

**2025 AACD Remote Annual Meeting**  
**Thursday, March 13, 2025 – 7:30 pm CT**

Time	Description	Lead
7:15 pm	Access to the meeting opens – we will be using Zoom	
7:30 pm	Call to Order	Notarantonio
7:31 pm	President’s Welcome, Introduction of Executive Committee, Parliamentarian, Registration Chair and Recording Secretary	Notarantonio
7:32 pm	Announcement of quorum	Hill
7:33 pm	Approval of Agenda <a href="#">March 14, 2024</a> – 2024 Remote Annual Meeting Approved Minutes	Notarantonio
7:35 pm	<a href="#">President’s Report</a>	Notarantonio
7:37 pm	Verbal Report: Budget & Finance Committee (BFC) <a href="#">Consolidated Statements of Financial Position</a>	Seay Hill
	Written Reports of Boards and Committees (in packet) <ul style="list-style-type: none"> <li>• <a href="#">American Board of Cosmetic Dentistry</a></li> <li>• <a href="#">American Board of Cosmetic and Esthetic Dentistry</a></li> <li>• <a href="#">AACD Charitable Foundation Board of Trustees</a></li> <li>• <a href="#">Awards and Recognition Subcommittee</a></li> <li>• <a href="#">Distance Learning Committee</a></li> <li>• <a href="#">Ethics Committee</a></li> <li>• <a href="#">Member Relations Committee</a></li> <li>• <a href="#">Professional Education Committee</a></li> <li>• <a href="#">University Relations Committee</a></li> <li>• <a href="#">Credentialing Committees</a></li> </ul>	
8:05 pm	<a href="#">Bylaw Amendment</a>	Notarantonio
8:05 pm	Verbal Report: Nominating and Leadership Development Committee	Horn

8:10 pm	<b>Elections – All by Acclamation</b> <b>Vice President, Board of Directors</b> (1 Opening) <ul style="list-style-type: none"> <li>• Laura Justice, DMD, FAACD</li> </ul> <b>Board of Directors – Accredited Member</b> (2 Openings) <ul style="list-style-type: none"> <li>• Saiesha Mistry, BDS, MSC, AAACD</li> <li>• Camille Zelen, DDS, AAACD</li> </ul> <b>Board of Directors – General Member</b> (1 Opening) <ul style="list-style-type: none"> <li>• Noemi Cruz-Orcutt, DDS</li> </ul> <b>Board of Directors – Laboratory Member</b> (1 Opening) <ul style="list-style-type: none"> <li>• Steve Hoofard, CDT, FAACD</li> </ul> <b>American Board of Cosmetic Dentistry</b> (2 Openings) <ul style="list-style-type: none"> <li>• Keerti Sahasrabudhe, DDS, AAACD</li> <li>• Diana Tadros, DDS, AAACD</li> </ul> To learn more about each candidate, please visit the <a href="#">AACD Remote Annual Member Meeting page</a> on our website.	Notarantonio
8:13 pm	<b>Election of Nominating and Leadership Development Committee Member</b> (1 Opening) <ul style="list-style-type: none"> <li>• Brenda Jennings, DDS, AAACD</li> </ul>	Notarantonio
8:15 pm	New Business	Notarantonio
8:20 pm	Exchange of Gavel and Adjournment	Notarantonio Seay

**AACD 2024 Remote Annual Meeting – Zoom**  
**Thursday, March 14, 2024 – Approved Minutes**

President Greg Wright called the meeting to order at 7:31 pm central time and introduced the members of the Executive Committee; parliamentarian Kay Allison Crews; Executive Director, Micheal DiFrisco; Registration Chair, Kathryn Hill and Recording Secretary, Maureen Braatz.

The standing rules of the meeting were adopted.

Ms. Kathryn Hill, Chief Financial Officer and Registration Chair stated there were 117 members who registered for the meeting and 55 members were present at the start of the meeting. A quorum was present. 44 Accredited Members and 37 General Members were present.

The agenda was adopted.

Dr. Wright reported that the 2023 Annual Member Meeting Minutes were approved by the AACD Board of Directors and the American Board of Cosmetic Dentistry. The minutes were available in the member's packets.

Dr. Wright thanked the members for the opportunity to serve as President of the AACD. The president's report was enclosed in the packet.

Ms. Kathryn Hill presented the Academy's financials on behalf of the Budget and Finance Committee.

