

ARTICLE I. NAME AND OFFICE

Section 1.1. Name. The name of the corporation is the American College of Prosthodontists (“the College”).

Section 1.2. Registered Office. The College shall maintain in Chicago, Illinois a registered office and a registered agent and may have other offices within or outside of the State of Illinois.

ARTICLE II. MISSION STATEMENT AND PURPOSES

Section 2.1. Mission Statement. The College promotes education, research and clinical practice of prosthodontics, and drives continuous improvement in the restoration of teeth and orofacial structures to enhance oral health outcomes. The purpose for which the College is organized is to create a common vehicle whereby all qualified prosthodontists can be brought together for:

~~(a) The mutual benefit of the profession and public,~~

~~(b) To foster interest in prosthodontics and excellent dental health,~~

~~To promulgate the free exchange of information and promote education in prosthodontics.~~

Section 2.2. Purposes. The College is a not-for-profit corporation organized under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the “Code”). The College exists for the purposes of providing members and others including the public at large, with opportunities for dialogue, education, advancement, and improvement of all aspects of prosthodontics through meetings, seminars, communications, publications, and other programs and activities. In furtherance of these purposes, the College may engage in any lawful activities within the purposes and powers for which a corporation may be organized under the Illinois General Not For Profit Corporation Act of 1986 (as amended from time to time) (the “Act”); provided that:

(a) No part of the net earnings of the College shall ~~inure to the benefit of,~~ or be distributable to, any private shareholder or individual, except that the College shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(b) Notwithstanding any other provisions of these Bylaws, the College shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(6) of the Code.

37 Section 2.3. Powers. The College shall identify or designate an Officer or Officers
38 who on behalf of the College will have all ~~of~~ the powers granted by the Act, including:

39 (a) The power to purchase, take, receive, lease as lessee, take by gift, devise
40 or bequest, or otherwise acquire, and to own, hold, use and otherwise deal in
41 and with any real or personal property, or any interest therein, in or out of the
42 State of Illinois;

43 (b) The power to sell and convey, mortgage, pledge, or otherwise dispose of
44 all or part of its property and assets;

45 (c) The power to establish, acquire, own and act as a member of entities
46 which are engaged in supporting prosthodontic education, research and
47 patient care to improve dental health in the United States, in part by
48 dissemination of educational information to the general public.

49 ARTICLE III. MEMBERSHIP

50 Section 3.1. Categories. The College shall have the following eight (8) categories
51 of membership: ~~1) Active Membership; 2) Active Fellowship; 3) Active Life~~
52 ~~Membership; 4) Retired Life Membership; 5) Resident/Graduate Student~~
53 ~~Membership; 6) Honorary Membership; 7) International Membership and 8)~~
54 ~~International Fellowship.~~

- 55 ~~-(a) Active Member;~~
- 56 ~~(b) Active Fellow;~~
- 57 ~~(c) Active Life Member;~~
- 58 ~~(d) Retired Life Member~~
- 59 ~~(e) Resident Member;~~
- 60 ~~(f) Honorary Member;~~
- 61 ~~(g) International Member;~~
- 62 ~~(h) International Fellow.~~

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64 Section 3.2. Qualifications. ~~The qualifications for each membership category are~~
65 ~~as follows:~~

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67 (a) ~~Active Membership.~~ Individuals who have completed an advanced
68 dental education program in prosthodontics which has been accredited by the
69 Commission on Dental Accreditation ~~of the American Dental Association~~ shall
70 qualify for Active Membership. ~~These members will pay full dues and receive~~
71 ~~full benefits and privileges. These members will be allowed to vote and to hold~~
72 ~~office.~~

73 (b) Active Fellowship. Individuals who meet the qualification for Active
74 Membership and are Diplomates of the American Board of Prosthodontics
75 holding a current annual certificate shall qualify for Active Fellowship. ~~These~~
76 ~~members will pay full dues and receive full benefits and privileges. These~~
77 ~~members will be allowed to vote and to hold office.~~

78 (c) Active Life Membership (Members and Fellows). Individuals who have
79 been Active Members for the last twenty (20) consecutive or a total of thirty
80 (30) years and have either attained the age of ~~sixty five (65)-seventy (70)~~ or
81 retired from active compensated participation in dentistry shall qualify for
82 Active Life Membership. ~~These members would pay reduced dues and receive~~
83 ~~the same benefits and privileges of Active Members.~~

84 (d) Retired Life Membership (Members and Fellows). Individuals who have
85 been Active Members for the last twenty (20) consecutive or a total of thirty
86 (30) years and have either attained the age of ~~sixty five (65)-seventy (70)~~ or
87 retired from active compensated participation in dentistry shall qualify for
88 Retired Life Membership. ~~These members will not be allowed to vote and hold~~
89 ~~office. Individuals who have been approved for a permanent disability waiver~~
90 ~~will qualify for Retired Life Membership.~~

91 (e) Resident/~~Graduate Student~~ Membership. Individuals who are in
92 advanced training programs in prosthodontics which are accredited by the
93 Commission on Dental Accreditation ~~of the American Dental Association~~, or
94 College members who return to school as full-time students at ~~an a CODA~~
95 accredited institution of higher learning shall qualify for Resident/~~Graduate~~
96 ~~Student~~ Membership. ~~These members would pay reduced dues and are~~
97 ~~allowed to vote but not to hold office.~~

98 (f) Honorary Membership. Individuals who do not qualify for any other
99 membership category but have made significant clinical or scientific
100 contributions to the specialty of prosthodontics or have provided substantial
101 support for the educational or research programs of the College shall qualify
102 for Honorary Membership. ~~Notwithstanding the application process set forth~~
103 ~~in Section 3.3 below, Honorary Members shall be nominated by three (3)~~
104 ~~Active Members or Active Fellows, who submit supporting letters to the~~
105 ~~Central Office. These letters must specifically describe how the candidate has~~
106 ~~distinguished himself or herself and made creditable contributions to the~~
107 ~~specialty of prosthodontics. Upon approval by the BOD, the nominee shall~~
108 ~~become an Honorary Member of the College for life. The College shall limit~~
109 ~~the number of Honorary Memberships granted each year to three (3). These~~
110 ~~members do not pay dues and are not allowed to vote or hold office.~~

111 (g) International Membership. Individuals who meet the qualifications for
112 Active Membership and whose permanent residence is outside the United
113 States shall qualify for International Membership. ~~These members would pay~~

~~reduced dues and receive benefits and privileges as active members. These members will be allowed to vote and to hold office.~~

(h) International Fellowship. Individuals who meet the qualifications for Active Fellowship and whose permanent residence is outside the United States shall qualify for International Fellowship. ~~These members would pay reduced dues and receive benefits and privileges as active members. These members will be allowed to vote and to hold office.~~

Section 3.3. Alliances. The College shall have the following five (5) categories of alliances.

- (a) Dental Technician Alliance,
- (b) Academic Alliance,
- (c) Global Alliance,
- (d) Predoctoral Student Alliance,
- (e) Advanced Program and Graduate Student Alliance

Section 3.4. Qualifications.

(a) Dental Technician Alliance. Dental Technician Alliance status shall be limited to those individuals who have successfully completed a formal training program in Dental Technology

(b) Academic Alliance. Individuals whose credentials include a DDS, DMD or PhD and who currently hold an academic teaching appointment within an ADA CODA accredited prosthodontic program or an undergraduate teaching position in the discipline of Prosthodontics may apply for Academic Alliance. Individuals must be instructors spending a minimum of 50% of their time teaching as defined by the institution.

