as a member whose dues are current. Classifications of members eligibility for and the privileges of specific classes of membership shall be as determined from time to time by the Board of Directors, except as specified elsewhere in these bylaws.

Membership classes shall be:

*General Member* with the right to vote for Directors and all elected officers, other than Accredited Board members and American Board of Cosmetic Dentistry Members. When the member is an entity such as a firm, corporation, or organization as mentioned under "Eligibility", the full privileges of membership would be exercised by an individual designated by that entity. Should those privileges result in election to an office, the individual initially designated to represent the entity shall serve the full term of office, unless the entity failed to maintain its membership, or the individual resigned from the board or entity or was removed for cause in which case the vacancy would be filled as provided in these bylaws.

*Accredited Member* with the right to nominate and vote for all officers, Directors, American Board of Cosmetic Dentistry members, and eligible to hold any office or position for which they meet the criteria as stated in these bylaws.

*Student Member* without the right to vote other than as specifically provided by the Board of Directors.

#### **Additional Subclasses of Membership**

The Board of Directors shall have the authority to determine additional designations or titles for subclasses for General Membership and the qualifications thereof, provided however, that no title or designation may imply Accreditation or be a designation or title in use by the subclass of Accredited Membership, as determined by the American Board of Cosmetic Dentistry. Similarly, the American Board of Cosmetic Dentistry shall have the authority to determine additional designations of subclasses of Accredited Membership, and the qualifications thereof.

### **ARTICLE III - OFFICERS**

#### **General**

The elected officers of the Academy shall be the President, President-Elect, and Vice President. The Vice President shall be elected annually at-large, by a majority of the members voting. All elected officers shall be:

55 Accredited Members who have served for at least two years, in any combination, as a member of the  
56 Board of Directors, member of the American Board of Cosmetic Dentistry, Accreditation Chair of the  
57 American Board of Cosmetic Dentistry, or Fellowship Chair of the American Board of Cosmetic  
58 Dentistry and shall serve for one term of one year.

59  
60 Any elected officer who serves six (6) or more months shall not thereafter be eligible for election to  
61 the same office.

### 62 63 **President**

64 The President shall preside at all membership meetings. The President shall be an ex-officio member of  
65 all committees, action groups, task forces or other subdivisions created within the Academy, except the  
66 Nominating and Leadership Development Committee. The President shall vote only when necessary to  
67 break a tie, except as a member of the Executive Committee. This provision shall not prohibit the  
68 President from voting as a member on matters presented to the membership for vote by ballot.

### 69 70 **President-Elect**

71 In the absence or inability or willful refusal to act of the President, the President-Elect shall perform the  
72 duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions  
73 upon the President. The President-Elect shall serve as chair of the Budget and Finance Committee and  
74 perform such other duties as from time to time may be assigned by the President or the Board of  
75 Directors.

### 76 77 **Vice President**

78 The Vice President shall serve as a member of the Finance Committee and perform such other duties  
79 assigned by the Board of Directors. The Vice President shall preside at a meeting if the President and  
80 President-Elect are both absent.

### 81 82 **Ascension of Officers**

83 Upon completion of their term of office, the President-Elect shall automatically become President and the  
84 Vice President shall become President-Elect.

### 85 86 **Executive Director**

87 The Executive Director shall be responsible for day-to-day operations and implementing the policies and  
88 programs of the Academy as established by the Board of Directors and the American Board of Cosmetic  
89 Dentistry. The Executive Director shall be considered an employee of the Board of Directors and shall  
90 report to the President. The Executive Director shall also serve as Corporate Secretary and shall  
91 designate, subject to the approval of the respective governing board, a person to perform the duties  
92 normally performed by a Secretary for that board as described in the parliamentary authority designated  
93 in Article XIII. The person designated to serve as secretary of the Board of Directors shall serve as  
94 secretary for all meetings of the members.

### 95 96 **Officers of the American Board of Cosmetic Dentistry**

97 The officers of the American Board of Cosmetic Dentistry shall be the Chair and such other officers as the  
98 ABCD members shall from time to time determine. Officers of the American Board of Cosmetic Dentistry  
99 shall be chosen annually by the ABCD members from among the ABCD members. Offices shall be  
100 eligible to serve a maximum of two (2) consecutive one-year terms.

