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**AMENDED & RESTATED
BYLAWS OF
THE AMERICAN ASSOCIATION OF PUBLIC HEALTH DENTISTRY**

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ARTICLE I

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NAME AND PURPOSES

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Section 1.1 Name. The name of this corporation is the American Association of Public Health Dentistry (the “Association”), an Illinois not-for-profit corporation.

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Section 1.2 Purposes. The Association is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“IRC”), or the corresponding provision of any future United States federal tax law. In addition to the purposes set forth in the Association’s Articles of Incorporation, the Association shall serve as the official sponsoring organization of The American Board of Dental Public Health (“ABDPH”) and shall endeavor to:

(a) Advance the practice and science of dental public health to achieve optimal oral health for the public;

(b) Encourage its qualified members to become Diplomates of the ABDPH;

(c) Define and promote competency in public health dentistry and develop education and training programs to increase knowledge and improve skills;

(d) Develop and sustain diversity in the practice of public health dentistry;

(e) Advocate for evidence-based policies and practices that increase access for the dentally underserved and achieve optimal oral health for the population;

(f) Foster growth and development of leaders in dental public health; and

(g) Encourage engaged leadership that promotes dental public health at the local, state, and national levels.

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Section 1.3 Offices. The Association shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office and may have such other offices within or without the State of Illinois and such other registered agents as the Board of Directors may from time to time determine.

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Section 1.4 Limitations. The following rules shall conclusively bind the Association and all persons acting for or in behalf of it:

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(a) No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Directors, Officers, or other private person, except that the

1 Association shall be authorized and empowered to pay reasonable compensation for
2 services rendered and to make payments and distributions in furtherance of its purposes,
3 including the awarding of grants and scholarships to individuals.

4 (b) No substantial part of the activities of the Association shall be in the
5 carrying on of propaganda, or otherwise attempting to influence legislation, and the
6 Association shall not participate in, or intervene in (including the publishing or
7 distribution of statements) any political campaign on behalf of (or in opposition to) any
8 candidate for public office.

9 (c) Notwithstanding any other provision of these Bylaws, the Association
10 shall not carry on any other activities not permitted to be carried on (i) by a corporation
11 exempt from federal income tax under section 501(c)(3) of the IRC; or (ii) by a
12 corporation, contributions to which are deductible under section 170 (c)(2) of the IRC.

13 (d) In the event of the dissolution of the Association, the Board of Directors
14 shall, after paying or making provision for the payment of all the liabilities of the
15 Association, dispose of all of the assets of the Association (except any assets held by the
16 Association upon condition requiring return, transfer or other conveyance in the event of
17 dissolution, which assets shall be returned, transferred or conveyed in accordance with
18 such requirements) exclusively for the purposes of the Association in such manner, or to
19 such organization or organizations which are then qualified as exempt within the meaning
20 of Section 501(c)(3) (but only if the purposes and objectives of such organization(s) are
21 similar to the purposes and objectives of the Association) of the IRC, as the Board of
22 Directors shall determine. Any assets not so disposed of shall be disposed of by the court
23 of general jurisdiction of the county in which the principal office of the Association is
24 then located, to be used in such manner as in the judgment of such court will best
25 accomplish the general purposes for which the Association was organized

26 ARTICLE II

27 MEMBERSHIP

28 **Section 2.1 Membership.** Membership in the Association may be granted to any
29 individual that: (i) meets the criteria set forth below for each category of membership in the
30 Association; (ii) shares interest in and supports the purposes of the Association; (iii) abides by
31 these Bylaws, the code of ethics of the Association and such other rules and regulations as the
32 Association may adopt; and (iv) meets such additional criteria for each category of membership
33 in the Association as the Board of Directors may from time to time establish.

34 **Section 2.2 Application.** The Board of Directors, or its designee(s), shall adopt an
35 application form and procedures to facilitate the consideration of applicants for membership in
36 the Association. All applicants shall complete the application form and submit the application,
37 along with the designated fee, if any, to the administrative office of the Association. The Board
38 of Directors, or its designee(s), shall review all applications for membership and determine,
39 based on the criteria set forth in these Bylaws and such other requirements and guidelines as the
40 Board of Directors may prescribe, whether individual applicants meet the qualifications

1 necessary for membership in the Association. All such qualified applicants shall become
2 members upon notice from the Association and payment of applicable dues.

