

Bylaws of the American Academy of Cosmetic Dentistry

(Last Revised 4-25-2019)

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 and members of the 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. Any candidate who
168 loses an election for office may then run from the floor for any other office for which he/she is
169 qualified and eligible without any additional notifications or applications required. The Nominating
170 and Leadership Development Committee shall present a slate of candidates, with one candidate
171 presented for each board member position to be filled.

172
173 Candidates may run from the floor provided they meet all qualifications established for the office being
174 sought and must notify the Executive Office in writing at least 30 days prior to the Annual Membership
175 Meeting. Candidates who have qualified to run for any office, but were not elected, may run for any
176 remaining positions for which they qualify.

177 **ARTICLE VI - BOARD OF DIRECTORS**

178 **Requirement**

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

182 **Composition**

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

185 Three (3) Directors shall be Accredited Members.

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

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

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

190 **Corporate Representative:**

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

193 **Laboratory Representative:**

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

195 **University Representative:**

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

201 **ABCED Liaison**

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

205 **Election and Term**

206 Voting for the Accredited Member directors shall be by the Accredited Members. All other directors,
207 other than the President, President-Elect and Vice President, shall be elected at-large by all members
208 in good standing. Directors other than President, President-Elect and Vice President directors shall
209 serve for a term of two (2) years or until their successors have been elected and assume office at the
210 end of the annual business meeting. In every odd-numbered election year, two (2) Accredited
211 Members, one (1) General Member, and one (1) designated seat (laboratory organization
212 representative) shall be elected. In every even-numbered election year, one (1) Accredited Member,
213 one (1) General Member, and two (2) designated seats (corporate and university) shall be elected.

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

228
229 **Vacancies due to resignation, removal, incapacity to serve or death**

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

234
235 In the event of a vacancy in the office of President-Elect, the Vice President shall assume the office. If the
236 remaining term of the President-Elect's assumed term is less than 240 days, the new President-Elect
237 shall also complete the term as President-Elect to which he or she was elected. If the remaining term of
238 the office of President-Elect assumed is greater than 240 days, then the President-Elect shall become
239 President when the term expires.

240
241 In the event of a vacancy in the office of Vice President, the Board of Directors shall appoint an eligible
242 Accredited Member to assume that office. Prior to making such appointment, the Board shall ask the
243 Nominating and Leadership Development Committee for a recommendation but shall not be bound by
244 the recommendation. The appointed Vice President shall serve until the next Annual Membership
245 Meeting, when a Vice President and, a President-Elect shall be elected by the membership.

246
247 In the event of a vacancy in any other Director position, the Board of Directors shall appoint a qualified
248 and eligible member to serve until the next Annual Membership Meeting. If a vacancy exists at the end
249 of the scheduled elections at the Annual Members Meeting, the Board of Directors assuming office shall
250 appoint a qualified and eligible member to serve until the next Annual Membership Meeting. In each
251 case, the Board shall ask the Nominating and Leadership Development Committee for a
252 recommendation but shall not be bound by the recommendation. If one or more years are left in the term
253 of a Director who vacated his or her position, a special election will be held at the next Annual
254 Membership Meeting to fill the vacated position for the remainder of the term. The Accredited Members
255 on the Board of Directors shall be elected by the Accredited Members only. All other Directors other than
256 the President, President-Elect and Vice President Directors, shall be elected by the members at large.

257
258 **Authority and Responsibility**

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

- 262 Have supervision, direction and control of the affairs of the Academy
- 263 Determine its policies, and be accountable for Academy assets
- 264 Have authority to contract on behalf of the Academy
- 265 Adopt such rules, policies and procedures for the conduct of business of the Academy as it
266 shall deem advisable.
- 267 Have oversight of the Executive Committee
- 268 Have authority to establish committees, task forces, commissions and other ad hoc work groups
- 269 Have authority to indemnify Directors, officers, employees and agents in accordance with law.

270
271 The Board of Directors shall have and exercise all other powers necessary or convenient to affect any
272 or all of the purposes for which the Academy is formed. The Board of Directors may delegate any of its
273 authority and responsibility unless specifically prohibited by these bylaws or by law.

274
275 **Adoption of Policies**

276 Policies and procedures for the conduct of the business of the Academy shall be adopted by majority
277 vote of the Directors. All policies shall be in conformance with the Bylaws and Mission of the Academy.

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

284 **Duties**

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

290 **Removal**

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

295 **Standing Committees**

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

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

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

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

334 Directors to serve until the next Annual Membership Meeting provided that the vacancy is from
335 an originally elected position. In the event that one or more years of that term remain, a special
336 election will be held at the next Annual Membership meeting to fill the remainder of the original
337 term. That replacement position shall be elected by Accredited Members only. In the event that
338 the vacancy was originally an appointed position, the Board of Directors shall fill that vacancy by
339 appointment for the remainder of the original term.

340
341 The Nominating and Leadership Development Committee shall elect its own chair from among
342 the seven (7) voting members. A member of the Nominating and Leadership Development
343 Committee shall serve no more than one consecutive three-year term. The alternate and the
344 Immediate Past President can be elected to a full three-year term immediately following their
345 one-year term of service.

346
347 *Past President Advisory Council*, which shall consist of all Past Presidents of the Academy who
348 are members in good standing. The chair shall be the most recent Past President who has
349 completed his/her term and remains a member in good standing. The current President and the
350 Executive Director shall be non-voting members, in order to facilitate communication between
351 the Council and the current leadership. The council's duties shall be to advise the Board of
352 Directors and officers by providing a historical perspective to current issues, to maintain the
353 history of the Academy and to perform such other services as the Board may request.