(c) Global Alliance. Individuals who have completed an advanced dental education program in prosthodontics (specialty program) which has not been accredited by the Commission on Dental Accreditation and whose permanent residence is outside of the United States shall qualify for the Global Alliance.

(d) Predoctoral Student Alliance. Individuals who are currently enrolled in a dental program accredited by the Commission on Dental Accreditation of the American Dental Association and are interested in the field of prosthodontics.

(e) Advanced Program and Graduate Student Alliance Individuals who currently hold a DDS or DMD and are enrolled in a CODA accredited training program and interested in the field of prosthodontics. Advanced Program and Graduate Student Members must also be members of the American Student Dental Association (ASDA).

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~~Section 3.3.~~ Section 3.5. Application Process. Applicants must submit a complete ~~and submit an~~ application for the level of membership or alliance for which they wish to apply along with any application fee and all required documentation. ~~At the time of application, applicants must submit written proof of their qualifications for the membership category for which they are applying.~~ The Membership ~~and Credentials~~ Committee shall review any applications ~~forwarded by the membership division in question~~ and attest to the validity of the applicant's criteria. The Membership Services Division shall then present all qualified candidates for membership to the BOD for its approval.

~~Section 3.4.— Annual Membership~~ Dues. All members and alliances of the College, except those with a Retired Life Membership and Honorary Membership, shall be charged annual dues that shall be based on the College's fiscal year. ~~Dues and fees shall be established annually by the Board of Directors. Dues may be increased not more than 5% every other year without requiring approval by the membership. Any increases in dues outside of those guidelines would require membership approval. The money so collected shall be the property of the College. New applicants for membership who apply for membership between January 1st and June 30th will pay a full year's dues. Applicants who apply for membership between July 1 and December 31 will pay for one half (1/2) a year's dues for that initial year only.~~

~~Section 3.5.~~ Section 3.6. All members of the College (including newly approved applicants) shall be billed for their annual dues by December 1 of each year. All members whose annual dues have not been paid by January 1 of the following year shall be notified of their delinquency. Members whose annual dues have not been paid by March 1 shall be notified of their continued delinquency and the imposition of a delinquency fee. ~~All money received by the College as payment of ACP membership dues shall be the property of the College. The initial and annual dues for all members of the College, and the time for paying such dues and other assessments, if any, shall be determined by the BOD. Under special circumstances, the BOD, or its designee(s), may waive or reduce the annual dues and/or assessments for any member.~~

Graduated annual dues shall be assessed to Resident/Graduate Student Members ~~changing/transitioning~~ to Active Members, Active Fellows, International Members and International Fellows upon successful completion of an advanced dental education program in prosthodontics accredited by the Commission on Dental Accreditation.

All money received by the College as payment of ACP membership dues shall be the property of the College.

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195 ~~Section 3.6.~~Section 3.7. Privileges. ~~Members shall receive an annual report,~~
196 ~~including the audited financial statement, on the state of the College from the Board~~
197 ~~of Directors.~~ A dues paying member shall have the privilege of attending meetings of
198 the College at a member registration fee that is lower than the non-member
199 registration fee and shall receive the *Journal of Prosthodontics*, with the exception of
200 Retired Life Membership and Honorary Membership who do not receive the *Journal*
201 ~~of Prosthodontics.~~ Dues paying members also receive *The ACP Messenger* and the
202 ACP Annual Membership Directory and access to Members Only pages on the
203 College website. ~~Active Members, Active Fellows, Active Life Membership,~~
204 ~~International Members, International Fellows, and Residents are eligible voting~~
205 ~~members. Registration fees shall be set by the Annual Session Committee and~~
206 ~~approved by the BOD.~~

207 ~~Section 3.7.~~Section 3.8. Loss of Membership.

208 (a) Pursuant to BOD Action. ~~Except as provided in (b) Any-any~~ individual's
209 membership may be revoked upon the BOD's finding of the following: ~~(a)(i)~~
210 such member has failed to maintain ~~his/her~~their qualification for membership
211 or has failed to abide by the policies of the College; ~~(b)(ii)~~ such member has
212 failed to cure ~~his/her~~their membership deficiency or action in violation of the
213 policies of the College within a reasonable time; and ~~(c)(iii)~~ the BOD, has voted
214 by a two-thirds (2/3) vote to revoke membership status of such individual.

215 (b) ~~Failure to Pay Annual Dues.~~ Members who have not paid their annual
216 dues by March 31 will have all membership privileges suspended until their
217 dues payment and late fees are received. All Members who have not paid
218 their dues in full by May 1 and have not applied for a Retired Life Membership
219 shall lose their membership in the College.

220 ~~Section 3.8. Reinstatements.~~

221 ~~(a) Generally. Any member whose membership was revoked pursuant to~~
222 ~~Section 3.6(a) above may be reinstated upon formal approval by the BOD~~
223 ~~pursuant to Section 3.3. Any member who lost his/her membership due to~~
224 ~~non-payment of dues or who voluntarily resigned and has not applied for~~
225 ~~Retired Life Membership may be reinstated at any time upon payment of a~~
226 ~~reinstatement fee and full dues for the current calendar year.~~

227 ~~(b) Action by the Executive Director. The Executive Director is empowered~~
228 ~~to reinstate an individual who lost his/her membership because of~~
229 ~~non-payment of membership dues if such individuals did not receive~~
230 ~~notification of delinquency. Such individuals shall not be required to pay~~
231 ~~delinquency and reinstatement fees.~~

232 Section 3.9. Extension. The BOD shall be empowered to extend the time for the
233 payment of dues in cases where a member is unable to pay dues for reasons of a
234 serious nature.

235 **ARTICLE IV. OFFICERS**

236 Section 4.1. Generally. The Officers of the College shall be a President, a
237 President-Elect, a Vice President, a Secretary, a Treasurer, and an Executive Director.
238 Duties of the Officers shall be those conventionally associated with the official title.

239 Section 4.2. Qualification. All Officers of the College (except the Executive
240 Director) must be Active Members or Active Fellows for the term of their office.

241 Section 4.3. Nominations. The Nominating Committee shall assess the
242 qualifications of the candidates and provide the names of not more than ~~three (3)~~two
243 (2) individuals as nominees for each Officer being elected to the membership and the
244 BOD at least (60) days prior to the election process.

245 Section 4.4. Elections and Terms. ~~The Active Members, Active Fellows, Active Life~~
246 ~~Membership, International Members, International Fellows, and Resident/Graduate~~
247 ~~Students~~Eligible voting members shall select Officers of the College according to the
248 following guidelines:

249 (a) ~~The Active Members and Active Fellows, International Members,~~
250 ~~International Fellows, and Resident/Graduate Students~~Eligible voting
251 members shall elect a Vice President to serve a ~~one year~~one-year term and
252 elect a Secretary and a Treasurer to serve ~~three year~~three-year terms. The
253 President, President-Elect and Vice President may not serve consecutive terms
254 in the same office. The Secretary and the Treasurer may be elected to serve a
255 maximum of six years. Terms will commence at the installation of the officers
256 at the Annual Session.