### 101 102 **Removal**

103 Any officer may be removed from office for cause by affirmative vote of a majority of members casting  
104 votes on the issue at a regular scheduled or special membership meeting. Valid reasons for removal are:

- 105 a. Continued gross or willful neglect of the duties of the office
- 106 b. Violation of the Standards of Conduct
- 107 c. Failure or refusal to disclose necessary information on matters of Academy business
- 108 d. Unauthorized expenditures or misuse of Academy funds
- 109 e. Misrepresentation of organization and its officers to outside persons
- 110 f. Conviction of a felony

111  
112 Prior to removal, an officer must be provided adequate notice, a fair hearing, the right to confront and  
113 question any accusers, the right to counsel and a reasonable opportunity to present a defense.  
114

#### 115 **ARTICLE IV - ORGANIZATIONAL SUB-UNITS**

##### 116 **Authority to Establish**

117 To achieve the objectives and purposes of the Academy, the Board of Directors may establish  
118 organizational subunits such as, for example, non-profit subsidiaries, regions, chapters, councils,  
119 colleges, academies sections, or divisions.  
120

##### 121 **Oversight**

122 The Board of Directors shall exercise authority over policies, services, programs, and budgets of all  
123 organizational units, including qualification for membership and jurisdiction to ensure conformity with the  
124 mission of the AACD and consistent operation within all subunits.  
125

#### 126 **ARTICLE V - MEMBERSHIP MEETING**

##### 127 **Annual Meeting**

128 The Annual Meeting of the members of the Academy shall be held at such place and on such dates as  
129 may be determined by the Board of Directors.  
130

##### 131 **Special Meetings**

132 Special Meetings of the members may be called by the President, or by resolution of a majority of the  
133 Board of Directors and shall be called upon petition of ten percent (10%) of the members in good  
134 standing as of the date of filing the petition. Such petition shall be filed with the Corporate Secretary. Only  
135 those matters that are within the purpose described in the meeting notice may be conducted at this  
136 special meeting.  
137

##### 138 **Notice**

139 Notice of the time and place of meetings of the members, shall be published in the official publication of  
140 record of the Academy or sent by email or by any other electronic means no more than ninety (90) days  
141 and no less than thirty (30) days prior to the date thereof.  
142

##### 143 **Quorum**

144 A quorum shall consist of ten percent (10%) of the members in good standing registered to attend  
145 any officially called membership business meeting. In the absence of a quorum, any meeting of the  
146 members may be adjourned from time to time by a majority of the members in good standing  
147 present at the meeting.  
148

##### 149 **Voting**

150 All motions, resolutions and elections shall be decided by a majority of the legal votes cast by the  
151 members present in good standing in the membership class applicable to the motions/resolutions or  
152 election if class voting is required by the bylaws.  
153

154 In case there are more than two candidates for a position with no one receiving a majority of the votes,  
155 re- balloting would be required until one receives a majority of the votes. The process could be expedited  
156 by dropping the candidate with the lowest vote total and then re-voting until one candidate receives a  
157 majority.  
158

159 In the event that an election is incomplete (i.e. no candidate receives a majority of the votes allowed) by  
160 the adjournment of the annual membership meeting, the Board of Directors at their next meeting shall fill  
161 the position by majority roll call vote from among the final candidates. A quorum of the Board of  
162 Directors must be present for this vote.  
163

##### 164 **Elections and Eligibility**

165 The election of the Vice President, members of the (AACD) Board of Directors, members of the

166 American Board of Cosmetic Dentistry and elected members of the Nominating and Leadership  
167 Development Committee shall take place at the Annual Membership Meeting. The Nominating and  
168 Leadership Development Committee shall develop all the necessary application materials. All board  
169 member candidates must submit the application materials on or before the application deadline and  
170 be interviewed, including candidates that are considering running from the floor. After the  
171 interviewing process, the Nominating and Leadership Development Committee shall present a slate  
172 of candidates, with one candidate nominated for each open position to be filled.

173  
174 Any candidate, who has applied and interviewed but was not nominated, may choose to run from the  
175 floor for any position for which he/she is qualified and must notify the Executive Office, in writing, 30  
176 days prior to the Annual Membership Meeting. At the Annual Membership Meeting any candidate who has  
177 applied and interviewed but loses an election, may run from the floor for any other office for which he/she is  
178 qualified and eligible, without any additional notifications or applications required.

## 180 **ARTICLE VI - BOARD OF DIRECTORS**

### 181 **Requirement**

182 To be eligible for election to the Board of Directors, a person must have been a member in good  
183 standing of the Academy for two years and have attended two AACD annual scientific sessions by the  
184 time of the election (with the special exception detailed under University Representative below).

### 186 **Composition**

187 The power of the Corporation shall be vested in its Board of Directors, which shall have eleven (11)  
188 individual members in good standing as follows:

189 Three (3) Directors shall be Accredited Members.

190 Two (2) Directors shall be General Members at the time of their election.

191 Three (3) Directors shall be organization representatives - one each who are representative  
192 of laboratory members, corporate members and university academic organization members.

193 Three (3) Directors shall be the President, President-Elect and Vice President.

### 195 **Corporate Representative:**

196 The corporate representative must be an owner or employee of a corporation that provides products  
197 or services directly to the dental profession.