354
355 Past President Bylaws Review Subcommittee which shall make recommendations on the wording
356 of proposed bylaws amendments and forward such recommendations to both the American
357 Board of Cosmetic Dentistry and the Board of Directors (see also Article XIV, Amendments,
358 Proposals and Review)

359
360 For all committees that do not specify otherwise in the bylaws, the President shall appoint the chair of all
361 committees and ad hoc work groups subject to approval of the Executive Committee.

362 **ARTICLE VII - AMERICAN BOARD OF COSMETIC DENTISTRY**

363 **Requirement**

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

367 **Composition**

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

370 **Election and Term**

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

377 **Vacancies**

378 In the event of a vacancy on the American Board of Cosmetic Dentistry, the American Board of
379 Cosmetic Dentistry shall appoint an eligible Accredited Member to serve until the next regularly
380 scheduled election from among the Accredited Members of the Academy eligible to serve. If a vacancy
381 exists at the end of the scheduled elections at the Annual Membership Meeting, the ABCD Directors
382 assuming office shall appoint a qualified and eligible Accredited Member to serve until the next Annual
383 Membership Meeting. In each case, the ABCD shall ask the Nominating and Leadership Development
384 Committee for a recommendation but shall not be bound by the recommendation. If one or more years
385 are left in the term of a Director who vacated his or her position, a special election will be held at the

390 next Annual Membership Meeting to fill the vacated position for the remainder of the term. The
 391 Accredited Members on the American Board of Cosmetic Dentistry shall be elected by Accredited
 392 Members only.

393
 394 **Authority and Responsibility**

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

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

413
 414 **Removal**

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

418
 419 **Committees**

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

423
 424 The composition and specific responsibilities of each committee shall be specified by the American
 425 Board of Cosmetic Dentistry.

426
 427 **ARTICLE VIII- AMERICAN BOARD OF COSMETIC AND ESTHETIC DENTISTRY**

428 **Sponsorship and Purpose**

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

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

446
 447 In keeping with its purpose to achieve national recognition of cosmetic and esthetic dentistry as a dental
 448 science specialty, AACD serves as the sponsoring organization of the ABCED.

449

450 **AACD Liaison**

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

455

456 **ARTICLE IX - BOARD OF TRUSTEES**

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

462

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

466

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

468 **Regular Meetings**

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

473

474 **Special Meetings**

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

479

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

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

487

488 **Notice**

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

493

494 **Attendance and Quorum**

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

501

502 **Written Consent**

503 Any action required or permitted to be taken at any meeting of either board may be taken without a
504 meeting if two-thirds (2/3) of the members of that board consent thereto in writing, whether done before or
505 after the action so taken, and the writing or writings shall be filed with the minutes of proceedings of the

506 relevant board. Any action required or permitted to be taken at any meeting of a committee or ad hoc
507 work group likewise may be taken without a meeting if all members of the committee or work group
508 consent thereto in writing, whether done before or after the action so taken; and the writing shall be
509 filed with the minutes of proceedings of the committee or work group. Written consent shall include
510 electronically recorded consent.

511
512 **Absence**

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

518
519 **Standards of Conduct**

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

527
528 **Dual Service**

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

530
531 **Vacancies**

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

541
542 **ARTICLE XI- FINANCES**

543 **Accounts**

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

546
547 **Authority to Budget and to Expend Reserve Funds**

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

556
557 **Authority to Execute Instruments of Obligate**

558 The Board of Directors may authorize any office, agent or employee, to enter into any contract or to
559 execute and deliver any instrument in the name of and on behalf of the Academy. Except as so
560 authorized, no officer, employee, or agent shall have any power or authority to bind or obligate the

561 Academy by any contract or engagement or to pledge its credit or to render it liable for any purpose or
562 in any amount.

563

564 **Audit**

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

566

567 **No Private Benefit**

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

573

574 **ARTICLE XII- INDEMNIFICATION**

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

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

585

586 OR;

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

592

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

597

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

603

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

607

608 **ARTICLE XIII- PARLIAMENTARY AUTHORITY**

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

612

613 **ARTICLE XIV- AMENDMENTS**

614 **General**

615 These bylaws may be amended by the affirmative vote of two-thirds (2/3) of the legal votes cast on the
616 issue at an annual business meeting of the Academy, or special meeting called for that purpose,

617 provided that the essence and intent of the proposed amendment shall have been provided to all
618 members by written or electronic mail or by publication in the official publication of record of the
619 Academy, at least thirty (30) days prior to the date of voting on the proposed amendment.

620
621 **Proposal and Review**

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

625
626 Except as provided otherwise in these bylaws, amendments proposed by a member in good standing
627 shall be submitted in writing with the required twenty-five (25) signatures to the President at the
628 Academy's central office. The President must refer all proposed amendments to the Past Presidents
629 Advisory Council Bylaws Review Sub-Committee which shall review the proposed amendment for clarity of
630 wording and consideration of what provisions of the existing bylaws would be affected.

631
632 Within sixty (60) days of receipt of the proposed amendment by the central office, the Past President
633 Advisory Council Bylaws Review Sub-Committee must submit to the Board of Directors its report
634 indicating any changes in wording made for purposed of clarification, and enumerating all provisions of
635 the existing bylaws that it believes would be affected and what the effect would be. Any proposed
636 bylaw change that the Past President Advisory Council Bylaws Review Sub-Committee determines will
637 affect the finances of the Academy must be reviewed by the Budget and Finance Committee for a
638 report on its fiscal impact before being presented to the Board of Directors.

639
640 The Board of Directors shall schedule a vote on the proposed amendment(s) by the members of the
641 Academy at the next business meeting of the Academy.

642
643 **Accredited Member Privileges**

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

648
649 **Emergency Amendment**

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

654
655 **ARTICLE XV- DISSOLUTION**

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

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