257 (b) Election Procedure. Nominations for Vice-President, Secretary, and
258 Treasurer positions; may be received from any member entitled to vote and
259 must be received in writing by the Chair~~man~~ of the Nominating Committee
260 according to the schedule determined by the Board of Directors and
261 announced to the Membership. ~~The Nominating Committee will put forth not~~
262 ~~more than three (3) candidates for each of the above referenced positions~~
263 ~~from among the nominees. Additional candidates will be included on the ballot~~
264 ~~if written petitions for such candidates are signed by 100 or more eligible~~
265 ~~voting members and are received by the College at least 30 days prior to the~~
266 ~~date fixed for distribution of the ballots. The election shall be by written~~
267 ~~ballot, which may be distributed by any method permitted by applicable law.~~
268 ~~The Nominating Committee will provide a biosketch, and letter of intent~~
269 ~~describing the candidates' qualifications, for distribution to the eligible ACP~~
270 ~~voting members with the ballots.~~

271 Section 4.5. ~~Vacancies~~Vacancy - Officers. Should the President of the College be
272 unable to perform ~~his/her~~their duties, the position shall be filled by the President-
273 Elect for the remainder of the unexpired term of office, at which time the President-
274 Elect shall, by normal succession, fill the office. Should the President-Elect be unable
275 to ~~complete of fulfill~~ ~~his/her~~their office, the Vice-President shall assume the
276 President-Elect's duties ~~for the remainder of the unexpired term of office, at which~~
277 ~~time the Vice-President shall, by normal succession, fill the office of President-Elect~~
278 ~~and the office of Vice-President shall remain vacant until the next election.~~~~until the~~
279 ~~next BOD meeting, at which time the position shall be filled by election.~~—Should the
280 Vice President, Secretary, or Treasurer be unable to fulfill their terms of office, the
281 President, with approval from the BOD, shall appoint a Director to serve in the
282 vacant position for the remaining portion of the term. ~~In the event that~~if there is no
283 Director available to fill such a position, the office shall remain vacant and the
284 additional duties assumed by the remaining Officers until positions are filled by
285 election.

286 Section 4.6. President. The President shall:

287 (a) Act as the ~~executive principal elected~~ officer of the College and be the
288 presiding Officer at meetings of the BOD;

289 (b) ~~Assure that the standing committees of the College and such special~~
290 ~~committees as the BOD shall deem necessary are properly appointed and~~
291 ~~instructed; Vote only in case of a tie;~~

292 (c) ~~Fill vacancies of Officers and the BOD as directed in these Bylaws;~~

293 ~~(d)~~(c) Perform all acts or orders necessary to carry out the will of the College
294 except where an action is expressly delegated to some other Officer or agent
295 of the College;

296 ~~(e)~~(d) Serve as an *ex officio* member of the Board of Directors of the American
297 College of Prosthodontists Education Foundation; and

298 ~~(f)~~(e) Act as the representative of the College to outside persons or to other
299 organized bodies whenever necessary and perform such other duties as
300 usually pertain to the office of President.

301 Section 4.7. President-Elect. The President-Elect shall:

302 (a) Succeed to the Presidency one (1) year following ~~his/her~~their ascension
303 to the office of President-Elect;

304 (b) Ensure complete familiarity with the duties of the office of the President
305 by conscientious study and by close liaison and cooperation with the
306 President;

307 (c) ~~Assure that the standing committees of the College and such special~~
308 ~~committees are properly appointed and instructed; and Serve as Editor in~~
309 ~~Chief of The ACP Messenger being responsible for publishing The ACP~~
310 ~~Messenger which shall contain timely information concerning the College, the~~
311 ~~membership, and other materials as the Editor in Chief may deem; and~~

312 (d) Assume responsibility for the annual review and revision of the ACP
313 strategic plan; ~~for consideration by the BOD. The President Elect shall also~~
314 ~~monitor progress made in meeting current College goals and objectives, and~~
315 ~~provide recommendations to the BOD regarding the College's priorities.~~

316 (e) ~~Serve as an ex-officio member f the BOD of the American College of~~
317 ~~Prosthodontists Education Foundation; Preside at meetings of the BOD and~~
318 ~~perform the duties and exercise the powers of the President in the temporary~~
319 ~~absence or disability of the President; and~~

320 (f) ~~Preside at meetings of the BOD and perform the duties and exercise~~
321 ~~the powers of the President in the temporary absence or disability of the~~
322 ~~President. Become President upon the death, resignation or permanent~~
323 ~~incapacity of the President.~~

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325 Section 4.8. Vice President. The Vice President shall:

326 (a) Succeed to the office of President-Elect one (1) year following
327 ~~his/her~~their election to the office of Vice President;

328 (b) Assist the President in the discharge of ~~his/her~~their duties as deemed
329 necessary and as requested by the President; and

330 (c) Leads the Membership Services Division in collaboration with the
331 seven Regional Membership Directors. ~~to grow the ACP membership market~~
332 ~~share.~~

333 Section 4.9. Secretary. The Secretary shall:

334 (a) Take ~~careful~~ notes of the proceedings of meetings, prepare and
335 disseminate ~~a final copy of the~~ minutes for review, ~~enter corrections as~~
336 ~~directed~~, and maintain the official file of the minutes for the College;

337 (b) Receive and preserve all records, documents and reports of the College
338 except those specifically assigned to others;

339 ~~(c) Record and track all conflicts of interest declarations; Call the roll and~~
340 ~~determine if a quorum is present for the BOD meetings and conduct all official~~
341 ~~votes;~~

~~(d) — Bring to each meeting the file of minutes, copies of the Bylaws, rosters, and the parliamentary authority adopted by the College;~~

~~(e)(c) Assist the presiding Officer in preparing the agenda for meetings and carry on official correspondence as directed; and~~

~~(f)(d) Serve as the Chair of the Council for the American Board of Prosthodontics, without thewith a restricted right to vote (in case of a tie); provided that if the Secretary is not an Active Fellow, the BOD will designate an Active Fellow to serve in this *ex-officio* capacity.~~

~~(e)g) Serve as consultant and member of the Judicial Committee; and~~

~~(f) The duties of the Secretary may be assigned by the BOD, in whole or in part, to the Executive Director, or his/her designee(s).~~

Section 4.10. Treasurer. The Treasurer shall:

~~(a) — Serve as the official custodian of all funds and securities of the College and represent the College in all financial matters;~~

~~(b) — Be responsible for the payment of all bills, warrants or requisitions after properly determining that their payment is justified;~~

~~(e)(a) Submit a detailed annual report to the BOD accompanied by supporting records as needed, and be prepared, on reasonable notice, to submit his/her accounts to the BOD when requested; and~~

~~(d)(b) Be bonded to the amount deemed necessary by the BOD and at the expense of the College be authorized to employ a Certified Public Accountant to audit his/her books; and~~

~~(c) Submit to the BOD an external audit of the financial affairs of the College at the Annual Sessionannually; and.~~

~~(d) The duties of the Treasurer may be assigned by the BOD, in whole or in part, to the Executive Director, or his/her designee(s).~~

~~Section 4.11. Immediate Past President. The Immediate Past President shall serve as the Chair of the Nominating Committee. Treasurer's term of office shall commence at the beginning of the fiscal year following his/her election.~~

~~Section 4.11. Appointed Officers of the Board of Directors~~

375 ~~(e) ——— Executive Director. The Executive Director shall be appointed by,~~
376 ~~directed by, and responsible to the Board of Directors. In addition to all other~~
377 ~~duties delineated in these Bylaws, the Executive Director shall hire, promote,~~
378 ~~and terminate all other personnel employed by the College and determine~~
379 ~~salary adjustments within the College’s annual budget. The Executive~~
380 ~~Director also shall recommend to the Board of Directors the site of the~~
381 ~~Central Office and the equipment, insurance, and materials necessary to carry~~
382 ~~on the business of the College.~~

383 ~~(f) ——— Editor in Chief of the *Journal of Prosthodontics*. The Editor in~~
384 ~~Chief of the *Journal of Prosthodontics* (“*Journal*”) shall be appointed by the~~
385 ~~President with approval from the Board of Directors. The Editor in Chief shall~~
386 ~~report to the Board of Directors and shall be responsible for publishing the~~
387 ~~*Journal* which shall foster interest in the specialty of prosthodontics with the~~
388 ~~objective of introducing new ideas, techniques, and research to enhance~~
389 ~~prosthodontics.~~