3 **Section 2.3 Membership Categories.** The membership of the Association shall be
4 composed of the following categories, and such additional categories as may be established by
5 the Board of Directors from time to time:

6 (a) **Full Membership.** Full Membership in the Association may be granted to
7 any individual that (i) is a dentist; (ii) has completed an accredited dental school curriculum and
8 successfully mastered all clinical competencies and national board exams; (iii) holds a Doctor of
9 Dental Surgery (“DDS”), Doctor Dental Medicine (“DMD”) or equivalent degree from an
10 accredited dental school (or the equivalent thereof); (iv) has completed a CODA-accredited
11 advanced education program in public health dentistry or has sufficient experience in public
12 health dentistry (as deemed appropriate by the Board of Directors and the ABDPH); and (vi)
13 meets such other criteria as the Board of Directors may from time to time establish. There shall
14 be four (4) types of Full Members – Contributing, Sustaining, Sponsoring and Life Members
15 (each as defined below) (collectively, the “Full members”).

16 (i) **Full Contributing Members.** A Full Contributing Member may
17 be any individual that, in addition to the payment of annual dues, provides
18 financial support for the Association’s activities in an amount to be determined by
19 the Board of Directors from time to time, and meets such additional eligibility
20 qualifications as may be established by the Board of Directors from time to time.

21 (ii) **Full Sustaining Members.** A Full Sustaining Member may be
22 any individual that, in addition to the payment of annual dues, provides additional
23 financial support for the Association’s advocacy and policy development activities
24 in an amount to be determined by the Board of Directors from time to time, and
25 meets such additional eligibility qualifications as may be established by the Board
26 of Directors from time to time.

27 (iii) **Full Sponsoring Members.** A Full Sponsoring Member may be
28 any individual that, in addition to the payment of annual dues, provides additional
29 financial support for the Association’s infrastructure in an amount to be
30 determined by the Board of Directors from time to time, and meets such
31 additional eligibility qualifications as may be established by the Board of
32 Directors from time to time.

33 (iv) **Life Members.** Life Membership may be may be conferred on a
34 qualified Full Member in good standing that submits an application to the Board
35 of Directors (in a form established by the Board of Directors from time to time)
36 and meets such eligibility qualifications as may be established by the Board of
37 Directors from time to time in accordance with procedures established by the
38 Board.

39 (b) **Associate Membership.** Associate membership in the Association may
40 be granted to any individual (i) whose interests are consistent with the Association’s purposes

1 and objectives; and (ii) meets such other criteria as the Board of Directors may from time to time
2 establish. Examples of individuals that qualify for Associate Membership include, but are not
3 limited to, dental assistants, dental hygienists, academic researchers, administrators, etc.

4 (c) **Student Membership.** Student membership in the Association may be
5 granted to any individual (i) who is currently enrolled and in good standing at an accredited
6 school of dentistry, dental hygiene, public health or other such accredited educational institution;
7 and (ii) meets such other criteria as the Board of Directors may from time to time establish.

8 (d) **Honorary Membership.** Honorary membership in the Association may
9 be granted to any individual whom the Association deems worthy of special honor due to their
10 outstanding contribution to public health, preventive dentistry or related sciences in accordance
11 with such procedures as may be established by the Board of Directors.

12 (e) **Institutional Membership.** Institutional membership may be granted to
13 any corporation or other organization that (i) provides services or products to the dental public
14 health community; and (ii) meets such other criteria as the Board of Directors may from time to
15 time establish.

16 **Section 2.4 Rights and Duties.**

17 (a) All members shall be entitled to attend the Association's Annual Meeting,
18 Annual Scientific Session and other educational and scientific meetings and social functions, and
19 receive the Association's Journal, Newsletter and other publications and communications.

20 (b) Only Full members may vote, serve on the Board of Directors, and hold
21 office in the Association (the Full members may be referred to herein as the "Voting Members").
22 Notwithstanding the foregoing, voting on any matter pertaining to the ABDPH shall be restricted
23 to those Voting Members who are Diplomates of the ABDPH in good standing.

24 (c) Full, Associate and Student members may serve on the Association's
25 committees, councils and task forces; provided, however, only Full and Associate members may
26 chair such committees, councils or task forces.

27 (d) Institutional members shall name an individual currently employed by the
28 corporation or organization as its "official representative" in the Association and such person
29 shall the authority to act on the Institutional member's behalf with respect to Association matters
30 and receive Association notices and other communications on behalf of the member.