### 199 **Laboratory Representative:**

200 The laboratory representative must be an owner or employee of a dental laboratory.

### 202 **University Representative:**

203 The university representative must be a current individual member and must be a full-time faculty  
204 member or administrator in an accredited dental school. The individual must have been a member of the  
205 University Educators Forum for one year by the time of the election or the University Relations  
206 Committee for one year and must have attended two AACD annual scientific sessions by the time of  
207 the election.

### 209 **ABCED Liaison**

210 In addition, the American Board of Cosmetic and Esthetic Dentistry (ABCED), as described in Article [VIII]  
211 herein, shall appoint a Liaison to the Board of Directors, who shall be invited to attend and participate in all  
212 meetings of the Board of Directors (except those held in executive session), without vote.

### 214 **Election and Term**

215 Voting for the Accredited Member directors shall be by the Accredited Members. All other directors,  
216 other than the President, President-Elect and Vice President, shall be elected at-large by all members  
217 in good standing. Directors other than President, President-Elect and Vice President directors shall  
218 serve for a term of two (2) years or until their successors have been elected and assume office at the  
219 end of the annual business meeting. In every odd-numbered election year, two (2) Accredited  
220 Members, one (1) General Member, and one (1) designated seat (laboratory organization  
221 representative) shall be elected. In every even-numbered election year, one (1) Accredited Member,

222 one (1) General Member, and two (2) designated seats (corporate and university) shall be elected.  
223

224 Elected Directors shall be eligible to serve two (2) consecutive terms. However, no member of the board  
225 who has served continuously for forty-two (42) or more months shall be eligible for reelection until at  
226 least one (1) year has elapsed. Any General Member elected as a director on the Board of Directors  
227 (whether in the General Member or one of the three (3) representative seats, who then becomes  
228 Accredited during his or her term will serve out the remainder of that term in the seat to which he/she  
229 was elected.  
230

### 231 **Vacancies due to resignation, removal, incapacity to serve or death**

232 In the event of a vacancy in the office of President, the President-Elect shall assume the office. If the  
233 remaining term of the Presidency assumed is less than 240 days, the new President shall also complete  
234 the term as President to which he or she was elected. If the remaining term of the Presidency assumed is  
235 greater than 240 days, then the officer shall step down as President at the conclusion of that term.  
236

237 In the event of a vacancy in the office of President-Elect, the Vice President shall assume the office. If the  
238 remaining term of the President-Elect's assumed term is less than 240 days, the new President-Elect  
239 shall also complete the term as President-Elect to which he or she was elected. If the remaining term of  
240 the office of President-Elect assumed is greater than 240 days, then the President-Elect shall become  
241 President when the term expires.  
242

243 In the event of a vacancy in the office of Vice President, the Board of Directors shall appoint an eligible  
244 Accredited Member to assume that office. Prior to making such appointment, the Board shall ask the  
245 Nominating and Leadership Development Committee for a recommendation but shall not be bound by  
246 the recommendation. The appointed Vice President shall serve until the next Annual Membership  
247 Meeting, when a Vice President and, a President-Elect shall be elected by the membership.  
248

249 In the event of a vacancy in any other Director position, the Board of Directors shall appoint a qualified  
250 and eligible member to serve until the next Annual Membership Meeting. If a vacancy exists at the end  
251 of the scheduled elections at the Annual Members Meeting, the Board of Directors assuming office shall  
252 appoint a qualified and eligible member to serve until the next Annual Membership Meeting. In each  
253 case, the Board shall ask the Nominating and Leadership Development Committee for a  
254 recommendation but shall not be bound by the recommendation. If one or more years are left in the term  
255 of a Director who vacated his or her position, a special election will be held at the next Annual  
256 Membership Meeting to fill the vacated position for the remainder of the term. The Accredited Members  
257 on the Board of Directors shall be elected by the Accredited Members only. All other Directors other than  
258 the President, President-Elect and Vice President Directors, shall be elected by the members at large.  
259

### 260 **Authority and Responsibility**

261 The Board of Directors may retain and compensate such staff and legal counsel as it deems necessary to  
262 carry out the functions of the Academy. Except for the authority and responsibility hereafter designated to  
263 the American Board of Cosmetic Dentistry, the Board of Directors shall:

264 Have supervision, direction and control of the affairs of the Academy

265 Determine its policies, and be accountable for Academy assets

266 Have authority to contract on behalf of the Academy

267 Adopt such rules, policies and procedures for the conduct of business of the Academy as it  
268 shall deem advisable.