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391 **ARTICLE V. BOARD OF DIRECTORS**

392 Section 5.1. ~~Purpose~~ Authority and Responsibility. The Board of Directors (the
393 “BOD”) shall oversee the affairs of the College, which includes supervision, control,
394 and direction of the College, actively promote its purpose, determine its policies
395 therein within the limits of these bylaws, and have discretion over the disbursement of
396 its funds. ~~is the chief managing body of the College, and as such it develops~~
397 ~~procedures and the policies of the college.~~

398 Section 5.2. Composition. The BOD shall consist of not fewer than twenty (20) or
399 greater than twenty-five (25) Active Members or Active Fellows for the term of their
400 office. The BOD, in its discretion, shall remap the regional territory and/or increase
401 and/or decrease the number of regional membership directors as member
402 representation warrants. ~~the following twenty-two (22):~~ President, President Elect,
403 Vice President, Secretary, Treasurer, Immediate Past President, five (5) Division
404 Directors, five (5) Regional Membership Directors, one (1) Director from the Federal
405 Services Membership, one (1) Director from the International Membership, and one (1)
406 Prosthodontic Forum Director, all of whom shall be voting members. ~~The ACP~~
407 ~~Education Foundation Chair, Editor in Chief of the *Journal of Prosthodontics* (the~~
408 ~~“*Journal*”), and the Executive Director shall serve as ex-officio members without a~~
409 ~~vote.~~

410 Section 5.3. Qualifications. ~~All Directors of the College must be Active Members~~
411 ~~or Active Fellows for the term of their office.~~

412 (a) By Position. Ten (10) individuals shall be members of the Board by virtue of
413 either their election as an Officer of the College (see Article IV), or their
414 position or affiliation with the College:

- 415 1) President
- 416 2) President-Elect
- 417 3) Vice President
- 418 4) Secretary
- 419 5) Treasurer
- 420 6) Immediate Past-President
- 421 7) Chair, ACP Education Foundation
- 422 8) Vice Chair, ACP Education Foundation
- 423 9) Editor-in-Chief, *Journal of Prosthodontics*
- 424 10) Executive Director

425 (b) By Region. Directors shall be elected, one director from each of the
426 Regions of the College who shall be elected by members of the Region:

- 427 11) Region 1 - Northeast
- 428 12) Region 2 - Eastern
- 429 13) Region 3 - Central
- 430 14) Region 4 - Rockies/Plains
- 431 15) Region 5 - Pacific
- 432 16) Region 6 - Federal Services
- 433 17) Region 7 - International

434 (c) At-large Division Director. Directors, one for each division, shall be elected
435 by the membership at-large, as Division Directors:

- 436 18) Education and Research
- 437 19) Prosthodontic Practice and Patient Care
- 438 20) Public Relations & Communications
- 439 21) Continuing Education
- 440 22) Maxillofacial Prosthetics
- 441 23) Prosthodontic Forum
- 442

443 Section 5.4. Nomination and Elections. Nominations for At-Large Division
444 Directors and Regional Membership Directors may be received from any member
445 entitled to vote and must be received in writing by the Chair of the Nominating
446 Committee according to the schedule determined by the Board of Directors and
447 announced to the Membership. The Nominating Committee will put forth not more
448 than two (2) candidates for each of the above referenced positions from among the
449 nominees. Additional candidates will be included on the ballot if written petitions for
450 such candidates are signed by 100 or more eligible voting members and are received
451 by the College at least 30 days prior to the date fixed for distribution of the ballots.

452 The election shall be by written ballot, which may be distributed by any method
453 permitted by applicable law.

454 ~~(a) Division Directors. The Nominating Committee shall provide~~
455 ~~nominations for Division Directors to the BOD no later than sixty (60) days~~
456 ~~prior to the election which shall be completed no later than thirty (30) days~~
457 ~~prior to the first meeting of the BOD at the Annual Session.~~

458 ~~(b) Prosthodontic Forum Director. The Prosthodontic Forum shall~~
459 ~~provide the Nominating Committee with the name of one individual who is~~
460 ~~eligible for Active Membership in the College to serve as Prosthodontic Forum~~
461 ~~Director and the name of one alternate who is eligible for Active Membership~~
462 ~~in the College no later than thirty (30) days prior to the first meeting of the~~
463 ~~BOD at the Annual Session. In the event that the candidate proposed by the~~
464 ~~Prosthodontic Forum to serve as the Prosthodontic Forum Director is~~
465 ~~rendered ineligible to serve in that capacity, the Nominating Committee shall~~
466 ~~recommend the alternate to serve as the Prosthodontic Forum Director.~~

467 Section 5.5. ~~Election and Terms.~~ The eligible voting members shall elect At-Large
468 Division Directors and Regional Membership Directors of the College according to
469 the following guidelines: ~~The Active Members and Active Fellows shall elect:~~

470 ~~(a) At-Large Division Director. Five (5) individuals to serve as Division~~
471 ~~Directors in the manner set forth in Section 4.4(b) of these Bylaws. The~~
472 ~~BOD shall elect the nominee recommended by the Nominating~~
473 ~~Committee to serve as the Prosthodontic Forum Director.~~ ~~The elected~~
474 ~~Directors shall serve three (3) year terms and may be elected to a~~
475 ~~maximum of six (6) years. Directors must be Active Members or Active~~
476 ~~Fellows and not currently serving as an officer or appointed official of~~
477 ~~the College. Terms shall commence at the installation of the officers~~
478 ~~at the Annual Session.~~

479 ~~(b) Regional Membership Director. Regional, International, and~~
480 ~~Federal Services Membership Directors will serve on the BOD. The~~
481 ~~Federal Services Regional Membership Director will rotate among the~~
482 ~~branches of military services. All elected Regional Membership~~
483 ~~Directors shall serve a three (3) year term. The Regional Membership~~
484 ~~Directors may be elected to a maximum of six (6) years~~ ~~The five (5)~~
485 ~~Regional Membership Directors shall be elected as described in~~
486 ~~Section 5.10 and shall serve two year terms, which shall be staggered.~~
487 ~~Terms shall commence at the conclusion of the first meeting of the~~
488 ~~BOD at the Annual Session.~~

489 ~~The Federal Services Regional Membership Director will rotate among~~
490 ~~the services and qualified candidates will be approved by the BOD.~~
491 ~~The Federal Services and International Regional Membership~~

~~Directors shall be elected as described in Section 5.10. In the event no qualified candidates for the position are identified, the BOD will appoint appropriately candidates to the positions. These Directors shall serve two year terms, which shall be staggered. Terms shall commence at the conclusion of the first meeting of the BOD at the Annual Session.~~

Section 5.6. Appointed Officers of the Board of Directors

(a) Executive Director. The Executive Director serves as Chief Executive Officer of the ACP and the ACPEF and shall, manage administrative and day-to-day operations, execute contracts or other instruments on behalf of ACP and ACPEF, perform duties normally expected of the executive director of an Illinois not-for-profit corporation. The Executive Director shall be invited to attend and participate, without vote, in all meetings of the Boards of Directors, except those held in executive session, committees and councils, except as otherwise provided by these Bylaws. The Executive Director may be invited to attend meetings held in Executive Session.