31 (e) The Voting Members' right to vote is specifically limited to the election of
32 the Association's Officers and Directors, the amendment of these Bylaws, and such other matters
33 as the Board of Directors may present to the membership. Each eligible Voting Member in good
34 standing shall have one (1) vote in such matters. Associate, Student, Honorary and Institutional
35 members shall have no right to vote on any matter before the membership.

36 (f) Notwithstanding anything set forth to the contrary herein, no member of
37 the Association shall have the right to vote, without limitation, on the amendment of the
38 Association's Articles of Incorporation or the merger or dissolution of the Association.

1 (g) Additional benefits associated with the various membership categories
2 shall be determined by the Board of Directors from time to time.

3 **Section 2.5 Resignation.** Members may resign from the Association at any time by
4 giving written notice to the Secretary or Executive Director. Such resignation shall in no way
5 release the resigning member from any financial responsibility to the Association for any dues,
6 assessments or other financial commitments accrued during the term of membership or notice
7 period and due and owing to the Association. Withdrawing members shall not be entitled to the
8 return of any dues, assessments or other fees paid to the Association prior to the effective date of
9 such withdrawal.

10 **Section 2.6 Ethics and Discipline.**

11 (a) **Grounds for Discipline.** A member may be disciplined for any of the
12 following reasons:

- 13 i. failure to comply with these Bylaws, the principles of ethics of the
14 Association, or any other rules or regulations of the Association;
- 15 ii. conviction of a felony or crime related to, or arising out of, their work in
16 the public health dentistry community or the practice of medicine or
17 involving moral turpitude;
- 18 iii. limitation, suspension, revocation, or forfeiture by any state, province or
19 country of the member's right to practice dental medicine;
- 20 iv. unauthorized use of the Association's name, logo, or other symbols on
21 stationary, publications, symposia advertisements, printed material or in
22 any other manner; and
- 23 v. immoral, dishonorable, or unprofessional conduct considered prejudicial
24 to the best interests of, or inconsistent with, the purposes of the
25 Association.

26 (b) **Procedures.** Discipline may include, but is not limited to, censure,
27 suspension, probation and expulsion. Disciplinary action shall be taken by a majority vote of the
28 entire Board of Directors, provided that a statement of the charges shall have been sent by
29 certified mail to the last recorded address of the member at least thirty (30) days before final
30 action is to be taken. This statement shall be accompanied by a notice of the time and place of
31 the meeting at which the charges shall be considered, and the member shall have the opportunity
32 to appear in person and/or to be represented by counsel and to present any defense to such
33 charges before action is taken by the Association. Such disciplinary actions shall be conducted
34 in accordance with procedures established by the Board of Directors.

35 (c) **Non-Payment of Dues.** The membership of any member who is in
36 default of payment of dues or assessments for more than thirty (30) days, or otherwise becomes
37 ineligible for membership, shall be terminated automatically, according to such rules or

1 procedures as the Board of Directors or their designee(s) shall establish, unless such termination
2 is delayed by the Board of Directors, or its designee(s).

3 **Section 2.7 Reinstatement.** Members who have resigned or been terminated for non-
4 payment of dues or assessments may be reinstated upon (i) payment of delinquent dues or
5 assessments; (ii) application to the Board of Directors; and (iii) meeting such additional terms
6 and conditions as may be established by the Board of Directors.

7 **ARTICLE III**

8 **Dues and Assessments**

9 The initial and annual dues for all members of the Association, and the time for paying such dues
10 and other assessments, if any, shall be determined by the Board of Directors. Under special
11 circumstances, the Board of Directors, or its designee(s), may waive or reduce the annual dues
12 and/or assessments for any member.

13 **ARTICLE IV**

14 **Membership Meetings**

15 **Section 4.1 Annual Meeting.** An Annual Meeting of the Full members (“Annual
16 Meeting”) for receiving reports, and for such other business as may properly come before the
17 meeting, shall be held at such day, time and place as may be determined by the Board of
18 Directors. All of the Association’s members are invited to attend the Association’s Annual
19 Meeting.

20 **Section 4.2 Special Meeting.** A Special Meeting of the Full members may be called
21 (i) by resolution of the Board of Directors, or (ii) upon written petition to the Secretary stating
22 the purposes of the proposed meeting and signed by at least one-third (1/3) of the Full members
23 entitled to participate at such meeting; or (iii) by resolution of the Board of Directors.