Reports from the following Boards and committees were made available in the Annual Membership Meeting packet: American Board of Cosmetic Dentistry, AACD Charitable Foundation Board of Trustees, American Board of Cosmetic and Esthetic Dentistry, Awards and Recognition Subcommittee, Distance Learning Committee, Ethics Committee, Member Relations Committee, Professional Education Committee, University Relations Committee, and Credentialing Committees.

Dr. Lauren Shanard presented the Nominating and Leadership Development Committee Report and thanked her fellow committee members, Dr. Jorge Blanco, Dr. Marilyn Calvo, Dr. Errin DePalma, Dr. Chiann Fan Gibson, Dr. Gesica Horn, Dr. Jack Ringer and Alternate, Dr. Fred Peck. Dr. Shanard provided a description of the process the committee used to evaluate candidates for office.

President Wright informed the members the following were elected by acclamation:

- Vice President: Mohan Bhuvaneshwaran, MDS, AAACD, one-year term with automatic succession.
- Board of Directors Accredited Member: Sarah Slone, DMD, AAACD, two-year term
- Board of Directors Corporate Member: Grace Gerrity, two-year term
- Board of Directors University Member: Aikaterini Papathanasiou, DDS, DMD, two-year term
- Board of Directors General Member: Devin McClintock, DDS, two-year term
- American Board of Cosmetic Dentistry: Laura Justice, DMD, FAACD, three-year term
- American Board of Cosmetic Dentistry: Diana Tadros, DDS, AAACD, three-year term
- American Board of Cosmetic Dentistry: Christopher N. Weber, DDS, AAACD, three-year term

- Nominating and Leadership Development Committee: Debra Gray King, DDS, FAACD, three-year term

Dr. Greg Wright congratulated Dr. Adamo Notarantonio on becoming President of the AACD for the 2024-2025 leadership year. Dr. Notarantonio thanked Dr. Wright for his leadership, dedication to the membership, and service to the Academy.

Dr. Notarantonio called for new business, being there was none, the meeting was adjourned at 7:58 pm CT.

Minutes prepared by Ms. Maureen Braatz. Minutes reviewed by Kay Allison Crews.

## President's Report

AACD Members, it is my honor and pleasure to have served this Academy over the past year. And I couldn't have done it without the support and leadership of the board of directors. So, a special thank you to Amanda N. Seay, Mohan Bhuvaneshwaran, Sarah Slone, Thomas Doan, Devin McClintock, Grace Gerrity, Steve Hoofard, Aikaterini Papathanasiou, Keerti Sahasrabudhe, and Camille Zelen.

And the American Board of Cosmetic Dentistry, under the leadership of Laura Justice, continued to keep our credential healthy and strong. Accreditation is—and will continue to be—the component that makes us unique in dentistry. Thank you to Steven Andreaus, Erik Haupt, Brenda Jennings, Diana Tadros, Christopher Weber, and Zach Sisler. My sincere appreciation to all of you. I am proud to call each of you "friend".

During my presidential year, the boards and committees continued to focus on the organization's strategic pillars:

- To attract and retain "best-fit" members who have the potential to start the credentialing process
- To provide cutting edge esthetic education
- To increase revenue

Those objectives were most noticeable with the launch of our two newest offerings related to esthetic education: AACD Dental Dojo and the Esthetic Skills Studio Study Club. When combined with the growing library of online learning opportunities available to members in AACD CEntal, these innovations have together breathed new life into our Academy.

Additionally, we left AACD 2024 National Harbor with an unprecedented buzz and excitement, and this year as we approach AACD 2025 San Diego, your Professional Education Committee knocked it out of the park again with an amazing program for us. A special thank you to my PEC chair, Scott Finlay, for stepping up to the task. So, let's keep the optimism and the momentum flowing at the AACD! Here's what else I am excited about:

- **Member engagement and non-dues revenue.** Rather than being so dependent on our two primary sources of revenue—member dues and conference tuition—in the past 18 months, as mentioned above, the Academy has added two critical programs that are driving engagement and revenue. These study programs are core to our mission and fulfill a genuine need in the marketplace, making them ideal additions to our offerings portfolio.
- **Operating revenue.** As Kathryn Hill, CFO, will report, the Academy is moving into a stronger financial position. Membership dues and credentialing revenue are both better than budget and both finished significantly higher than in prior years. Considering the challenges of the past four years, this is indeed moving in the right direction. I encourage you to pay attention to her report during the Remote Annual Meeting. But a sneak preview: For the first time since 2008 AACD has operating income! This was helped by new non-dues revenue drivers, the Dental Dojo and Esthetic Skills Studio Study Club.
- **Momentum, energy, and excitement.** When you're clicking on all cylinders and innovating, it's empowering to see how this dynamic can motivate and excite members, volunteers, and the professional team. Momentum is