(b) Editor-in-Chief of the *Journal of Prosthodontics*. The Editor-in-Chief of the *Journal of Prosthodontics* ("Journal") shall be appointed by the President with approval from the Board of Directors. The Editor-in-Chief shall report to the Board of Directors and shall be responsible for publishing the *Journal*/which shall foster interest in the specialty of prosthodontics with the objective of introducing new ideas, techniques, and research to enhance prosthodontics.

~~Section 5.6.~~Section 5.7. Vacancy - Regional and Division Directors. In case of resignation, disqualification, removal or death of a Regional Membership Director or, At-Large Division Director, ~~(a) described in 6.5 (a),~~ the President, with the approval of the BOD shall appoint a successor to fill the vacancy of the remaining term, ~~(b) described in 6.5 (b), the electing body shall appoint a successor.~~

~~Section 5.7.— Compensation. The BOD shall serve without compensation, except some or all of the officers who may be granted annual stipends as approved by the BOD.~~

~~Section 5.8.— Duties and Powers. The business, property, affairs, and funds of the College shall be managed, supervised, and controlled by the BOD and subject only to (i) the limitations contained in College's articles of incorporation; (ii) the provisions of these Bylaws; and (iii) applicable law. The BOD has a fiduciary duty to administer the College's affairs responsibly and exercise their best care, skill, and judgment for the benefit of the College. Members of the BOD shall exercise the utmost good faith in all transactions relating to their duties for the College. In their dealings with and on behalf of the College, they are held to a strict rule of honest and fair dealing with the~~

532 College. They shall not accept any favor that might adversely or improperly influence
533 their actions affecting the College or its members. They shall not use their position,
534 or knowledge gained there from, so that a conflict might arise between the College's
535 interest and that of the individual. The duties of the BOD shall include, but not be
536 limited to, the following:

537 (a) ~~Recommend amendments to the Articles of Incorporation and~~
538 ~~Bylaws of the College to the membership;~~

539 (b) ~~Provide for the leasing, purchase, sale and/or mortgage of the~~
540 ~~Central Office, as well as the maintenance, and supervision thereof, and~~
541 ~~provide for all other property or offices owned or operated by the College;~~

542 (c) ~~Employ, discharge and determine the compensation of the~~
543 ~~Executive Director;~~

544 (d) ~~Determine the location and date of the Annual Session, and~~
545 ~~provide general arrangements and management for it;~~

546 (e) ~~Provide guidelines and direction to govern the Treasurer's custody,~~
547 ~~investment, and disbursement of the College funds;~~

548 (f) ~~Enforce a yearly audit of all College accounts by a certified public~~
549 ~~accountant;~~

550 (g) ~~Oversee the Finance and Audit Committee's preparation of an~~
551 ~~annual budget;~~

552 (h) ~~Establish and approve the budget annually;~~

553 (i) ~~Review reports of Division Directors and committees;~~

554 (j) ~~Approve applications for membership and recommend removal of~~
555 ~~individual membership status pursuant to Section 3.6(a);~~

556 (k) ~~Certify and revoke Section designations;~~

557 (l) ~~Review and approve all activities and recommendations of the~~
558 ~~American College of Prosthodontists Education Foundation;~~

559 (m) ~~Approve Membership Organizations for consideration in the~~
560 ~~Prosthodontic Forum;~~

561 (n) ~~Establish rules and regulations not inconsistent with these Bylaws~~
562 ~~to govern its organization and procedures; and~~

563 ~~Establish policies.~~

564 ~~Section 5.9.~~ Section 5.8. Transaction of Business.

565 (a) Meetings. The BOD shall hold not less than one business meeting
566 per year. This BOD meeting shall be held prior to the convening of the Annual
567 Session. Other meetings of the BOD may be called at any time upon request
568 to the President by four (4) or more Directors. Meetings may be cancelled and
569 rescheduled in case of emergency by the President and President-Elect.
570 Members will be notified by electronic means and a new date scheduled within
571 seven (7) days.

572 ~~(b) Attendance.~~ Any member may attend a BOD meeting as an
573 observer, except when the meeting is in Executive Session.

574 ~~(c) Officers.~~ The Officers of the College shall serve as officers of the
575 BOD, where necessary, and shall assume the duties and responsibilities
576 conventionally associated with the official title.

577 ~~(d)~~ (b) Quorum. For all meetings of the BOD, other than action taken by
578 unanimous written consent, eleven (11) a majority of Directors then serving of
579 the Directors then serving shall constitute a quorum for the transaction of
580 business. Directors may not establish a quorum by proxy. If a quorum is
581 present, a vote is valid even though fewer members than the number specified
582 as present participated in the vote. If a quorum is not present, the presiding
583 officer may call the meeting to order to establish a meeting was held, but the
584 Board may not transact business. Despite the absence of a quorum, any
585 meeting of the BOD may be adjourned by a majority of the Directors present.

586 ~~(e)~~ (c) Notice of Meeting. Written notice of all BOD meetings shall be
587 mailed by first class mail, or electric means at least seven (7) days before the
588 date of the meeting, which notice shall, in the case of special meetings, state
589 generally the nature of the business to be taken up at the meeting. If mailed,
590 such notice shall be deemed to be delivered when deposited in the United
591 States mail in a sealed properly addressed envelope, first class, postage
592 prepaid. If sent by electronic means, such notice shall be considered delivered
593 when transmitted. delivered by private courier, delivered by facsimile or other
594 electronic means, or delivered personally to the last known address of each
595 Director at least ten days before the date of the meeting, which notice shall, in
596 the case of special meetings, state generally the nature of the business to be
597 taken up at the meeting. If mailed, such notice shall be deemed to be
598 delivered when deposited in the United States mail in a sealed, properly
599 addressed envelope, first class, postage prepaid. If sent by courier, such
600 notice shall be considered to be delivered when placed in the hands of the
601 courier in a sealed, properly addressed envelope. If sent by facsimile or other
602 electronic means, such notice shall be considered to be delivered when
603 transmitted.

604 ~~Waiver of Notice. Notice of the time, place and purpose of any meeting of the~~
605 ~~Directors may be waived by telegram, cablegram, facsimile or other electronic~~
606 ~~means, or other writing, either before or after such meeting has been held.~~
607 ~~Attendance at any meeting, except for the sole purpose of objecting to the~~
608 ~~holding of such meeting, shall constitute waiver of notice of such meeting.~~

609 ~~(f) Action and Voting of Board of Directors. Except as otherwise~~
610 ~~provided by law or these bylaws, the act of a majority of Directors present in~~
611 ~~person at a meeting at which a quorum is present shall be the action of the~~
612 ~~BOD.~~

613 ~~(g) Unanimous Consent Action of Board. Any action required or~~
614 ~~permitted to be taken at a meeting of the BOD may be taken without a~~
615 ~~meeting if consents in writing, setting forth the action so taken, are signed by~~
616 ~~all of the Directors. Such consents shall have the same force and effect as a~~
617 ~~unanimous vote at a meeting duly held and may be stated as such in any~~
618 ~~certificate or document. A consent may be executed in one or more~~
619 ~~counterparts, all of which together shall constitute one unanimous consent of~~
620 ~~the Directors. The consents shall be filed with the minutes of the meetings of~~
621 ~~the BOD.~~

622 ~~Section 5.10.~~Section 5.9. Standing Committees of the Board.

623 (a) Executive Committee. The Executive Committee shall consist of
624 seven (7) members: President (Chair), President-Elect, Vice President,
625 Secretary, Treasurer, Immediate Past President, and Executive Director
626 (without vote.) It shall be the duty of this committee ~~to act as the ad interim~~
627 ~~committee of the BOD,~~ to transact all business of the BOD between BOD
628 meetings; to oversee the alignment of programs and activities with the overall
629 mission and goals of the College; to periodically review the performance of
630 the BOD; and to oversee the annual evaluation of the performance of the
631 Executive Director in consultation with the BOD.