269 Have oversight of the Executive Committee

270 Have authority to establish committees, task forces, commissions and other ad hoc work groups

271 Have authority to indemnify Directors, officers, employees and agents in accordance with law.  
272

273 The Board of Directors shall have and exercise all other powers necessary or convenient to affect any  
274 or all of the purposes for which the Academy is formed. The Board of Directors may delegate any of its  
275 authority and responsibility unless specifically prohibited by these bylaws or by law.  
276

### 277 **Adoption of Policies**



278 Policies and procedures for the conduct of the business of the Academy shall be adopted by majority  
279 vote of the Directors. All policies shall be in conformance with the Bylaws and Mission of the Academy.  
280 Policies shall remain in effect until modified or rescinded by the Board. All policies and procedures shall  
281 be reviewed annually. Proposed new policies or modifications of existing policies shall be presented in  
282 written or electronic form to all members of the board not less than forty-eight (48) hours prior to the vote.  
283 This paragraph shall not apply to policies and procedures that pertain only to administrative matters.  
284 Administrative policies and procedures shall be promulgated by the Executive Director subject to  
285 approval of the Executive Committee.

#### 286 **Duties**

287 Pursuant to the precept that education and credentialing in the science of cosmetic dentistry are the  
288 highest priorities of the Academy, the duties of the Board of Directors shall be to (i) approve the  
289 outcomes to be accomplished, (ii) assure that the desired outcomes are being achieved, and (iii) ensure  
290 that the resources necessary for achievement are available and used efficiently.  
291

#### 292 **Removal**

293 An elected Director may be removed from office for cause by majority vote of the members of the Board  
294 of Directors voting on the issue. An appointed Director or member of a committee or ad hoc work group  
295 may be removed by the authority that made the appointment.  
296

#### 297 **Standing Committees**

298 The AACD shall have the following standing committees, and the AACD shall have such additional  
299 standing committees, and ad hoc committees as the AACD may determine are needed.  
300

301 *Executive Committee* consisting of the President, President-Elect and Vice President. Pursuant  
302 only to delegation of authority by the Board of Directors, the Executive Committee may act for the  
303 Board in managing the day-to-day operations of the Academy, in accordance with the policies  
304 established by the Board of Directors. Any two (2) members of the Executive Committee shall  
305 constitute a quorum. The President shall call such meetings of the Executive Committee as the  
306 business of the Academy may require. A meeting may be called at any time on the request of  
307 any two (2) members of the Executive Committee.  
308

309 *Budget and Finance*, which shall have responsibility for submitting an annual budget to the  
310 Boards of Directors and the American Board of Cosmetic Dentistry for approval, review of the  
311 annual audit and general oversight of financial affairs, including investment of any reserve funds.  
312 The Committee shall have six (6) voting members: two (2) members from the Board of Directors,  
313 two (2) members from the American Board of Cosmetic Dentistry, the Vice President and the  
314 President-elect, who shall chair the committee. The Budget and Finance Committee members  
315 who are not officers shall serve alternating two-year terms with one member appointed each  
316 year by the Board of Directors and one by the American Board of Cosmetic Dentistry. There  
317 shall be an annual external financial audit, and the report shall go directly to the board of  
318 directors.  
319

320 *Nominating and Leadership Development*, which shall have responsibility for seeking out and  
321 encouraging future leaders for the Academy and for presenting a slate of one (1) nominee for  
322 each national elective position. To be eligible for election to the Nominating and Leadership  
323 Development, a person must have been a member in good standing of the Academy for two  
324 years and have attended two AACD annual scientific sessions by the time of election. The  
325 Committee shall have seven (7) members plus an alternate, six (6) voting members will each  
326 serve three-year terms. Each year, one (1) member shall be elected at the annual business  
327 meeting for a three-year term, and each year one (1) member shall be appointed by the Board of  
328 Directors for a three-year term. The Immediate Past President of the Academy who has  
329 completed his/her term and remains a member in good standing shall serve as the seventh  
330 member of the committee for one year after his/her presidency. Each year the Board of Directors  
331 shall also appoint an alternate for a one-year term. The alternate may be an Accredited or  
332 General Member in good standing. The alternate can vote when filling the seat of a missing  
333

334 member. The alternate can fill any open seat that occurs on the committee for the remainder of  
335 that year. Additional vacancies during the year shall be filled by appointment by the Board of  
336 Directors to serve until the next Annual Membership Meeting provided that the vacancy is from  
337 an originally elected position. In the event that one or more years of that term remain, a special  
338 election will be held at the next Annual Membership meeting to fill the remainder of the original  
339 term. That replacement position shall be elected by Accredited Members only. In the event that  
340 the vacancy was originally an appointed position, the Board of Directors shall fill that vacancy by  
341 appointment for the remainder of the original term.  
342

343 The Nominating and Leadership Development Committee shall elect its own chair from among  
344 the seven (7) voting members. A member of the Nominating and Leadership Development  
345 Committee shall serve no more than one consecutive three-year term. The alternate and the  
346 Immediate Past President can be elected to a full three-year term immediately following their  
347 one-year term of service.  
348