crucial for success and allows teams to overcome obstacles and maintain progress. According to Marketing General Incorporated (MGI), positivity for 2025 is strong, as association leaders expect increases in membership and engagement. Still, some challenges are anticipated in the coming year. Membership engagement is a key focus and operational costs continue to be the most significant challenge, especially in the meetings and convention space, where prices have soared up to 30 percent year over year. Overall, MGI reports, associations are navigating a landscape of cautious optimism, balancing challenges with strategic initiatives aimed at growth and enhanced member engagement.

This Academy has been an important part of both my personal and professional life, and it will continue to be so. And it has been my extreme privilege to serve as your president. I thank you for having given me the opportunity.

Adamo Notarantonio, DDS, FAACD  
AACD President

**AMERICAN ACADEMY OF COSMETIC DENTISTRY, INC.**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
October 31, 2024 and 2023

	2024	2023
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 747,263	\$ 897,153
Investments	10,019,217	8,713,882
Accounts receivable	8,720	24,449
Employee Retention Credit receivable	353,384	-
Related party receivable	294	11
Inventory	2,030	-
Prepaid expenses	325,567	513,158
Total current assets	11,456,475	10,148,653
<b>PROPERTY AND EQUIPMENT</b>		
Equipment	145,949	191,265
Leasehold improvements	8,111	8,111
Website development	153,363	153,363
Management system	103,709	103,709
Educational videos	433,263	444,909
Work in progress	4,192	17,893
Less accumulated depreciation and amortization	(612,623)	(614,908)
Property and equipment, net	235,964	304,342
<b>OTHER ASSETS</b>		
Deferred compensation plan	-	253,153
Prepaid expenses	250,000	-
Operating lease right-of-use asset	151,116	197,328
Finance lease right-of-use asset	3,536	6,189
Total other assets	404,652	456,670
<b>Total assets</b>	<b>\$ 12,097,091</b>	<b>\$ 10,909,665</b>
<b>LIABILITIES AND NET ASSETS</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 25,312	\$ 30,616
Accrued payroll	79,607	73,392
Software license payable	-	34,568
Operating lease liability	48,181	45,139
Finance lease liability	2,866	3,377
Deferred revenue	1,111,379	2,555,398
Total current liabilities	1,267,345	2,742,490
<b>LONG-TERM LIABILITIES</b>		
Deferred compensation plan	-	253,153
Operating lease liability less current portion	106,112	154,293
Finance lease liability less current portion	-	2,866
Deferred revenue less current portion	1,388,671	413,052
Total liabilities	2,762,128	3,565,854
<b>NET ASSETS</b>		
Without donor restrictions		
Designated for operating reserve	5,750,000	5,750,000
Undesignated	3,584,963	1,593,811
Total net assets	9,334,963	7,343,811
<b>Total liabilities and net assets</b>	<b>\$ 12,097,091</b>	<b>\$ 10,909,665</b>

**AMERICAN ACADEMY OF COSMETIC DENTISTRY, INC.**  
**CONSOLIDATED STATEMENTS OF ACTIVITIES**  
Years Ended October 31, 2024 and 2023

	2024	2023
<b>CHANGES IN NET ASSETS WITHOUT DONOR RESTRICTIONS</b>		
<b>REVENUES</b>		
Contributions		
Contributions from the general public	\$ 119,756	\$ 120,815
Contributed nonfinancial assets	574,586	481,938
Auction	59,219	74,081
Sales, contracts, and other revenues and gains		
Membership dues	1,932,463	1,595,399
Advertisements and subscriptions	98,562	128,844
Credentials	309,541	143,854
Annual meetings	2,525,095	2,520,442
Employee Retention Credit	353,384	-
Gain on sale of property held for sale	-	180,567
Investment return, net	1,605,335	308,875
Other	2,781	27,738
Total revenues without donor restrictions	7,580,722	5,582,553
<b>EXPENSES</b>		
Program services		
Annual meetings	2,825,260	2,702,648
Publications	254,777	244,326
Credentials	252,987	295,333
Give Back a Smile	781,943	712,170
Supporting activities		
Management and general	736,653	905,910
Governance	363,238	411,248
Membership development	279,436	332,436
Fundraising	95,276	112,697
Total expenses	5,589,570	5,716,768
<b>Change in net assets</b>	1,991,152	(134,215)
Net assets at beginning of year	7,343,811	7,478,026
<b>Net assets at end of year</b>	<u>\$ 9,334,963</u>	<u>\$ 7,343,811</u>