632 (b) Finance and Audit Committee. ~~The Finance and Audit Committee~~
633 ~~shall consist~~ Consist of six (6) members; Treasurer (Chair), President,
634 President-Elect, Vice President, Continuing Education Division Director,
635 Private Practice Committee Chair, ~~Immediate Past President~~ and Executive
636 Director (*ex-officio* without vote). It shall be the duty of this committee to assist
637 the BOD in fulfilling its financial oversight responsibilities including: assuring
638 the integrity of the College's financial accounting processes and internal
639 controls, independent financial audit, and tax filings; reviewing revenues and
640 expenditures, balance sheet, investments and other matters related to the
641 College's financial condition; and formulating the annual budget based on
642 BOD approved strategic and operational plans and submitting the budget to
643 the BOD for approval.

644 (c) Nominating Committee. ~~The Immediate Past President shall serve~~
645 ~~as the chair. The Nominating committee shall consist of seven (7). The~~
646 ~~Committee consists of nine (9)~~ Active Members or Active Fellows: Immediate
647 Past-President (Chair and will appoint the Committee members), the President
648 Elect, one member of the BOD, ACPEF Vice Chair, two (2) ACPEF Directors
649 (selected by the ACPEF Chair), and three (3) ~~and four (4)~~ members not on the
650 BOD from among the current eligible ACP voting members of which ~~three~~
651 (3)two (2) have served as recent Section Officers.

652 It shall be the duty of this committee to annually select and forward nominees
653 to the BOD for:

654 1) for all Officers, Directors, ACPEF Directors, Regional Membership
655 Directors, and members to the Council for the American Board of
656 Prosthodontics to be elected by eligible ACP voting members; and

657 2) and for the Daniel F. Gordon and Distinguished Service Awards and
658 ACPEF Founders Society Award.; ~~The Nominating Committee shall also~~
659 ~~select and forward no more than (3) nominees to serve as the ACP~~
660 ~~Commissioner of the ADA Commission on Dental Accreditation and three (3)~~
661 ~~nominees for Prosthodontic consultants for the ADA Commission on Dental~~
662 ~~Accreditation.~~

663 (d) Leadership and Development Committee. ~~The leadership and~~
664 ~~Development committee shall consist~~ Consist of seven (7) members appointed
665 by the ~~BOD President~~ for renewable three (3) year terms for a maximum of six
666 (6) years; Past-President, one Regional Membership Director, two current
667 Section Presidents, the ACP Education Foundation Chair, the JP Editor-in-
668 Chief, and the Executive Director. The duties shall include the development of
669 BOD job descriptions; create a board profile detailing of the expertise and
670 skills the BOD and the organization needs; and identifying and reporting;
671 ~~identify and report~~ to the BOD on orientation and development programs and
672 resources.

673 (e) Judicial Committee. ~~The Judicial Committee shall be composed~~
674 ~~Composed of four (4) Five (5)~~ Active Members or Fellows including the
675 Secretary of the College and the Secretary of the ACPEF. as consultant. It
676 shall be the duty of this committee to continually review the Bylaws of the
677 College, and make such suggestions for amendment as are necessary to
678 increase the efficiency of the College. The Committee shall consider all
679 proposed amendments to the Bylaws ~~and Policies~~ and shall submit them with
680 recommendations to the BOD. In addition, it shall be the duty of this
681 committee to review the ethical conduct of members when the Judicial
682 Committee receives information that an ethical violation may have occurred.
683 The Judicial Committee shall determine on a case-by-case basis whether a
684 violation of the ACP Code of Ethics has occurred. ADA Principles of Ethics

685 ~~and Code of Personal Conduct and Judicial Procedure has occurred. It shall~~
686 ~~also be the duty of the Judicial Committee to periodically revise the Peer~~
687 ~~Review Manual and the Peer Review Evaluation Agreement with approval~~
688 ~~from the BOD, to comply with the individual state requirements, to confirm to~~
689 ~~changes in the peer review environment and to provide training for College~~
690 ~~members in peer review procedures. The committee shall make~~
691 ~~recommendations to the BOD.~~

692 ~~Professional and Corporate Relations Committee. The Professional and~~
693 ~~Corporate Relations Committee shall be composed of six (6) Active Members~~
694 ~~or Fellows appointed by the BOD for renewable three (3) year terms. The~~
695 ~~committee shall include two Past Presidents (one as designated Chair),~~
696 ~~President Elect, one Division Director, the ACP Education Foundation Chair,~~
697 ~~and the Executive Director. It shall be the duty of this committee to maintain~~
698 ~~liaison and active communications with corporations, professional~~
699 ~~organizations, including dental and healthcare organizations, foundations,~~
700 ~~research centers, educational and governmental leaders in all sectors~~
701 ~~including international entities; promote and foster the development of~~
702 ~~collaborations that will support the goals and mission of the College; and~~
703 ~~create strategies to assist the President and Officers in representing the~~
704 ~~official position of the College at the respective meetings of these~~
705 ~~organizations.~~

706
707 **ARTICLE VI. DIVISIONS AND COMMITTEES**

708 Section 6.1. ~~Names and Number of Divisions and Standing Committees.~~ The
709 College shall consist of ~~six (6)~~ seven (7) divisions with ~~committees and/or task forces~~
710 appointed by the President-Elect as circumstances warrant: fourteen (14) standing
711 committees designated as follows:

712 ~~Committees within the Division Structure. The following fourteen (14)~~
713 ~~committees shall be committees within the Division structure:~~
714

715 (a) Education and Research Division. (ERD) Strategically study and
716 report on predoctoral, postdoctoral, and continuing dental education in
717 prosthodontics. Encourage members to seek and maintain board certification.
718 Advance the skills and expertise of the prosthodontist; review all aspects of
719 the clinical practice of prosthodontics including the future direction and
720 application of emerging technologies. Collaborate with the Journal of
721 Prosthodontics leadership to develop a biennial research agenda that
722 presents a targeted list of key research that prioritizes the practice of
723 prosthodontics and the advancement of oral healthcare. Identify critical issues
724 in the changing dental environment and identifies research opportunities to
725 enhance prosthodontics through the contribution of high value, data-driven
726 content to the industry.

727 ~~(i) — Predoctoral Education Committee~~

728
729 ~~————— (ii) — Postdoctoral Education Committee~~

730
731 ~~(iii) — Science and New Technology Committee~~

732
733 ~~Research Committee~~

734
735
736 (b) Membership Services Division. Under the leadership of the Vice
737 President, this division works in collaboration with other committees and
738 divisions to provide strategic guidance to aid in the recruitment, engagement,
739 retention and growth of membership. Continuously assess and evaluate
740 membership data to identify and recommend member benefits with the vision
741 of creating products and services designed to produce ongoing value to meet
742 member needs.

743 ~~(vi) — Membership and Credentials Committee~~

744
745 ~~————— (vii) — Residents/Fellows Committee~~

746
747 ~~————— (viii) — New Prosthodontists Committee~~

748
749 ~~(ix) — Dental Technician Alliance Committee~~

750
751
752 (c) Prosthodontic Practice and Patient Care Division. Develop all
753 resource material for ACP members specifically addressing clinical patient
754 care and the specialty practice; monitor and provide recommendations that
755 will improve evidence based prevention and intervention patient care;
756 propose methods to improve oral health literacy, community oral health
757 advocacy, and access to oral care including special needs patients; improve

758 the standard of prosthodontic treatment, and develop strategies that will
759 facilitate the delivery of optimal prosthodontic care.

