

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

ARTICLE I

NAME AND PURPOSES

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.

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.

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.

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

- (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

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

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

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

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

ARTICLE II

MEMBERSHIP

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

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

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

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

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

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

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

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

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

(b) **Associate Membership.** Associate membership in the Association may be granted to any individual (i) whose interests are consistent with the Association’s purposes and objectives; and (ii) meets such other criteria as the Board of Directors may from time to time

establish. Examples of individuals that qualify for Associate Membership include, but are not limited to, dental assistants, dental hygienists, academic researchers, administrators, etc.

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

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

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

Section 2.4 Rights and Duties.

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

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

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

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

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

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

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

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

Section 2.6 Ethics and Discipline.

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

(i) failure to comply with these Bylaws, the principles of ethics of the Association, or any other rules or regulations of the Association;

(ii) conviction of a felony or crime related to, or arising out of, their work in the public health dentistry community or the practice of medicine or involving moral turpitude;

(iii) limitation, suspension, revocation, or forfeiture by any state, province or country of the member's right to practice dental medicine;

(iv) unauthorized use of the Association's name, logo, or other symbols on stationary, publications, symposia advertisements, printed material or in any other manner; and

(v) immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Association.

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

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

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

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

ARTICLE III

Dues and Assessments

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

ARTICLE IV

Membership Meetings

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

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

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

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

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

Section 4.6 Mail & Electronic Voting. Voting by mail or electronic means shall be permitted for any item of business before the Full members to the full extent permitted by the Act, including, without limitation, the election of the Association’s Officers and Directors. A mail or electronic vote of the Full members may be called by the Board of Directors.

ARTICLE V

Board of Directors

Section 5.1 Authority and Responsibility. The affairs of the Association shall be managed by the Board of Directors (also referred to herein as the “Board”), which shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes and have discretion in the disbursement of funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 5.2 Composition. The Board of Directors shall be composed of nine (9) members as follows: (i) the President; (ii) the President-Elect; (iii) the Secretary; (iii) the Treasurer; (iv) the Immediate Past President; (v) one (1) member nominated by the ABDPH (“ABDPH Director”); and (vi) three (3) members elected from amongst the Association’s Full members (“Directors-at-Large”).

Section 5.3 Associate Board Liaison. The Associate members shall elect two (2) Associate members to serve as liaisons to the Board of Directors (“Associate Member Board Liaisons”). Such elections shall be conducted in accordance with policies and procedures adopted by the Board of Directors from time to time. The Associate Member Board Liaisons shall be invited to attend and participate, without vote, in all regular and special meetings of the Board of Directors, except those held in executive session. The Associate Member Board Liaisons shall serve a two (2) year term in office, or until such time as their successors are duly elected, qualified, and take office. The terms of the Associate Member Board Liaisons shall be staggered such that no more than one (1) Associate Member Board Liaison shall be up for election in any year. The Associate Member Board Liaisons shall take office immediately upon conclusion of the Annual Meeting of the year in which they are elected. Terms shall conclude at such time as successors are duly elected, qualified, and assume their position.

Section 5.4 Invited Guests. The Executive Director, Executive Director of ABDPH, Foundation Chair, Journal Editor, Newsletter Editor and Associate Member Board Liaisons shall be invited to attend and participate, without vote, in all regular and special meetings of the Board of Directors, except those held in executive session. At the discretion of the Board of Directors, other individuals may be invited by the Board to attend and participate in the meetings of the Board, but shall not be entitled to vote.

Section 5.5 Qualifications & Eligibility.

- (a) Only Full members may serve on the Board of Directors.

(b) The individual nominated by the ABDPH to serve as the ABDPH Director must be (i) a Full member; (ii) approved by the Association's Board of Directors; and (iii) currently serving as a full voting member of the ABDPH Board of Directors. The ABDPH Director shall be elected by the Association's Board of Directors.

(c) The Immediate Past President shall be an *ex officio* voting member of the Board.