## 2025 Remote Annual Meeting Report: American Board of Cosmetic Dentistry

**Submitted By:** Laura Justice, DDS, FAACD, ABCD Chair

**Date:** February 4, 2025

**Board Members:** Laura Justice, DDS, FAACD (Chair), Steven B. Andreaus, DDS, AAACD, Erik Haupt, FAACD, Brenda Kay Jennings, DDS, AAACD, Christopher Weber, DDS, AAACD, Salvatore Lotardo, DDS, FAACD (Accreditation Chair), Adamo Notarantonio, DDS, FAACD (Fellowship Chair)

**Board Charge:** The American Board of Cosmetic Dentistry is committed to protecting and preserving the validity of the AACD Accreditation and Fellowship examinations while maintaining the standard of excellence the credentials have come to represent. We will assure that the rights and privileges of the Accredited Members are honored while allowing the opportunity for dentists and laboratory technicians to achieve their full potential in cosmetic dentistry.

### How has the Board fulfilled its charge and contributed to the strategic plan?

- **Credentialing:** We are proud to welcome our nine newly Accredited and three Accredited Fellows. Congratulations to all! We are looking forward to celebrating these individuals at the 2025 Annual Scientific Session in San Diego.
- **Written Examination:** The end of December brought to a close another year of written exam administration at Measure Learning Testing Centers. We had an outstanding number of examinees make their way to centers both nationally and internationally between August and December. The results were very successful with a considerable number of members beginning their own Accreditation journey with a few continuing theirs. The written examination is being administered during the Annual AACD Scientific Session in San Diego as well.
- **Exams:** Clinical case exams and oral exams are evaluated yearly by our psychometrician to continue to be psychometrically sound, and secure.
- **Dental Dojo Cohort –** We continue with the third year of educational session that have assisted our dental dojo participants. The Dental Dojo has offered participants the opportunity to be part of an intense mentoring and collaborative community, with direct access to examiners. The program provides guidance to members interested in engaging in the Accreditation process as well as any AACD member who wishes to advance their skillset and dental knowledge. The curriculum is designed specifically to offer advanced cosmetic dental education providing CE credits as well as self-study sessions. The third Dojo cohort will kick-off on May 1, 2025 and will be completed at the 2026 annual session.
- **Credentialing Education:** The Board continues to focus on providing top-notch credentialing education targeted at the annual scientific session. We will continue to expand credentialing offerings via our online education in CEntal.



American Board of Cosmetic & Esthetic Dentistry  
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Monona, WI 53716

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**2025 Remote Annual Meeting Report: American Board of Cosmetic & Esthetic Dentistry**

**Submitted By:** Scott Finlay, DDS, FAACD, President

**Date:** February 4, 2025

**Board Members:** Scott Finlay, DDS, FAACD; Fred Peck, DDS, FAACD; Saiesha Mistry, BDS, AAACD; Salvatore Lotardo, DDS, FAACD; William Rowe, Jr. DDS, AAACD

The American Board of Cosmetic and Esthetic Dentistry (ABCED) recognizes that there are divergent opinions to our initiatives in achieving specialty status. We trust your confidentiality with this sensitive information.

Receiving specialty status has been an ongoing challenge with many barriers from the American Board of Dentist Specialties. We will provide you with information if something new becomes available, and we thank you for your patience and confidentiality.

We look forward to seeing you in San Diego, California.



**GIVE BACK A SMILE™**  
AACD CHARITABLE FOUNDATION INC.

## **2025 Remote Annual Meeting Report: AACD Charitable Foundation Board of Trustees**

**Submitted By:** Jeffrey Lineberry, DDS, AAACD, Chair

**Date:** 1/28/2025

**Board Members:** Chair, Jeffrey W. Lineberry, DDS, AAACD, Alexandra Arnold, DMD, Les Latner, DDS, AAACD, Douglas S. Milner, DDS, AAACD, & Dwight Rickert, CDT, FAACD

**Charge:** To manage the affairs of the AACD Charitable Foundation

### **How has the BOT fulfilled its charge and contributed to the strategic plan?**

The AACD Charitable Foundation assists in rebuilding the smiles and lives of adult survivors of domestic and sexual violence. We do this through our Give Back a Smile program.