349 *Past President Advisory Council*, which shall consist of all Past Presidents of the Academy who  
350 are members in good standing. The chair shall be the most recent Past President who has  
351 completed his/her term and remains a member in good standing. The current President and the  
352 Executive Director shall be non-voting members, in order to facilitate communication between  
353 the Council and the current leadership. The council's duties shall be to advise the Board of  
354 Directors and officers by providing a historical perspective to current issues, to maintain the  
355 history of the Academy and to perform such other services as the Board may request.  
356

357 Past President Bylaws Review Subcommittee which shall make recommendations on the wording  
358 of proposed bylaws amendments and forward such recommendations to both the American  
359 Board of Cosmetic Dentistry and the Board of Directors (see also Article XIV, Amendments,  
360 Proposals and Review)  
361

362 For all committees that do not specify otherwise in the bylaws, the President shall appoint the chair of all  
363 committees and ad hoc work groups subject to approval of the Executive Committee.  
364

## 365 **ARTICLE VII - AMERICAN BOARD OF COSMETIC DENTISTRY**

### 366 **Requirement**

367 To be eligible for election to the American Board of Cosmetic Dentistry, a person must be Accredited  
368 and have been a member in good standing of the Academy for two years preceding the election and  
369 have attended two AACD annual scientific sessions by the time of the election.  
370

### 371 **Composition**

372 There shall be an American Board of Cosmetic Dentistry consisting of seven (7) members, all of  
373 whom shall be Accredited Members of the Academy.  
374

### 375 **Election and Term**

376 American Board of Cosmetic Dentistry (ABCD) members shall be elected at-large by all  
377 Accredited Members in good standing. ABCD members shall serve for a term of three (3) years or  
378 until their successors have been elected and assume office, at the end of the annual business  
379 meeting. One-third, or the nearest practicable fraction, of the ABCD members shall be elected  
380 each year, except as provided hereafter. ABCD members shall be eligible to serve two (2)  
381 consecutive terms.  
382

### 383 **Vacancies**

384 In the event of a vacancy on the American Board of Cosmetic Dentistry, the American Board of  
385 Cosmetic Dentistry shall appoint an eligible Accredited Member to serve until the next regularly  
386 scheduled election from among the Accredited Members of the Academy eligible to serve. If a vacancy  
387 exists at the end of the scheduled elections at the Annual Membership Meeting, the ABCD Directors  
388 assuming office shall appoint a qualified and eligible Accredited Member to serve until the next Annual  
389 Membership Meeting. In each case, the ABCD shall ask the Nominating and Leadership Development

390 Committee for a recommendation but shall not be bound by the recommendation. If one or more years  
391 are left in the term of a Director who vacated his or her position, a special election will be held at the  
392 next Annual Membership Meeting to fill the vacated position for the remainder of the term. The  
393 Accredited Members on the American Board of Cosmetic Dentistry shall be elected by Accredited  
394 Members only.

395  
396 **Authority and Responsibility**

397 The American Board of Cosmetic Dentistry shall have the following authority and responsibilities:

- 398 Establishing and monitoring the curriculum for credentialing
- 399 Establishing the protocol standards, and requirements for credentialing, provided, however, that
- 400 the development of alternative standards for becoming credentialed whether of an honorary
- 401 nature, or based on experience or accomplishments in the profession, shall require the
- 402 concurrence of two-thirds of the American Board of Cosmetic Dentistry and two-thirds of the
- 403 Board of Directors.
- 404 Credentialing examination
- 405 Establishing and monitoring education programs and speaker training related to credentialing
- 406 Content and faculty for Credentialing Workshops
- 407 Membership, qualification, selection and monitoring of all boards of examiners for credentialing
- 408 Privileges of Accredited Members
- 409 Materials in The Journal of Cosmetic Dentistry and official publications of the Academy specific to
- 410 credentialing
- 411 Approval of all general communications specific to credentialing
- 412 Providing to the Finance Committee in a timely manner the proposed annual budget for
- 413 credentialing activities
- 414 Sole authority for the actual use of funds allocated to credentialing activities.

415  
416 **Removal**

417 An ABCD member may be removed from office for cause by majority vote of the members of the  
418 American Board of Cosmetic Dentistry voting on the issue. An appointed ABCD member or member of  
419 the committee or ad hoc work group may be removed by the authority that made the appointment.

420  
421 **Committees**

422 The American Board of Cosmetic Dentistry will create and administer committees as needed.  
423 Chairmen and compositions of committees of the American Board of Cosmetic Dentistry are appointed  
424 solely by the American Board of Cosmetic Dentistry.

425  
426 The composition and specific responsibilities of each committee shall be specified by the American  
427 Board of Cosmetic Dentistry.