24 **Section 4.3 Notice.** Notice of Annual or Special Meetings of the Full members shall
25 state the time, date, and place of the meeting and shall be delivered not less than five (5) nor
26 more than sixty (60) days prior to the date of such meeting, unless otherwise required by
27 applicable law. Notice of any Special Meeting also shall include the purpose or purposes for
28 which the meeting is called.

29 **Section 4.4 Quorum.** The presence in person or by proxy of ten percent (10%) of the
30 Full members shall constitute a quorum at any meeting of the Full members, provided that if less
31 than a quorum is present, a majority of the Full members present may adjourn the meeting to
32 another time without further notice.

33 **Section 4.5 Manner of Acting.** The act of a majority of the Full members present (in
34 person or by proxy) at a duly called meeting of the Full members at which a quorum is present
35 shall be the act of the Full members, unless the act of a greater number is required by law, the
36 Association’s Articles of Incorporation, or these Bylaws.

1 **Section 5.6 Manner of Election.**

2 (a) **Nominations Committee Recommended Slate.** At least one hundred
3 twenty days (120) days prior to the Annual Meeting, the Nominations Committee shall
4 recommend a slate of qualified candidates to the Board of Directors to fill each Officer
5 position and Director-at-Large seat on the Board of Directors that is either vacant or set to
6 expire. The slate shall be subject to the Board’s review and approval, and the
7 Nominations Committee shall make such changes as may be recommended by the Board.

8 (b) **Publication of Slate.** The Nominations Committee’s recommended slate,
9 as approved by the Board, shall be announced to the Voting Members by posting it on the
10 Association’s website (or in such other manner as may be determined by the Board) at
11 least ninety (90) days prior to the Annual Meeting in accordance with election procedures
12 to be established by the Board.

13 (c) **Additional Nominations.** Full members in good standing shall have
14 thirty (30) days from the date the Nominations Committee’s slate is announced to submit
15 additional nominations to fill any Officer position or Director-at-Large seat that is either
16 vacant or set to expire. Nominations must be submitted to the Chair of the Nominations
17 Committee. Such additional nominations must be supported by a written petition signed
18 by at least ten percent (10%) of the Association’s Voting Members. The names of
19 qualified candidates nominated in accordance with the terms of this Article V, Section
20 5.6(c) will be published to the Voting Members alongside the Nominations Committee’s
21 recommended slate.

22 (d) **Elections.** The Board of Directors shall submit an official ballot bearing
23 the names of the Nominations Committee’s recommended slate and those nominated by
24 petition, if any, to the Voting Members at least forty-five (45) days prior to the next
25 Annual Meeting in accordance with election procedures to be established by the Board.
26 Elections may be conducted by any means permitted by law including, without limitation,
27 mail, fax, e-mail or other form of electronic communication. The results of such election
28 shall be announced no later than the next Annual Meeting following the election.

29 **Section 5.7 Regular Meetings.** The Board of Directors may provide by resolution the
30 time, date and place for the holding of a regular annual meeting and additional regular meetings
31 of the Board of Directors without other notice than such resolution.

32 **Section 5.8 Special Meetings.** Special meetings of the Board of Directors may be
33 called by or at the request of the President or any five (5) Directors. Notice of any special
34 meeting of the Board shall state the time, date and place of the meeting and shall be delivered at
35 least ten (10) days prior to the date of such meeting, provided that notice of any special meeting
36 held by telephone conference call may be delivered no less than twenty-four (24) hours prior to
37 the call. Attendance of a Director at any meeting shall constitute a waiver of notice of such
38 meeting except where a Director attends a meeting for the express purpose of objecting to the
39 transaction of any business because the meeting is not lawfully called and convened.

1 **Section 5.9 Quorum.** A majority of the Board of Directors shall constitute a quorum
2 for the transaction of business at any meeting of the Board of Directors, provided that, if less
3 than a majority of the Directors are present, a majority of the Directors present may adjourn the
4 meeting to another time without further notice.

5 **Section 5.10 Manner of Acting.** The act of a majority of the Directors present at a
6 meeting at which a quorum is present shall be the act of the Board of Directors, except where
7 otherwise provided by law or by these Bylaws.