Three strategic priorities guide the Foundation's work: 1) Position Give Back a Smile as "Dentistry's" Charity of Choice 2) Increase Net Revenue, & 3) Maintain Charitable Momentum

#### **Goal 1) Position Give Back a Smile as Dentistry's Charity of Choice**

To amplify our impact, the AACD Charitable Foundation is starting to work towards broadening our reach to the greater dental community. By doing so, we will strengthen our position as a leader in transforming lives through dentistry for those in need.

#### **Goal 2) Increase Net Revenue**

We extend our sincerest gratitude to our donors! Give Back a Smile is committed to being there for survivors of domestic and sexual violence who desperately need our lifechanging smile restoration services. Financial support is needed to ensure we can be there for people who need us now, and in the future.

Every dollar donated is leveraged more than 20 times in donated dental services. Your tax-deductible financial gift:

- Ensures GBAS patients connect with volunteer dentists to restore their damaged smiles through rigorous applicant prescreening and case management processes.
- Assists GBAS patients with gas expenses to help them travel to their dental appointments, as most patients need to travel at least 120 miles round-trip for each visit.
- Assists with dental laboratory costs and specialist fees that are often required to complete dental treatment.

We are committed to maintaining diverse funding sources:

- Corporate Partnerships & Gifts
  - Focus has been on establishing corporate partnerships that will provide long-term, sustainable funding while providing meaningful philanthropic opportunities for corporations.
  - The Foundation is grateful to have received significant financial support from [Professional Transition Strategies](#) (PTS). For several years, PTS has donated a total of nearly \$300,000.
- Grant Funding
  - GBAS thanks the [Patterson Foundation](#) for their continued partnership and investment in the work of GBAS.
- Individual Cash Donations
  - We rely on generous cash donations from individuals and this past year, did not reach our individual giving goals. It costs \$500 to restore one smile. [Please consider donating here](#) or conveniently donate during your AACD dues renewal.
- Fundraising during the Annual AACD Scientific Session
  - The [GBAS charity auction](#), and other fundraising initiatives account for more than 30% of the Foundation's annual funding.
  - Our annual Give Back a Smile Fundraising Event happening Friday, April 4 aboard a private yacht, has already sold out!
  - Mobile bidding opens for the GBAS Charity auction on March 15 and our goal is to raise \$30,000 for auction proceeds. [View items here.](#)
  - New This Year: AACD 2025 San Diego attendees will have the opportunity to score some exclusive AACD-Branded apparel by donating to Give Back a Smile during the conference!
- Legacy Gifts
  - We have implemented a [planned giving initiative](#). Consider investing in a long-term commitment to helping survivors of domestic violence smile again, through your estate.

### Goal 3) Maintain Charitable Momentum

Our goal is to have a volunteer dentist available for at least 80% of initially eligible GBAS applicants. At the end of the fiscal year, a volunteer was available for 74% of applicants. We need additional volunteer dentists and labs to fulfill the need. If you are a current volunteer, thank you! If you're located within the United States and are available to accept a GBAS patient referral, please [sign up to volunteer here](#).

There are 166 people currently receiving GBAS treatment across 36 states in the U.S. Since last report, 64 survivors of domestic/sexual violence were newly connected with volunteers for smile restorations and 40 GBAS cases were reported complete.

From the words of a GBAS smile recipient: *"Thank you GBAS. I would have never achieved where I am in my life right now without your help to make me feel as beautiful on the outside as I feel on the inside. You gave back a part of me that I thought was lost forever. With the help of GBAS nothing can stop me now!"*

Thank you for your dedication to the AACD Charitable Foundation. Please accept our sincerest thanks to all volunteers and supporters who make Give Back a Smile possible.

## **AACD 2025 Remote Annual Meeting Report: Awards and Recognition Sub-Committee**

**Submitted By:** Chair Debra Gray King, DDS, FAACD

**Committee Members:** Jorge Blanco DDS, AAACD, Gesica Horn, DDS, FAACD, Debra Gray King, DDS, FAACD

**Committee Charge:** The AACD Awards Subcommittee will recommend a recipient for each Evy award category for approval by the Executive Committee. There shall only be one award given for each Evy award category.

### **How has the committee fulfilled its charge and contributed to the strategic plan?**

The committee worked to identify worthy award candidates and after thorough discussion and careful consideration, recommended Evy Award recipients for the following Evy Awards:

- Lifetime Achievement Award
- Excellence In Cosmetic Dentistry Education Award
- Humanitarian Award
- Outstanding Service and Mentoring Award
- Dr. Nathaniel Hill Rising Star Award
- jCD Award

## **AACD 2025 Remote Annual Meeting Report: Distance Learning Committee**

**Submitted By:** Augusto Robles, DMD, MS, Committee Chair

**Committee Members:** Augusto Robles, DMD, MS, Committee Chair, Saiesha Mistry, BDS, AAACD, Brenda Jennings, DDS, AAACD, Thomas Doan, DDS, Megan Shelton, DDS, AAACD, Eric Wang, DDS, AAACD.