428  
429 **ARTICLE VIII- AMERICAN BOARD OF COSMETIC AND ESTHETIC DENTISTRY**

430 **Sponsorship and Purpose**

431 The American Board of Cosmetic and Esthetic Dentistry (ABCED), a national dental specialty board, has  
432 been established to promote the advancement of cosmetic and esthetic dentistry, the dental science  
433 focused on enhancing the overall smile and appearance while improving oral health and function, through  
434 the following principal activities:

- 435 (a) Establishing minimum standards for those individuals who seek certification in cosmetic and
- 436 esthetic dentistry;
- 437 (b) Reviewing and evaluating individual candidates' education and practice experience to
- 438 determine their eligibility to sit for the cosmetic and esthetic dentistry certification examination;
- 439 (c) Conducting a valid and comprehensive formal examination process for qualified candidates;
- 440 (d) Granting and issuing certificates to candidates who voluntarily apply and meet the ABCED's
- 441 requirements for cosmetic and esthetic dentistry certification;
- 442 (e) Providing and administering a program for the recertification of certified cosmetic and esthetic
- 443 dentists;
- 444 (f) Maintaining a registry of individuals holding active and lapsed certificates issued by the
- 445 ABCED; and
- 446 (g) Encouraging and, as appropriate, working to improve the standards for training of cosmetic
- 447 and esthetic dentists.



449 In keeping with its purpose to achieve national recognition of cosmetic and esthetic dentistry as a dental  
450 science specialty, AACD serves as the sponsoring organization of the ABCED.

451  
452 **AACD Liaison**

453 The Board of Directors shall appoint an individual to serve as a Liaison to the Board of Directors of the  
454 ABCED, who shall: (i) be invited to attend and participate in all meetings of the ABCED Board of Directors  
455 (except those held in executive session), without vote; and (ii) work with the ABCED Liaison to coordinate  
456 the efforts of the AACD and ABCED to provide financial and management support for the ABCED.

457  
458 **ARTICLE IX - BOARD OF TRUSTEES**

459 The American Academy of Cosmetic Dentistry shall maintain a Charitable Foundation known as the  
460 American Academy of Cosmetic Dentistry Charitable Foundation (AACDCF) currently organized as a  
461 501(c)3 Corporation. The affairs of the Charitable Foundation shall be directed by a Board of Trustees in  
462 accordance with the Bylaws of the American Academy of Cosmetic Dentistry Charitable Foundation, the  
463 most current copy approved by the Board of Directors to become an attachment to these bylaws.

464  
465 The number of Trustees, their election or appointment, terms, authorities and responsibilities,  
466 removal, standing committees, adoption of policies, budgets, meetings and all organizational matters  
467 shall be governed by the most current AACDCF Bylaws attached to these bylaws.

468  
469 **ARTICLE X - GOVERNANCE MEETINGS, QUORUMS, AND STANDARDS OF CONDUCT**

470 **Regular Meetings**

471 The Board of Directors and American Board of Cosmetic Dentistry shall each hold meetings at such time  
472 and place as shall be designated by the President or Chair, respectively. Attendance may be in person,  
473 or by telephone or other electronic means, provided that all persons participating in the meeting can  
474 communicate with each other in real time.

475  
476 **Special Meetings**

477 Special meetings may, from time to time, be necessary to consider some business of an urgent nature,  
478 which cannot be delayed until the next regularly scheduled meeting. Special meetings of Directors  
479 may be held on twenty-four-hour notice at the call of the President, or in the absence or incapacity of  
480 the President, the President-Elect, or at the call of a majority of the members of the Board of Directors.

481  
482 Special meetings of the American Board of Cosmetic Dentistry may be held on twenty-four-hour notice at  
483 the call of the Chair, or in the absence or incapacity of the Chair, the President, or at the call of a majority  
484 of the ABCD members. Every reasonable effort will be made to notify all members of the respective  
485 Board as to the date, place and time of special meetings as early as possible after the decision to call  
486 such a meeting.

487 The President or ABCD Chair, respectively, or on their failure to act, the Corporate Secretary,  
488 is empowered to set the time and place of the Board of Directors and ABCD special meetings.

489  
490 **Notice**

491 Except as provided for Special Meetings, notice stating the time and place of meetings shall be  
492 delivered to each Director or ABCD member, not less than five (5) days before the date of the meeting,  
493 either electronically, or by mail. Notice may be waived with the written or electronic consent of all the  
494 members of the affected Board.

495  
496 **Attendance and Quorum**

497 A majority of the members of a board shall constitute a quorum to conduct business, and the act of a  
498 majority present at any meeting at which there is a quorum shall be the act of that board, except as may  
499 be otherwise provided by statute, by the Articles of Incorporation, or the bylaws. If a quorum shall not be  
500 present at any meeting of a Board, those present may receive and review any reports which do not  
501 require board action and/or they may adjourn the meeting from time to time until a quorum shall  
502 be present.