760 ~~(x) — Scope of Practice Committee~~

761
762 ~~(xi) — Private Practice Committee~~

763
764
765 (d) Public Relations and Communications Division. (PRCD) Promote
766 and communicate the specialty of prosthodontics, including the development
767 and maintenance of projects that educate the profession, other healthcare
768 professional organizations, industry, and the general public by enabling the
769 awareness and value of the specialty of Prosthodontics and safeguarding the
770 public interests.

771
772 ~~(xiii) — Public Relations Committee~~

773 ~~(xiv) — Membership Communications Committee~~

774
775 (e) Continuing Professional Education Division. Provide strategic goals
776 and oversight of education to members, including career development
777 and continuing professional education. Work collaboratively with the
778 Division of Education and Research to identify trends and determine
779 the educational needs of the members (as identified through needs
780 assessments and feasibility studies), as well as delivery modalities to
781 address those needs. Assess current educational offerings and monitor
782 ongoing effectiveness of all educational activities.

783
784 ~~(xv) — Annual Session Committee~~

785
786 ~~(xvi) — Continuing Education Committee~~

787
788 (f) Maxillofacial Prosthetics Division. Monitor the delivery of
789 maxillofacial prosthetic services by prosthodontists and compensation
790 by third-party financial entities for those services; strategically
791 coordinate the activities of the College with other dental and medical
792 societies devoted to the care of the maxillofacial patient and assist
793 with the identification of collaborative opportunities. The Division
794 Director will be an American Academy of Maxillofacial Prosthetics
795 (AAMP) officer that is also a member of the College.

796
797 (g) Prosthodontic Forum Division. Promote the exchange of ideas
798 and concerns with organizations of mutual interests; improve
799 patient care; and communicate propositions from within the
800 prosthodontic community regarding dental education, research,
dental laboratory technology,

801 and clinical practice. Organizations with special interest in
802 prosthodontics are eligible to be Member Organizations of the
803 Prosthodontic Forum.
804

805
806 ~~Section 6.2.—Duties, Responsibilities and Goals of Division Directors. The Division~~
807 ~~Directors shall have the following duties and responsibilities and shall coordinate~~
808 ~~activities of committees assigned to the division: assist committees within the division~~
809 ~~in developing an annual budget and monitoring expenditures; submit agenda items in~~
810 ~~advance for consideration during BOD meetings; report on activities of the division to~~
811 ~~the BOD; serve as voting members of the BOD; and direct all division activities in~~
812 ~~concert with the goals described below:~~

813 ~~(a) ——— Education and Research Division (ERD). The goal of this division is~~
814 ~~to continually study and report on predoctoral, postdoctoral, and continuing~~
815 ~~dental education in prosthodontics, encourage members to seek and maintain~~
816 ~~board certification, advance the skills and expertise of the prosthodontist, and~~
817 ~~stimulate, participate, promote, and evaluate prosthodontic research; review~~
818 ~~all aspects of the clinical practice of prosthodontics including the future~~
819 ~~direction and application of emerging technologies as applied to clinical~~
820 ~~practice and dental office administration.~~

821 ~~(b) ——— Membership Services Division. Under the leadership of the Vice~~
822 ~~President, this division will work closely with the seven (7) Regional~~
823 ~~Membership Directors to grow the ACP membership market share. The~~
824 ~~Division will develop and monitor a multiyear membership recruitment and~~
825 ~~retention plan that includes strategies, tactics, and tools to grow the ACP~~
826 ~~membership; reviews and evaluates member benefits and identifies potential~~
827 ~~new benefits; identifies and develops strategies to meet members' and~~
828 ~~alliances' needs; conducts promotional campaigns to communicate to the~~
829 ~~members the value offered by the ACP; annually audit recruitment, retention,~~
830 ~~and member service activities; monitor the activities of the Sections and offer~~
831 ~~advice on organizational structure of the Sections.~~

832 ~~(c) ——— Prosthodontic Practice and Patient Care Division. The goal of this~~
833 ~~division is to develop all resource material for ACP members specifically~~
834 ~~addressing clinical patient care and the specialty practice; monitor and~~
835 ~~provide recommendations that will improve the evidence based patient care;~~
836 ~~propose to BOD methods to improve access to care including special needs~~
837 ~~patient; improve the standard of prosthodontic treatment, and develop~~
838 ~~strategies that will facilitate the delivery of optimal prosthodontic care.~~

839 ~~(d) ——— Public Relations and Communication Division (PRCD). The goal of~~
840 ~~this division is to promote and communicate the specialty of Prosthodontics,~~
841 ~~including the development and maintenance of projects that educate the~~

842 profession, other healthcare professional organizations, industry, and the
843 general public by enabling the awareness and value of the specialty of
844 Prosthodontics and safeguarding the public interests.

845 ~~(e) — Continuing Professional Education Division. The goal of this division is~~
846 ~~to organize, conduct, oversee, and ensure the financial viability of all aspects~~
847 ~~of the Annual Session Scientific Program and other continuing education~~
848 ~~activities.~~

849 ~~(f) — Maxillofacial Prosthetics Division. The goal of this division is to~~
850 ~~implement methods for monitoring both the delivery of maxillofacial prosthetic~~
851 ~~services by prosthodontists and compensation by third party financial entities~~
852 ~~for those services; coordinate the activities of the College with other dental~~
853 ~~and medical societies devoted to the care of the maxillofacial patient and~~
854 ~~assist with the identification of collaborative opportunities. The Division~~
855 ~~Director will be an American Academy of Maxillofacial Prosthetics (AAMP)~~
856 ~~officer that is also a member of the College.~~

857
858 ~~Section 6.3. — Duties and Responsibilities of Prosthodontic Forum Director.~~

859 ~~(a) — Prosthodontic Forum Director. Duties and responsibilities shall~~
860 ~~include serving as the liaison between the College and the Forum~~
861 ~~Organizations; submitting agenda items for consideration during BOD~~
862 ~~meetings; reporting on activities of the Forum Organizations to the BOD, and~~
863 ~~serving as a voting member of the BOD.~~

864 ~~Section 6.4. Section 6.2. —~~ Composition and Terms of ~~Standing~~ Committees. All
865 ~~standing~~ committees of the College shall be composed of at least three (3) Active
866 Members and/or Active Fellows, unless otherwise provided in the Bylaws.
867 Appointments made by the President ~~Elect~~ to a committee shall be for three (3)
868 years, except when new committees are formed when terms shall be for one (1), two
869 (2) and three (3) years respectively. Each committee shall have the privilege of
870 ~~appointing-recommending~~ subcommittees, subject to the approval of the President.
871 ~~Region Membership Directors, Federal Service Membership Director and the~~
872 ~~International Membership Director will be appointed to the Sections, Federal Services~~
873 ~~and the International Committees, respectively.~~

874 ~~Section 6.5. Section 6.3. —~~ Chair of Committees. A chair of each ~~standing and~~
875 ~~special~~ committee shall be appointed by the President ~~Elect~~ to serve ~~a three (3) one~~
876 ~~(1)-year~~ term and may be re-appointed by the President ~~Elect~~ to serve an additional
877 term, for a total of six (6) years. ~~unless otherwise provided in the Bylaws.~~

878 ~~Section 6.4. —~~ Committee Procedures. Each committee shall report to the BOD
879 ~~concerning all matters upon which it has acted. Unless otherwise stated in these~~
880 ~~bylaws, each committee shall meet at least annually. Reasonable notice of the~~

881 meetings of any committee shall be given to the members thereof and to the
882 appropriate Division Director who shall have the right to attend and participate in the
883 deliberations of the committee, The BOD may from time to time establish policies
884 concerning committee procedures and operations, which policies shall be consistent
885 with these Bylaws.