8 **Section 5.11 Resignation and Removal.** Any Director may resign at any time by
9 giving written notice to the President. In addition, any member of the Board of Directors, with
10 the exception of the ABDPH Director, may be removed by the Voting Members, whenever, in its
11 judgment, the best interests of the Association would be served by such removal. The ABDPH
12 Director may be removed by the Board of Directors whenever, in its judgment, the best interests
13 of the Association would be served by such removal. No Director shall be removed, with the
14 exception of the ABDPH Director, unless written notice of a meeting to remove the Director is
15 delivered to all Voting Members who are entitled to vote. Such notice must state that a purpose
16 of the meeting is to vote upon the removal of one or more Directors named in the notice, and
17 only the named Directors may be removed at such meeting.

18 **Section 5.12 Vacancies.** In the event of the death, resignation, removal, or incapacity
19 of a Director, the President shall, subject to the approval of the Board, appoint a qualified
20 individual to fill the remainder of such person's unexpired term in office. Notwithstanding the
21 foregoing, in the event that the office of President becomes vacant, the President-Elect shall
22 serve as President for the unexpired portion of such term.

23 **Section 5.13 Meeting by Conference Call or Other Electronic Means.** Any action to
24 be taken at a meeting of the Board of Directors may be taken through the use of a conference
25 telephone or other communications equipment by means of which all persons participating in the
26 meeting can communicate with each other. Participation in such a meeting shall constitute
27 presence in person at the meeting of the persons so participating.

28 **Section 5.14 Action by Written Consent.** Any action requiring a vote of the Board of
29 Directors may be taken without a meeting if a consent, setting forth the action taken, is approved
30 by all of the members of the Board of Directors entitled to vote with respect to the subject matter
31 thereof.

32 **Section 5.15 Compensation.** Directors shall not receive any remuneration for their
33 services as Directors; however, the Board of Directors, by the affirmative vote of the majority of
34 the Directors then in office, may authorize the reimbursement of reasonable expenses for
35 attendance at each regular or special meeting of the Board of Directors. Nothing contained
36 herein shall be construed to preclude any Director from serving the Association in any other
37 capacity and receiving reasonable compensation therefor.

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1 **ARTICLE VI**

2 **Officers**

3 **Section 6.1 Officers.** The officers of the Association shall be a President, President-
4 Elect, Secretary, Treasurer, Immediate Past President and such other officers as may be elected or
5 appointed in accordance with the provisions of this Article (collectively, the “Officers” and each
6 an “Officer”). The Board of Directors may elect or appoint such other officers as it shall deem
7 necessary, who shall have the authority to perform such duties as may be prescribed from time to
8 time by the Board of Directors. Such Officers shall have the authority to perform the duties set
9 forth below and as prescribed by the Board of Directors. No two (2) offices may be held
10 simultaneously by the same person.

11 **Section 6.2 Qualifications & Eligibility.** Only Full members may serve as an Officer
12 of the Association.

13 **Section 6.3 Election.** The Voting Members annually shall elect the Officers, with the
14 exception of the President and the Immediate Past President, in accordance with the terms of
15 Article V, Section 5.6 above.

16 **Section 6.4 Term.**

17 (a) The Officers, with the exception of the Secretary and Treasurer, shall serve
18 a one (1) year term in office, or until such time as successors are duly elected, qualified,
19 and assume their position.

20 (b) The Secretary shall serve a two (2) year term in office, or until such time
21 as a successor is duly elected, qualified, and assumes the position.

22 (c) The Treasurer shall serve a three (3) year term in office, or until such time
23 as a successor is duly elected, qualified, and assumes the position.

24 (d) The President-Elect automatically shall succeed to the office of President
25 at the conclusion of his or her term in office.

26 (e) The President automatically shall succeed to the office of Immediate Past
27 President at the conclusion of his or her term in office.

28 (f) Officers shall take office on at the conclusion of the Annual Meeting
29 immediately following their election and may not serve consecutive terms in the same
30 office.

31 **Section 6.5 President.** The President shall be the principal elected officer of the
32 Association and shall, in general, supervise all of the business affairs of the Association, subject
33 to the direction and control of the Board of Directors, by communicating with the Executive
34 Director as necessary regarding the business of the Association. The President shall be a
35 member, without vote, of all committees, except as otherwise provided by these Bylaws. The
36 President shall, in general, perform all duties customarily incident to the office of President and

1 such other duties as may be prescribed by the Board of Directors. The President automatically
2 shall succeed to the office of Immediate Past President following the conclusion of his or her
3 term in office as President.