503  
504 **Written Consent**

505 Any action required or permitted to be taken at any meeting of either board may be taken without a  
506 meeting if two-thirds (2/3) of the members of that board consent thereto in writing, whether done before or  
507 after the action so taken, and the writing or writings shall be filed with the minutes of proceedings of the  
508 relevant board. Any action required or permitted to be taken at any meeting of a committee or ad hoc  
509 work group likewise may be taken without a meeting if all members of the committee or work group  
510 consent thereto in writing, whether done before or after the action so taken; and the writing shall be  
511 filed with the minutes of proceedings of the committee or work group. Written consent shall include  
512 electronically recorded consent.

513

#### 514 **Absence**

515 Any elected Director or ABCD member who shall have been absent from two (2) consecutive regular  
516 meetings of their respective board during a single administrative year shall automatically vacate the seat  
517 on the board and the vacancy shall be filled by the respective board. However, the respective board  
518 shall consider each absence as a separate circumstance and may expressly waive such absence by  
519 affirmative vote of a majority of its members.

520

#### 521 **Standards of Conduct**

522 No Director or ABCD member shall realize economic gain from an action of the Board of Directors or  
523 American Board of Cosmetic Dentistry, respectively, in which that member participated. Whenever the  
524 Board of Directors or American Board of Cosmetic Dentistry is considering any action that would have  
525 a direct bearing on the business or professional interest of a Director or ABCD member, or the firm or  
526 corporation of which the member is an officer, director, employee or owner, that Director or ABCD  
527 member shall be required to advise both the Board of Directors and the American Board of Cosmetic  
528 Dentistry of the pertinent facts.

529

#### 530 **Dual Service**

531 Holding the offices of Director and ABCD member at the same time is prohibited.

532

#### 533 **Vacancies**

534 Vacancies on the Board of Directors or American Board of Cosmetic Dentistry shall be filled by  
535 appointment by the Board of Directors, or American Board of Cosmetic Dentistry, respectively. Such  
536 appointed Director or ABCD member shall serve only until the next regularly scheduled election. If one  
537 or more years are left in a vacated term, a special election will be held at the next Annual Membership  
538 Meeting to fill the vacated position. Replacement members of the American Board of Cosmetic Dentistry  
539 and Accredited Members on the Board of Directors shall be elected by Accredited Members only. All  
540 other vacated positions shall be elected by the members at large. A vacancy may occur by the  
541 resignation, death, incapacity, or removal of an incumbent, or when there is no candidate for election to  
542 a position.

543

### 544 **ARTICLE XI- FINANCES**

#### 545 **Accounts**

546 The Academy may maintain such bank and investment accounts as the Board of Directors shall  
547 determine.

548

#### 549 **Authority to Budget and to Expend Reserve Funds**

550 Education and credentialing in the science of cosmetic dentistry are the highest priorities of the  
551 Academy. Accordingly, approval of the annual budget, and the expenditure of funds from the Reserve  
552 Account shall require the concurrence of both the Board of Directors and the American Board of  
553 Cosmetic Dentistry, provided however, that in the event of a fiscal emergency or other event, as  
554 determined by the Executive Committee, that threatens to injure the long-term, financial well-being or to  
555 halt day-to-day activities of the AACD, the Executive Committee shall be authorized, by a majority vote of  
556 the members of the Committee, to expend funds from the Reserve Account for purposes of continuing  
557 AACD operations. Such expenditure shall be reported to the Boards within 24 hours.

558

#### 559 **Authority to Execute Instruments of Obligate**

560 The Board of Directors may authorize any office, agent or employee, to enter into any contract or to  
561 execute and deliver any instrument in the name of and on behalf of the Academy. Except as so  
562 authorized, no officer, employee, or agent shall have any power or authority to bind or obligate the  
563 Academy by any contract or engagement or to pledge its credit or to render it liable for any purpose or  
564 in any amount.

565  
566 **Audit**

567 The accounts of the Academy shall be audited annually by an independent Certified Public Accountant.  
568

569 **No Private Benefit**

570 The Corporation shall not pay dividends or distribute any part of its income or profit to its members,  
571 Directors, ABCD members or officer. By resolution of the Board, reasonable compensation and  
572 expenses of attendance may be paid for attendance at each regular or special meeting of the Boards or  
573 any committee or ad hoc work group of either Board. Reasonable compensation may be paid to  
574 members, Directors, ABCD members, officers or staff for services rendered.  
575

576 **ARTICLE XII- INDEMNIFICATION**

577 To the fullest extent permitted or required by the applicable sections of the Wisconsin Nonstock  
578 Corporation Law, each Director, ABCD member, officer or employee of the corporation, including the  
579 heirs, executors and administrators of each Director, ABCD member, officer or employee shall be  
580 indemnified by the corporation (which shall include advancement of funds), against all costs, expenses  
581 and amounts of liability therefore, including counsel fees, reasonably incurred by or imposed upon him  
582 or her;

583 a. In connection with or resulting from any action suit, proceeding or claim to which he or she  
584 may be made a party, or in which he or she may be or become involved by reason of his or her  
585 acts of omission or commission, or alleged acts of omission or commission, as such director,  
586 ABCD member, officer or employee.