**Committee Charge:** Responsible for online continuing education and oversight of all online education.

### **How has the committee fulfilled its charge and contributed to the strategic plan?**

In 2024, the Distance Learning Committee conducted a comprehensive review of new and existing content for AACD's CEntal platform. The committee evaluated several new courses and reviewed nearly 100 existing courses as part of the three-year relevance review required by CERP guidelines.

The committee played a pivotal role in identifying content gaps, recommending timely and relevant topics, and suggesting engaging speakers to enhance AACD's online educational offerings. Additionally, a new review matrix was introduced to streamline the evaluation process, significantly improving efficiency and effectiveness in content assessments.

Thanks to the committee's dedicated efforts, AACD continues to:

- Attract members eager to expand their skills through high-quality online education.
- Connect best-fit members with Accreditation resources available in CEntal.
- Provide cutting-edge, 24/7/365 access to education delivered by world-class educators.
- Enhance the overall value of AACD membership.

The Distance Learning Committee's work has been instrumental in maintaining the excellence and relevance of AACD's online educational offerings.

## **AACD 2025 Remote Annual Meeting Report: Ethics Committee**

**Submitted By:** Daniel King, JD Committee Chair

**Committee Members:** Aikaterini G. Papathanasiou, DDS, DMD; Lauren Shanard, DDS, AAACD

**Committee Charge:** The Ethics Committee's charge is to address ethics concerns of members of AACD's three boards (BOD, ABCD, BOT) and addressing ethics concerns of members (for example, advertising the credential improperly).

### **How has the committee fulfilled its charge and contributed to the strategic plan?**

- Evaluated Ethics complaints as they have arisen, provided written ethics opinions, and worked with officers, board members, and home office as needed to resolve.
- Continued monitoring and protection of the AACD name and logo use by non-members and members.
- Assistance in correct advertising usage as needed.



## **AACD 2025 Remote Annual Meeting Report: Member Relations Committee**

**Submitted By:** Co-Chairs Ramon Duran, DMD, AAACD & Noemi Cruz-Orcutt, DDS; **Liaison:** Amy Nitschke

**Committee Members:** Poonam Furmah, DMD, Marianella Marin, DDS AAACD, Sep Pouresa, DMD, Sara Kuckhoff, DMD, Priyanka Seekand, DMD, Joy Brauer, DDS, AAACD, Laura Maroto Esteve, DDS

### **Committee Charge: Laser focus on connecting with new and rejoining members**

- MRC members to call (email if country differs) new (and rejoining) members and welcome them to the Academy, while working with staff to assure the new member is aware of all the benefits of membership. Lists are provided by committee liaison only for the purpose of welcoming members.
- Lead discussion (or be available for support) during 1-2 of the quarterly virtual New Member Mixers. At least one co-chair to be present for all mixers. If attending the Scientific Session, participate in at least one onsite event, with varied opportunities year to year. Options may include:
  - Attend new member/first timer breakfast
  - Sit at designated lunch tables to meet up with new members/first timers
  - Eagle eye for First Timer and New Member badges at social functions
- Be open to helping with call lists or other TBD ways to help welcome members and keep them engaged. This won't happen regularly, but appreciated when needed.

### **How has the committee fulfilled its charge and contributed to the strategic plan?**

- The MRC has not been keeping up with monthly calls. A special thanks to the handful of members who have consistently contributed.
- New Member Mixer leader volunteer participation has been consistent, along with topic idea contributions from the group.
- At the 2024 Scientific Session, the committee was supportive of the breakfast and lunch tables to ensure new members and first timers felt welcomed and informed. Unfortunately, the breakfast was not well attended by new members. Committee members in attendance made sure to spend their lunch times at the new member/first timer tables welcoming new members, facilitating friendships and answering questions as opportunity arose. The committee continues to strategize how to improve the member experience on-site.
- There will likely be an opportunity for committee members to call other members that have either said in a survey that they still plan to register for the 2025 Scientific Session or are undecided.
- At the 2025 Scientific Session, there will be new, large signs made for the reserved lunch tables. Also, a possibility of "ambassador" ribbons/badges for committee members to wear during conference to help with approachability.
- New! The committee is hosting a "Know Before You Go" virtual mixer in March for first time attendees only. There are also plans (if time allows and New Member Welcome Calls are caught up) for committee members to personally call first-timers who don't attend the mixer.