4 **Section 6.6 President-Elect.** The President-Elect shall assist the President and shall
5 substitute for the President when required. The President-Elect shall be a member, without vote,
6 of all committees, except as otherwise provided by these Bylaws. The President-Elect shall, in
7 general, perform all duties customarily incident to the office of President-Elect and such other
8 duties as may be prescribed by the Board of Directors. The President-Elect automatically shall
9 succeed to the office of President upon expiration of the President's term of office, and in the
10 event of the death, resignation, removal, or incapacity of the President.

11 **Section 6.7 Treasurer.** The Treasurer shall be the principal accounting and financial
12 officer of the Association and shall have charge of and be responsible for the maintenance of
13 adequate books of account for the Association; shall have charge and custody of all funds and
14 securities of the Association, and be responsible therefore, and for the receipt and disbursement
15 thereof; shall deposit all funds and securities of the Association in such banks, trust companies or
16 other depositories as shall be selected in accordance with the provisions of these Bylaws. The
17 duties of the Treasurer may be assigned by the Board of Directors in whole or in part to the
18 Executive Director, or his or her designee(s).

19 **Section 6.8 Secretary.** The Secretary shall keep the minutes of the meetings of the
20 Voting Members and of the Board of Directors in one or more books provided for that purpose;
21 see that all notices are duly given in accordance with the provisions of these Bylaws or as
22 required by law; be custodian of the Association's records; keep a register of the post office
23 address of each member which shall be furnished to the Secretary by such member; and in
24 general perform all duties incident to the office of Secretary and such other duties as from time to
25 time may be assigned by the President or by the Board of Directors. The ministerial duties of the
26 Secretary may be assigned, in whole or in part, to the Executive Director, or his or her
27 designee(s).

28 **Section 6.9 Immediate Past President.** The Immediate Past President shall perform
29 such duties as may be prescribed by the Board of Directors.

30 **Section 6.10 Resignation and Removal of Officers.** Any Officer may resign at any
31 time by giving written notice to the President. In addition, any Officer may be removed by the
32 Board of Directors, whenever, in its judgment, the best interests of the Association would be
33 served by such removal. Such removal shall be without prejudice to the contract rights, if any, of
34 the person so removed. Election of an Officer or agent shall not of itself create any contract
35 rights. Officers ceasing to be qualified automatically shall be removed from office and such
36 vacancy shall be filled in accordance with these Bylaws.

37 **Section 6.11 Officer Vacancies.** Vacancies in any office shall be filled by the Board of
38 Directors at its next scheduled meeting, or at a special meeting called for that purpose. An
39 Officer elected pursuant to this Section shall hold office until the next regularly scheduled
40 election.

1 **ARTICLE VII**

2 **Executive Director**

3 The administrative and day-to-day operation of the Association shall be the responsibility of a
4 salaried staff head or organization appointed by and responsible to the Board of Directors. The
5 salaried staff head or, in the case of a firm, chief staff officer retained by the firm, shall have the
6 title of "Executive Director." The Executive Director shall have the authority to execute
7 contracts on behalf of the Association as approved by the Board of Directors, may carry out the
8 duties of the Secretary and Treasurer of the Association, shall employ and may terminate the
9 employment of personnel necessary to carry out the work of the Association, and shall perform
10 such other duties as may be specified by the Board of Directors. The Executive Director shall
11 attend and participate in all meetings of the Board of Directors, except those held in executive
12 session.

13 **ARTICLE VIII**

14 **DESIGNATION OF SPECIALTY BOARD**

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16 The ABDPH shall be solely responsible for the oversight and management of all matters
17 pertaining to the certification of individuals in the specialty of public health dentistry. The
18 membership of the ABDPH shall be limited to board certified dental public health specialists.
19 Voting on any matter pertaining to the ABDPH shall be restricted to the Voting Members who are
20 Diplomates of the ABDPH in good standing.

21 **ARTICLE IX**

22 **Committees, Councils and Task Forces**

23 **Section 9.1 Standing Committees of the Board of Directors.**

24 (a) **Nominations Committee.**

25 (i) **Composition.** The Nominations Committee shall consist of the
26 President-Elect and such additional members as shall be determined by the Board
27 of Directors from time to time. Members of the Nominations Committee are not
28 eligible to stand for election to the Board or an Officer position during their term
29 on the Nominations Committee.

30 (ii) **Appointment and Term.** The President-Elect shall serve as the
31 Chair of the Nominations Committee. The President, with the approval of the
32 Board of Directors, annually shall appoint the members of the Nominations
33 Committee. Each Nominations Committee member shall serve a one-year term in
34 office. Nominations Committee members may not serve more than two (2)
35 consecutive terms in office.