587  
588 **OR;**

589 b. Subject to the provision hereof, any settlement thereof, whether or not he or she continues  
590 to be such director, ABCD member, officer or employee at the time of incurring such costs,  
591 expenses or amounts, and whether or not the action or omission of act on the part of such  
592 director, ABCD member, officer, or employee which is the basis of such suit, action,  
593 proceeding or claim, occurred before or after the adoption of these bylaws.  
594

595 Provided, however, that such indemnification shall not apply with respect to any matter as to which such  
596 director, ABCD member, officer or employee shall be finally adjudged in such action, suit or proceeding to  
597 have been individually guilty of negligence or misconduct in the performance of his or her duty as such  
598 director, ABCD member, officer or employee.  
599

600 Provided however, that the indemnification herein provided shall, with respect to any settlement of any  
601 such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses  
602 reasonably incurred in settling any such suit, action, proceeding or claim, when the judgment of the  
603 Board of Directors of the Corporation, such settlement and reimbursement appear to be for the best  
604 interests of the Corporation.  
605

606 The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights  
607 as to which any such director, ABCD member, officer or employee may be entitled under any insurance,  
608 agreement, resolution of the members or Board of Directors or otherwise.  
609

610 **ARTICLE XIII- PARLIAMENTARY AUTHORITY**

611 The current edition of the Standard Code of Parliamentary Procedure (The American Institute of  
612 Parliamentarians Standard Code of Parliamentary Procedure) shall govern this organization in  
613 all parliamentary situations that are not provided for in law, or in its bylaws or adopted rules.  
614

615 **ARTICLE XIV- AMENDMENTS**

616 **General**

617 These bylaws may be amended by the affirmative vote of two-thirds (2/3) of the legal votes cast on the  
618 issue at an annual business meeting of the Academy, or special meeting called for that purpose,  
619 provided that the essence and intent of the proposed amendment shall have been provided to all  
620 members by written or electronic mail or by publication in the official publication of record of the  
621 Academy, at least thirty (30) days prior to the date of voting on the proposed amendment.

622  
623 **Proposal and Review**

624 Amendments may be proposed by the Board of Directors. Amendments may also be proposed by any  
625 member in good standing provided the proposed amendments have the support of twenty-five (25)  
626 members, as indicated by their signatures affixed to the proposed amendment.

627  
628 Except as provided otherwise in these bylaws, amendments proposed by a member in good standing  
629 shall be submitted in writing with the required twenty-five (25) signatures to the President at the  
630 Academy's central office. The President must refer all proposed amendments to the Past Presidents  
631 Advisory Council Bylaws Review Sub-Committee which shall review the proposed amendment for clarity of  
632 wording and consideration of what provisions of the existing bylaws would be affected.

633  
634 Within sixty (60) days of receipt of the proposed amendment by the central office, the Past President  
635 Advisory Council Bylaws Review Sub-Committee must submit to the Board of Directors its report  
636 indicating any changes in wording made for purposed of clarification, and enumerating all provisions of  
637 the existing bylaws that it believes would be affected and what the effect would be. Any proposed  
638 bylaw change that the Past President Advisory Council Bylaws Review Sub-Committee determines will  
639 affect the finances of the Academy must be reviewed by the Budget and Finance Committee for a  
640 report on its fiscal impact before being presented to the Board of Directors.

641  
642 The Board of Directors shall schedule a vote on the proposed amendment(s) by the members of the  
643 Academy at the next business meeting of the Academy.

644  
645 **Accredited Member Privileges**

646 Any amendment that would materially affect the privileges of Accredited Members must be approved by  
647 the affirmative vote of two-thirds (2/3) of the Accredited Members voting on the issue. The American  
648 Board of Cosmetic Dentistry shall have exclusive authority to determine what would materially affect the  
649 privileges of Accredited Members.

650  
651 **Emergency Amendment**

652 In the event of an emergency, as determined only by the Board of Directors, requiring amendment of  
653 these bylaws, amendments may be considered with the only notice being that given at an earlier meeting  
654 of the same session. In such event approval of any amendment shall require the affirmative vote of ninety  
655 percent (90%) of the votes cast.

656  
657 **ARTICLE XV- DISSOLUTION**

658 The Academy may be dissolved pursuant to the procedures prescribed in the Wisconsin Nonstock  
659 Academy Corporation Law. In the event of dissolution, all funds and property of the AACD shall be  
660 distributed to such other not-for-profit organizations as the AACD Board of Directors shall determine  
661 to have purposes and activities most nearly consistent with those of the AACD.

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