### **KPI's for 2024-2025:**

- Monthly calls made voluntarily and regularly with very minimal support from AACD staff.
- Continued consistency of topic ideas and leadership pertaining to virtual New Member Mixers.
- New members and first-time attendees feeling welcomed at the Scientific Session.





## **AACD 2025 Remote Annual Meeting Report: Professional Education Committee**

**Submitted By:** Scott Finlay, DDS, FAGD, FAACD, PEC Committee Chair

**Committee Members:** Scott Finlay, DDS, FAGD, FAACD; Adamo Notarantonio, DDS, FAACD; Amanda Seay, DDS, FAACD; Mohan Bhuvaneswaran, MDS, AAACD; Nelson Rego, CDT, AAACD; Brian Baliwas, DDS; Diana Tadros, DDS, FICOI, FAGD, AAACD

**Committee Charge:**

- A. Select program direction and program specifics for AACD's Scientific Session
- B. Select topics and speakers

**Strategic Goals for 2024-2025**

- To create a culture of attraction
- To attract and retain "best-fit" members who have the potential to start the credentialing process
- To provide cutting edge esthetic education
- To increase revenue

**How has the committee fulfilled its charge and contributed to the strategic plan?**

Every large association has experienced challenges with membership and annual meeting viability in these changing times and demographics. The same old assumptions are no longer found to be true or provide attractive value for members. The Professional Education Committee (PEC) has taken a fresh look to redesign our meetings by identifying those aspects of our current meeting format that members value, as well as researching similar organizations in dentistry to see what has appealed to their membership. We have also made an effort to focus on programming as a multi-year meeting to be most efficient in maintaining momentum from year to year, departing from an a la carte approach. We have created a programming template that will keep the Academy on point moving forward. This has helped us to reach commitments for speakers earlier and for the first time, allow us to promote content for the 2026 meeting in Miami at the 2025 meeting in San Diego.

We began by realizing that past attendance numbers have changed and we focused on a more realistic goal of 675 attendees with a mission to create a quality learning experience focused on esthetic dental excellence. Our mission is to provide the best experience possible for 675 attendees. The meeting has been reduced to three "official days" and the preliminary day that accommodated credentialing workshops and an Accredited Members program has been eliminated. This has significantly reduced overhead costs. All credentialing programs will be scheduled alongside the other workshop programs on subsequent days. After discussion with the American Board of Cosmetic Dentistry (ABCD), the Accreditation and Criteria Workshops have been combined and will be available as a single program on the first day of the meeting. The Advanced Accreditation Workshop has also been eliminated. Disappointingly, because of limitations imposed by the facility, we were not able to schedule the "Opening Ceremony" at the beginning of the meeting. Accepting this compromise, we have made that a priority moving forward, and it will be amended in Miami 2026. Finally, we will also be introducing a non-clinical business development program, available Thursday and Friday. Sponsorship for this programming has been secured and adds to our revenue. In the past we had concerns for last minute

signups and availability of program seats. Our decision was to focus on efficient programming that hopefully could sell out. We remain ahead of pace compared to last year.

The hands-on component offered at our meeting, represents a positive unique value and we have maintained those opportunities for the 2025 meeting, with an effort to focus on fresh presenters with a contemporary appeal. We have also expanded seating in each of the hands-on programs to allow for more observation seating. This provides a multi-option learning experience for attendees, as well as creating more exposure and value for the vendors who support those workshops. Additionally, at the 2025 meeting in San Diego, we will be introducing a series of compressed lecture format programming that is titled the "Master Esthetic Lecture Series". These programs will run conjointly during the same time slots available for the hands-on programming. The Master Esthetic Lecture Series will provide more advanced, fast paced, micro programming that may appeal to Credentialed Members or those interested in a more passive learning experience.

Having secured the programming for San Diego 2025 ahead of schedule, the PEC has already been focusing their efforts on Maimi 2026. We have commitments from our headliner Miguel Stanley and additionally, programming for the Master Esthetic Lecture Series with David Sarver, Drew Ferris, Mike Gunson, Rebecca Bockow and Kyle Stanley.

I am extremely proud of the service by the Professional Education Committee and the in-house staff of the AACD. The professionalism, resourcefulness and commitment of each member exceeded expectations. The result is a clear and positive path to future success.