36 (iii) **Duties.** The Nominations Committee shall solicit the

1 Association's members for nominations for those directorships and offices which
2 are vacant or about to expire. The Nominations Committee shall submit to the
3 Board of Directors a list of qualified candidates to succeed those Directors and
4 Officers whose terms are set to expire. The Nominating shall have such
5 additional duties as may be assigned by the Board of Directors from time to time.

6 (b) **Other Standing Committees.** The Association also shall have a
7 Membership & Ethics Committee, Finance Committee, Bylaws Committee and such
8 other standing committees as may be established by the Board of Directors to support the
9 purposes of the Association. The action establishing standing committees shall set forth
10 the committee's purpose and composition, manner of appointment to the committee, and
11 required qualifications for membership on the committee. A majority of all members of
12 committees having the authority of the Board of Directors must be members of the Board
13 of Directors.

14 (i) **Quorum and Manner of Acting.** At all meetings of any standing
15 committee, a majority of the members thereof shall constitute a quorum for the
16 transaction of business unless otherwise set forth herein. A majority vote by
17 committee members present and voting at a meeting at which a quorum is present
18 shall be required for any action.

19 (ii) **Committee Vacancies.** Except as otherwise provided herein,
20 vacancies in the membership of a standing committee shall be filled by
21 appointments made in the same manner as the original appointments to that
22 committee.

23 (iii) **Policies and Procedures.** The Board of Directors shall develop
24 and approve policies and procedures for the operation of all standing committees.
25 All standing committees shall report to the Board of Directors.

26 (c) **Councils.** The Association shall have a Council on Educational Affairs; a
27 Council on Practice; a Council on Legislation; a Council on Publication; and such other
28 councils as may be established by the Board of Directors to support the purposes of the
29 Association. The action establishing a council shall set forth the council's purpose and
30 composition, manner of appointment to the council, and required qualifications for
31 membership on the council. Councils may maintain an Action Response Committee for
32 the purpose of achieving the council's goals and establishing priorities.

33 (i) **Quorum and Manner of Acting.** At all meetings of any council,
34 a majority of the members thereof shall constitute a quorum for the transaction of
35 business unless otherwise set forth herein. A majority vote by council members
36 present and voting at a meeting at which a quorum is present shall be required for
37 any action.

38 (ii) **Council Vacancies.** Except as otherwise provided herein,

1 vacancies in the membership of a council shall be filled by appointments made in
2 the same manner as the original appointments to that council.

3 (iii) **Policies and Procedures.** The Board of Directors shall develop
4 and approve policies and procedures for the operation of all councils. All
5 councils shall report to the Board of Directors and have no authority to bind the
6 Association or take action on its behalf.

7 (iv) **Joint Reference Committee.** The President-Elect and the chair of
8 each of the Association's councils shall serve on the Joint Reference Committee.
9 The Joint Reference Committee shall be responsible for bringing matters to the
10 attention of the Association's Board of Directors of concern to the councils and
11 making recommendations to the Board of Directors.

12 (d) **Advisory/Ad Hoc Committees and Task Forces.** The Board of
13 Directors may appoint such advisory or ad hoc committees or task forces as are necessary
14 or appropriate to support the purposes of the Association. All such committees and task
15 forces shall terminate after one (1) year from the date of their creation, unless renewed by
16 the Board of Directors. Ad hoc committees and task forces may be established for longer
17 periods with the approval of the Board of Directors. The action establishing such a
18 committee or task force shall set forth the committee's or task force's purpose and
19 composition.

20 (i) **Quorum and Manner of Acting.** At all meetings of any advisory
21 or ad hoc committee or task force, a majority of the members thereof shall
22 constitute a quorum for the transaction of business. A majority vote by committee
23 or task force members present and voting at a meeting at which a quorum is
24 present shall be required for any action.

25 (ii) **Advisory/Ad Hoc Committee and Task Force Vacancies.**
26 Except as otherwise provided herein, vacancies in the membership of a committee
27 or task force shall be filled by appointments made in the same manner as the
28 original appointments to that committee.

29 (iii) **Policies and Procedures.** The Board of Directors shall develop
30 and approve general policies and procedures for the operating of all committees
31 and task forces. All advisory/ad hoc committees and task forces shall report to the
32 Board of Directors.

