

Date: March 1, 2025

To: AACD Membership

From: BOD President, Adamo Notarantonio, DDS, FAACD

Subject: **Bylaw Amendment**

Recommendation: To approve a bylaw amendment that would provide the Nominating and Leadership Development Committee some latitude in selecting not just a *diversity* of member types for board service but to also focus on selecting the *best* candidates for board service.

Background:

Per AACD's bylaws, the amendment proposed by your Boards was referred to the Past President's Bylaws Review Subcommittee for line-by-line review. The Boards then had an opportunity to determine which of the Subcommittee's recommendations to accept and which not to accept.

At the Double Board meeting held on October 11, 2024, the Board of Directors and the American Board of Cosmetic Dentistry voted to submit an AACD bylaw update to the membership for your vote of approval. This minor change to the Bylaws language is to reflect the current realities of our membership makeup. With fewer faculty members and laboratory technicians from which to choose from for elected positions, the wording of the bylaw ([found below in Article VI](#)) was softened in order to give the Nominating and Leadership Development Committee some latitude in selecting not just a *diversity* of member types for board service but to also focus on selecting the *best* candidates for board service.

KEY for edits

Red strikethrough = proposed deletion

Blue = proposed insertion

Bylaws of the American Academy of Cosmetic Dentistry

(Revised 04-26-2023)

ARTICLE I - NAME AND LOCATION

1. 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

1. 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.

2. 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.

3. 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

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

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

2. President

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

3. President-Elect

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

4. Vice President

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

5. Ascension of Officers

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

6. Executive Director

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

7. Officers of the American Board of Cosmetic Dentistry

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

8. Removal

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

- a. Continued gross or willful neglect of the duties of the office
- b. Violation of the Standards of Conduct
- c. Failure or refusal to disclose necessary information on matters of Academy business

- d. Unauthorized expenditures or misuse of Academy funds
- e. Misrepresentation of organization and its officers to outside persons
- f. Conviction of a felony

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

ARTICLE IV - ORGANIZATIONAL SUB-UNITS

1. Authority to Establish

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

2. Oversight

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

ARTICLE V – REMOTE ANNUAL MEETING

1. Remote Annual Meeting

The remote annual meeting elections and bylaws amendment voting (if needed) of the members of the Academy shall be held at such date and time as determined by the Board of Directors and the team of the AACD Executive Office.

2. Special Meetings

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

3. Notice

Notice of the date and time of the Remote Annual Meeting to members, shall be published in the official publication of record of the Academy or sent by email or by any other electronic means no less than thirty (30) days prior to the date thereof.

4. Quorum

A quorum shall consist of ten percent (10%) of the members in good standing registered to attend any officially called Remote Annual Meeting. In the absence of a quorum, any meeting of the members may be adjourned from time to time by a majority of the members in good standing present at the meeting.

5. Voting

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

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

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

6. Elections and Eligibility

The election of the Vice President, members of the (AACD) Board of Directors, members of the American Board of Cosmetic Dentistry and elected members of the Nominating and Leadership Development Committee shall take place at the Remote Annual Meeting. The Nominating and Leadership Development Committee shall develop all the necessary application materials. All board member candidates must submit the application materials on or before the application deadline and be interviewed, including candidates that are considering running from the floor. After the interviewing process, the Nominating and Leadership Development Committee shall present a slate of candidates, with one candidate nominated for each open position to be filled.

Any candidate who has applied and interviewed but was not nominated, may choose to run from the floor for any one position for which he/she is qualified and must notify the Executive Office, in writing, 35 days prior to the Remote Annual Meeting.

ARTICLE VI - BOARD OF DIRECTORS

1. Requirement

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

2. Composition

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

One (1) Director shall be a Corporate Member.

Three (3) Directors shall be Accredited Members.

~~Two (2)~~ Four (4) Directors shall be General Members ~~at the time of their election with two (2) being, but not limited to, a University Representative and a Laboratory Representative.~~

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

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

Corporate Representative:

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

Laboratory Representative:

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

University Representative:

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

3. ABCED Liaison

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

4. Election and Term

Voting for the Accredited Member directors shall be by the Accredited Members. All other directors, other than the President, President-Elect and Vice President, shall be elected at-large by all members in good standing. Directors other than President, President-Elect and Vice President directors shall serve for a term of two (2) years or until their successors have been elected and assume office at the end of the Remote Annual Meeting. In every odd numbered election year, two (2) Accredited Members, ~~one (1)~~ two (2) General Members, ~~and one (1) designated seat~~ (may be a laboratory ~~organization~~ representative) shall be elected. In every even numbered election year, one (1) Accredited Member, ~~one (1) Corporate Member, and~~ one (1) General Member, ~~and two (2) may be designated seats~~ (may be ~~corporate and~~ university representative) shall be elected.