Respectfully submitted,

A handwritten signature in black ink that reads "Scott Finlay DDS". Below the signature, the words "SIGNATURE SMILES" are printed in a small, black, sans-serif font.

*Scott W Finlay DDS, FAGD, FAACD  
Professional Education Committee Chair*

## AACD 2025 Remote Annual Meeting Report: University Relations Committee

**Submitted By:** Aikaterini Papathanasiou, DMD, DDS, MBA, FICD

### **Committee Members:**

Juliana Ryan  
Reuben Kim  
Liliana Mosquera  
Lance Dillon  
Steven Andreaus, ABCD Rep.

### **The charge of the University Relations Committee is to:**

Further AACD's strategic goals to advance cosmetic dental education and to increase membership by interfacing with the university community.

For this leadership year, the Executive Committee of the Board of Directors asked this committee to focus on the following **objectives and key results (OKRs)**:

- Actively engage the university community in collaborative programs that will motivate students to eventually become members of the Academy.
- Work to identify which dental schools have student-led esthetic study clubs in order to lay the foundation for continued outreach.

### **How has the committee fulfilled its charge and contributed to the strategic plan?**

- The URC proposed four AACD URC webinars targeting US dental school members (students and faculty) to actively engage the university community in collaborative programs that will motivate students and faculty members to eventually become AACD members
  1. **Composite Artistry: Simplifying the Complex** presented by Adamo Notarantonio on January 30<sup>th</sup>. An impressive 585 people registered and 233 attended. The webinar was very successful with high engagement and many Q&As after the presentation.
  2. **Navigating Through the Complex Maze of Dentistry** by Carlos DeCarvalho on April 30<sup>th</sup>.
  3. **All Ceramics: Mastering clinical indications and execution beyond just "esthetics"** by Gustavo Mahn Arteaga on July 23<sup>rd</sup>.
  4. The title of the fourth webinar is still pending confirmation, but two educators have been identified by URC members as potential webinar presenters.
- The Dental School Study Club Bundle now available on AACD Central was promoted through the URC and the AACD URC webinar as an additional offering to actively engage the university community in collaborative programs.
- The URC is currently working with the professional team on ways to promote the jCD in U.S. dental schools. Options could include email with the open feature story from each issue to student prospects and webinar registrants, to shipping hard copy printed overruns of the journal to URC members for distribution to etc.)
- The URC is compiling an updated list of Aesthetic Clubs in US Dental Schools, including the names and contact information of faculty advisors and student leaders.

## **AACD 2025 Remote Annual Meeting Report: Credentialing Committees**

**Submitted By:** Adamo Notarantonio, DDS, FAACD, Fellowship Chairman  
Salvatore Lotardo, DDS, FAACD, Accreditation Chairman

### **Committee Members:**

**Fellowship:** Adamo Notarantonio, DDS, FAACD, J. Fred Arnold, DMD, FAACD, Betsy Bakeman, DDS, FAACD, Steve Hoofard, CDT, FAACD, Laura Justice, DDS, FAACD, Brian LeSage, DDS, FAACD, Mike Morris, CDT, FAACD, Brad Olson, DDS, FAACD, Amanda Seay, DDS, FAACD, John Weston, DDS, FAACD, Greg Wright, DDS, FAACD

**Accreditation:** Salvatore Lotardo, DDS, FAACD, Steve Hoofard, CDT, FAACD, Adamo Notarantonio, DDS, FAACD, Keerti Sahasrabudhe, DDS, AAACD, Lauren Shanard, DDS, AAACD

**Committees Charge:** To work in tandem with the ABCD and credentialing department to recommend policies, guidelines, and rules for successfully completing the Accreditation and Fellowship processes in the AACD.

### **How have the committees fulfilled its charge and contributed to the strategic plan?**

#### **Accreditation and Fellowship**

- Congratulations to the newest class of 2025 Accredited and Accredited Fellows that will be recognized during AACD 2025 San Diego!
- The Dental Dojo Cohort, continues with educational sessions that have assisted our participants in a series of webinars, group discussions and case reviews in the Accreditation process to foster individual growth.
- Ensures compliance with the mission and vision statements of the American Board of Cosmetic Dentistry.
- The Accreditation/Fellowship Chairs works with the AACD Credentialing Department to plan, schedule and organize the Accreditation/Fellowship/credentialing courses at the annual scientific session.
- The Accreditation and Fellowship Chairs attend the ABCD meetings and take part in monthly ABCD Zoom meetings when scheduled and in person when needed.

**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.