33 **ARTICLE X**

34 **ASSOCIATES**

35 **Section 10.1 Foundation.** The Association may establish a separate corporation
36 exempt from federal income tax under Section 501(c)(3) of the IRC whose purpose shall be to
37 solicit charitable contributions and make grants in support of scientific endeavors, research and

1 education in support and furtherance of the Association’s mission and goals (the “Foundation”).
2 The Foundation shall be controlled by the Association.

3 **Section 10.2 Chapters.** The Board of Directors may authorize the establishment of
4 Chapters.

5 (a) **Requirements.** Chapters shall (i) be organized and operated in
6 accordance with these Bylaws, and such additional rules and policies as may be adopted
7 by the Board of Directors from time to time; (ii) fulfill criteria for affiliation as may be
8 established by the Board of Directors from time to time; (iii) enter into Chapter
9 Agreements with the Association; and (iv) be issued a charter. All members of a Chapter
10 must be members of the Association.

11 (b) **Revocation.** Charters for the operation of Chapters may be revoked by
12 the Board of Directors at any time and in such manner and after such investigation as the
13 Board of Directors may deem necessary. Upon revocation of a Chapter’s charter, the
14 Chapter immediately shall remit all of its funds and records to the Association.

15 (c) **Name.** No Chapter shall use the name of the Association in any manner
16 whatsoever unless duly authorized to do so by the Association pursuant to the terms of a
17 written agreement.

18 (d) **Organization.** Each Chapter shall have a Board of Directors, officers and
19 bylaws in such form as shall be approved by the Association’s Board of Directors.
20 Chapters must maintain voting membership categories and criteria that are identical to the
21 Association’s. Changes to a Chapter’s bylaws must receive the prior written approval of
22 the Board of Directors.

23 (e) **Meetings.** Each Chapter may hold such meetings as it deems appropriate.

24 **ARTICLE XI**

25 **Finance**

26 **Section 11.1 Contracts.** The Board of Directors may authorize any Officer or Officers,
27 agent or agents of the Association, in addition to the Officers so authorized by these Bylaws, to
28 enter into any contract or execute and deliver any instrument in the name of and on behalf of the
29 Association, and such authority may be general or confined to specific instances.

30 **Section 11.2 Payment of Indebtedness.** All checks, drafts, or other orders for the
31 payment of money, notes, or other evidences of indebtedness issued in the name of the
32 Association shall be signed by such officer or officers, agent or agents of the Association and in
33 such manner as shall be determined by action of the Board of Directors. In the absence of such
34 determination by the Board of Directors, such instruments shall be signed by the Treasurer and
35 countersigned by the Executive Director (if such position exists). If the Executive Director
36 position is unfilled, such instruments shall be signed by the Treasurer and countersigned by the
37 President.

1 notice.

2 **ARTICLE XIV**

3
4 **Amendments**

5 **Section 14.1 Amendments.** These Bylaws may be altered, amended or repealed by a
6 majority vote of the Voting Members present (either in person or by proxy) and voting at any
7 regular or special meeting of the Voting Members at which a quorum is present. Such vote also
8 may be taken by electronic means in accordance with these Bylaws and as permitted by law.

9 **Section 14.2 Notice.** Notice of intent to amend these Bylaws must be (i) sent to all
10 Voting Members; or (ii) published in the Journal (or its contemporary equivalent); or (iii)
11 published on the Association’s website at least thirty (30) days prior to the date on which such
12 amendments shall be submitted to a vote of the Voting Members.

13 **ARTICLE XV**

14 **Indemnification**

15 The Association shall indemnify all past and present Officers, Directors, employees, committee,
16 council, and task force members, and all other volunteers of the Association to the full extent
17 permitted by the Illinois General Not For Profit Corporation Act of 1986, as may be amended,
18 and shall be entitled to purchase insurance for such indemnification of Officers and Directors to
19 the full extent as determined by the Board of Directors.

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23 Revised October 1961

24 Revised November 1976

25 Revised July 1983

26 Revised May 1984

27 Revised April 1985

28 Revised December 1985

29 Revised November 1989

30 Revised October 1991

31 Revised October 1993

32 Revised October 1994

- 1 Revised October 1995
- 2 Revised October 1996
- 3 Revised October 1998
- 4 Revised November 1999
- 5 Revised May 2002
- 6 Revised May 2005
- 7 Revised May 2007
- 8 Revised March 2009
- 9 Revised April 2010
- 10 Revised April 2013
- 11 Amended & Restated December 2014