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

5. Vacancies due to resignation, removal, incapacity to serve or death

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

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

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

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

6. Authority and Responsibility

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

- Have supervision, direction and control of the affairs of the Academy
- Determine its policies, and be accountable for Academy assets

- Have authority to contract on behalf of the Academy
- Adopt such rules, policies and procedures for the conduct of business of the Academy as it shall deem advisable.
- Have oversight of the Executive Committee
- Have authority to establish committees, task forces, commissions and other ad hoc work groups
- Have authority to indemnify Directors, officers, employees and agents in accordance with law.

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

7. Adoption of Policies

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

8. Duties

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

9. Removal

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

10. Standing Committees

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

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

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

Nominating and Leadership Development, which shall have responsibility for seeking out and encouraging future leaders for the Academy and for presenting a slate of one (1) nominee for each national elective position. To be eligible for election to the Nominating and Leadership Development, a person must have been a member in good standing of the Academy for two years and have attended two AACD annual scientific sessions by the time of election. The Committee shall have seven (7) members plus an alternate, six (6) voting members will each serve three-year terms. Each year, one (1) member shall be elected at the Remote Annual Meeting for a three-year term, and each year one (1) member shall be appointed by the Board of Directors for a three-year term. The Immediate Past President of the Academy who has completed his/her term and remains a member in good standing shall serve as the seventh member of the committee for one year after his/her presidency. Each year the Board of Directors shall also appoint an alternate for a one-year term. The alternate may be an Accredited or General Member in good standing. The alternate can vote when filling the seat of a missing member. The alternate can fill any open seat that occurs on the committee for the remainder of that year. Additional vacancies during the year shall be filled by appointment by the Board of Directors to serve until the next Remote Annual Meeting provided that the vacancy is from an originally elected position. In the event that one or more years of that term remain, a special election will be held at the next Remote Annual Meeting to fill the remainder of the original term. That replacement position shall be elected by Accredited Members only. In the event that the vacancy was originally an appointed position, the Board of Directors shall fill that vacancy by appointment for the remainder of the original term.

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

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

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

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

ARTICLE VII - AMERICAN BOARD OF COSMETIC DENTISTRY

1. Requirement

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

2. Composition

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

3. Election and Term

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

4. Vacancies

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

5. Authority and Responsibility

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

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

6. Removal

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

7. Committees

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

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

ARTICLE VIII- AMERICAN BOARD OF COSMETIC AND ESTHETIC DENTISTRY

1. Sponsorship and Purpose

The American Board of Cosmetic and Esthetic Dentistry (ABCED), a national dental specialty board, has been established to promote the advancement of cosmetic and esthetic dentistry, the dental science focused on enhancing the

overall smile and appearance while improving oral health and function, through the following principal activities:

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

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

2. AACD Liaison

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

ARTICLE IX - BOARD OF TRUSTEES

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

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

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

1. Regular Meetings

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

2. Special Meetings

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

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

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

3. Notice

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

4. Attendance and Quorum

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

5. Written Consent

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

6. Absence

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

7. Standards of Conduct

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

8. Dual Service

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

9. Vacancies

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

ARTICLE XI- FINANCES

1. Accounts

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

2. Authority to Budget and to Expend Reserve Funds

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

3. Authority to Execute Instruments of Obligate

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

4. Audit

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

5. No Private Benefit

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

ARTICLE XII- INDEMNIFICATION

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

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

OR;

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

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

Provided however, that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim, when the judgment of the Board of Directors of the Corporation, such settlement and

reimbursement appear to be for the best interests of the Corporation.

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

ARTICLE XIII- PARLIAMENTARY AUTHORITY

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

ARTICLE XIV- AMENDMENTS

1. General

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

2. Proposal and Review

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

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

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

The Board of Directors shall schedule a vote on the proposed amendment(s) by the members of the Academy at the next of the Academy Remote Annual Meeting.

3. Accredited Member Privileges

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

4. Emergency Amendment

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

ARTICLE XV- DISSOLUTION

The Academy may be dissolved pursuant to the procedures prescribed in the Wisconsin Nonstock Academy



Corporation Law. In the event of dissolution, all funds and property of the AACD shall be distributed to such other not-for-profit organizations as the AACD Board of Directors shall determine to have purposes and activities most nearly consistent with those of the AACD.