Section 5.6 Term. The Directors-at-Large shall serve a three (3) year term in office, or until such time as their successors are duly elected, qualified, and take office. The ABDPH Director shall serve a one (1) year term in office, or until such time as a successor is duly elected, qualified and takes office. The Officers shall serve on the Board of Directors for the duration of their respective terms in such offices. Directors shall take office immediately upon conclusion of the Annual Meeting of the year in which they are elected. Terms shall conclude at such time as successors are duly elected, qualified, and assume their position.

Section 5.7 Manner of Election.

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

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

(c) **Additional Nominations.** Full members in good standing shall have thirty (30) days from the date the Nominations Committee's slate is announced to submit additional nominations to fill any Officer position or Director-at-Large seat that is either vacant or set to expire. Associate Members in good standing shall have thirty (30) days from the date the Nominations Committee's slate is announced to submit additional nominations to fill any Associate Member Board Liaison position that is either vacant or set to expire. Nominations must be submitted to the Chair of the Nominations Committee. Such additional nominations must be supported by a written petition signed by at least ten percent (10%) of the Association's Voting Members. The names of qualified candidates nominated in accordance with the terms of this Article V, Section 5.7(c) will be published to the Voting Members alongside the Nominations Committee's recommended slate.

(d) **Elections.** The Board of Directors shall submit an official ballot bearing the names of the Nominations Committee's recommended slate and those nominated by petition, if any, for: (i) any Officer position or Director-at-Large seat that is either vacant or set to expire to the Voting Members at least forty-five (45) days prior to the next Annual Meeting in accordance with election procedures to be established by the Board; and (ii) for any Associate Member Board Liaison position that is either vacant or set to expire to the Associate Members at least forty-five (45) days prior to the next Annual Meeting in accordance with election procedures to be established by the Board. Elections may be conducted by any means permitted by law including, without limitation, mail, fax, e-mail or other form of electronic communication. The results of such election shall be announced no later than the next Annual Meeting following the election.

Section 5.8 Regular Meetings. The Board of Directors may provide by resolution the time, date and place for the holding of a regular annual meeting and additional regular meetings of the Board of Directors without other notice than such resolution.

Section 5.9 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) Directors. Notice of any special meeting of the Board shall state the time, date and place of the meeting and shall be delivered at least ten (10) days prior to the date of such meeting, provided that notice of any special meeting held by telephone conference call may be delivered no less than twenty-four (24) hours prior to the call. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 5.10 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that, if less than a majority of the Directors are present, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 5.11 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

Section 5.12 Resignation and Removal. Any Director may resign at any time by giving written notice to the President. In addition, any member of the Board of Directors, with the exception of the ABDPH Director, may be removed by the Voting Members, whenever, in its judgment, the best interests of the Association would be served by such removal. The ABDPH Director may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served by such removal. Any Associate Member Board Liaison may (i) resign at any time by giving written notice to the President; and (ii) be removed by either the Board of Directors or the Associate Members whenever, in their respective judgment, the best interests of the Association would be served by such removal. No Director shall be removed, with the exception of the ABDPH Director, unless written notice of a meeting to remove the Director is delivered to all Voting Members who are entitled to vote. Such notice must state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice, and only the named Directors may be removed at such meeting.

Section 5.13 Vacancies. In the event of the death, resignation, removal, or incapacity of a Director, the President shall, subject to the approval of the Board, appoint a qualified individual to fill the remainder of such person's unexpired term in office. Notwithstanding the foregoing, in the event that the office of President becomes vacant, the President-Elect shall serve as President for the unexpired portion of such term.

Section 5.14 Meeting by Conference Call or Other Electronic Means. Any action to be taken at a meeting of the Board of Directors may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

Section 5.15 Action by Written Consent. Any action requiring a vote of the Board of Directors may be taken without a meeting if a consent, setting forth the action taken, is approved by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

Section 5.16 Compensation. Directors shall not receive any remuneration for their services as Directors; however, the Board of Directors, by the affirmative vote of the majority of the Directors then in office, may authorize the reimbursement of reasonable expenses for attendance at each regular or special meeting of the Board of Directors. Nothing contained herein shall be construed to preclude any Director from serving the Association in any other capacity and receiving reasonable compensation therefor.

ARTICLE VI

Officers

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

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

Section 6.3 Election. The Voting Members annually shall elect the Officers, with the exception of the President and the Immediate Past President, in accordance with the terms of Article V, Section 5.7 above.

Section 6.4 Term.

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

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

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

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

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

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

Section 6.5 President. The President shall be the principal elected officer of the Association and shall, in general, supervise all of the business affairs of the Association, subject to the direction and control of the Board of Directors, by communicating with the Executive Director as necessary regarding the business of the Association. The President shall be a member, without vote, of all committees, except as otherwise provided by these Bylaws. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President automatically shall succeed to the office of Immediate Past President following the conclusion of his or her term in office as President.

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

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

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

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

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

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

ARTICLE VII

Executive Director

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

ARTICLE VIII

DESIGNATION OF SPECIALTY BOARD

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

ARTICLE IX

Committees, Councils and Task Forces

Section 9.1 Standing Committees of the Board of Directors.

(a) **Nominations Committee.**

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

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

(iii) **Duties.** The Nominations Committee shall solicit the Association's members for nominations for those directorships and offices which are vacant or about to expire. The Nominations Committee shall submit to the Board of Directors a list of qualified candidates to succeed those Directors and Officers whose terms are set to expire. The Nominations Committee shall have such additional duties as may be assigned by the Board of Directors from time to time.

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

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

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

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

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

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

(ii) **Council Vacancies.** Except as otherwise provided herein, vacancies in the membership of a council shall be filled by appointments made in the same manner as the original appointments to that council.

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

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

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

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

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

(iii) **Policies and Procedures.** The Board of Directors shall develop and approve general policies and procedures for the operating of all committees and

task forces. All advisory/ad hoc committees and task forces shall report to the Board of Directors.

ARTICLE X

ASSOCIATES

Section 10.1 Foundation. The Association may establish a separate corporation exempt from federal income tax under Section 501(c)(3) of the IRC whose purpose shall be to solicit charitable contributions and make grants in support of scientific endeavors, research and education in support and furtherance of the Association's mission and goals (the "Foundation"). The Foundation shall be controlled by the Association.

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

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

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

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

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

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

ARTICLE XI

Finance

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

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

Section 11.3 Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 11.4 Bonding. The Board of Directors may provide for the bonding of such officers and employees of the Association as it may determine is necessary and/or appropriate.

Section 11.5 Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Section 11.6 Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Annual Meeting and any Special Meeting of the Voting Members, the Board of Directors, and any committees having the authority of the Board of Directors.

Section 11.7 Annual Audit. The Board of Directors shall provide for an annual audit or outside review of the financial records of the Association by a certified public accountant. A report of the financial condition of the Association shall be made to the membership of the Association annually.

Section 11.8 Fiscal Year. The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE XII

Electronic Meetings & Communication

Section 12.1 Electronic Meetings. Any action to be taken at meetings of the members, councils, committees and task forces may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of such an electronic meeting may be delivered no less than twenty-four (24) hours prior to the meeting.

Section 12.2 Electronic Communication. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XIII

Waiver of Notice

Whenever notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Amendments

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

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

ARTICLE XV

Indemnification

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

Revised October 1961

Revised November 1976

Revised July 1983

Revised May 1984

Revised April 1985

Revised December 1985

Revised November 1989
Revised October 1991
Revised October 1993
Revised October 1994
Revised October 1995
Revised October 1996
Revised October 1998
Revised November 1999
Revised May 2002
Revised May 2005
Revised May 2007
Revised March 2009
Revised April 2010
Revised April 2013
Amended & Restated December 2014
Revised April 2019
Revised April 2021