886 ~~Section 6.6.~~Section 6.5. Vacancy- Committees. Any vacancy in the membership
887 of a ~~Standing~~ Committee, Subcommittee, Task Force or Special Interest Group shall
888 be filled by the President-~~Elect~~ who shall appoint a successor until the next unexpired
889 term.

890 ~~Section 6.7.—Duties of Standing Committees. The following shall be the duties of~~
891 ~~the Standing Committees, of the College:~~

892 ~~(a) — Predoctoral Education Committee.— It shall be the duty of this~~
893 ~~committee to provide support for predoctoral prosthodontic education;~~
894 ~~manage the predoctoral educators seminars that are focused on issues~~
895 ~~related to predoctoral prosthodontic education; to prepare College responses~~
896 ~~on educational issues as requested by the American Dental Association and~~
897 ~~other organizations work proactively on directions related to the CODA~~
898 ~~standards on dental education; maintain liaison with the ADEA Section on~~
899 ~~Prosthodontics and meet during the ADEA annual meeting; and to facilitate~~
900 ~~revision of the accreditation standards document for the specialty of~~
901 ~~prosthodontics.~~

902 ~~(b) — Postdoctoral Education Committee. It shall be the duty of this~~
903 ~~committee — to develop close relationships with the Program Directors and~~
904 ~~maintain liaisons with ADEA Section on Prosthodontics, meet during the ADEA~~
905 ~~annual meeting, manage the postdoctoral educators seminars that are~~
906 ~~focused on issues related to postdoctoral prosthodontic education and~~
907 ~~— program directors of advanced education programs in Prosthodontics,~~
908 ~~work proactively on future directions related to the CODA specialty standards~~
909 ~~and oversees the work of the Mock Board Exam and Board Preparation~~
910 ~~activities.~~

911 ~~(c) — Science and New Technology Committee. It shall be the duty of this~~
912 ~~committee to monitor developing scientific advances of interest to the~~
913 ~~specialty and recognizes evolving technologies of significance; report findings~~
914 ~~to the BOD; provide recommendations to the BOD regarding science and~~
915 ~~technology developments considered to be interruptive or of potential value~~
916 ~~to the clinical practice of prosthodontics; disseminate to the membership this~~
917 ~~information.~~

918 ~~(d) — Research Committee. It shall be duty of this committee to stimulate,~~
919 ~~promote, and evaluate prosthodontic research determine areas where more~~
920 ~~research is needed; report its findings and make recommendations to the~~

921 BOD; foster the application of Evidence Based Dentistry (EBD) in College
922 sponsored research and educational activities.

923 ~~(e) — Membership and Credentials Committee. It shall be the duty of this~~
924 ~~committee to validate credentials of membership applicants that cannot be~~
925 ~~verified by the staff of the membership department, make recommendations~~
926 ~~to the BOD regarding action to be taken on applications that have been~~
927 ~~reviewed by the committee.~~

928 ~~(f) — Residents/Fellows Committee. It shall be the duty of this committee to~~
929 ~~develop a network and resources for residents to communicate to the BOD~~
930 ~~the concerns of Residents of Advanced Education Programs in Prosthodontics;~~
931 ~~recruitment of predoctoral candidates into prosthodontic residency programs.~~
932 ~~Each Regional Membership Director shall appoint one resident from their~~
933 ~~respective Region to serve on the committee. The committee shall elect its~~
934 ~~own chair.~~

935 ~~(g) — New Prosthodontist Committee. It shall be the duty of this committee~~
936 ~~to provide opportunities within the College that engage new members;~~
937 ~~develop a peer network and resources for recent graduates to support their~~
938 ~~transition to practice and affirm ACP membership loyalty; present the~~
939 ~~concerns of recent graduates to the BOD. Each Regional Membership~~
940 ~~Director shall appoint one member from their respective Region to serve on~~
941 ~~the committee. This committee encourages the development of educational~~
942 ~~programming that is specific to the needs of this group. The committee shall~~
943 ~~elect its own chair.~~

944 ~~(h) — Dental Technician Alliance Committee. It shall be the duty of this~~
945 ~~committee to review concerns and establish desirable liaison between dental~~
946 ~~laboratory technicians and the BOD; promote the value of the College to~~
947 ~~existing and prospective laboratory technician alliance applicants; engage in~~
948 ~~recruitment activities; work with the Membership and Credentials Committee~~
949 ~~regarding qualification of applicants; review guidelines for tasks performed by~~
950 ~~dental laboratory technicians, and make recommendations regarding dental~~
951 ~~laboratory services; monitor proposed denturism legislation on a state by~~
952 ~~state basis and to assist state dental societies in formulating positions on~~
953 ~~denturism; remain in close contact with the American Dental Association to~~
954 ~~exchange information on denturism. This committee shall submit candidates to~~
955 ~~the Nominating Committee for consideration for the Dental Technician~~
956 ~~Leadership Award.~~

957 ~~(i) — Scope of Practice Committee. It shall be the duty of this committee to~~
958 ~~receive information about interdisciplinary Prosthodontic care delivery by all~~
959 ~~dentists; clinical practices, technologies, and emerging trends from the~~
960 ~~Science and Technology Committee; serve as a clearinghouse of information~~
961 ~~for special interest areas such as assess to care, implantology, aesthetics;~~

962 surgery adjuvant to prosthodontics, sleep apnea, TMD, etc.; and develop
963 methods to disseminate information about the private practice of
964 prosthodontics to the membership.

965 ~~(j) — Private Practice Committee. It shall be the duty of this committee to~~
966 ~~develop ACP saleable products and services to support private practice~~
967 ~~Prosthodontics; appoint a Peer Review Coordinator to provide oversight of~~
968 ~~peer review activities and inform the BOD of any member’s inability to comply~~
969 ~~with individual state requirements; to confirm to changes in the peer review~~
970 ~~environment; and to provide awareness to ACP members relating the value of~~
971 ~~peer review procedures.~~

972 ~~(k) — Public Relations Committee. It shall be the duty of this committee to~~
973 ~~prepare suitable means and materials for developing increased public and~~
974 ~~professional awareness of the specialty of prosthodontics; to coordinate the~~
975 ~~public and professional relations activities of the College with those of other~~
976 ~~public and private health care organizations; and to establish rapport~~
977 ~~between the College and various dental publications and trade press.~~

978 ~~(l) — Membership Communications Committee. It shall be the duty of the~~
979 ~~committee to develop and monitor member communications and marketing~~
980 ~~plans that systematically build understanding of the College; generate~~
981 ~~support for the College membership; address BOD decisions or issues as~~
982 ~~directed by the Executive Committee; develop and maintain best practices for~~
983 ~~the College Web site and social networks; and increase College product sales.~~

984 ~~(m) — Annual Session Committee. Chair and committee appointed by the~~
985 ~~President Elect and includes CPE Director. It shall be the duty of the~~
986 ~~committee to develop, organize, promote, conduct, and evaluate the Annual~~
987 ~~Session by incorporating current, “State of the art” technologies, advancing~~
988 ~~research, and professional practice; research and make recommendations to~~
989 ~~the BOD for future site selection, audiovisual requirements and facility~~
990 ~~accommodations that will support a successful Annual Session; develop~~
991 ~~opportunities that foster collaborative activities with other organizations~~
992 ~~including joint meetings; provide for the recognition of the discipline and~~
993 ~~specialty of prosthodontics along with other professional and corporate~~
994 ~~entities, including exhibits and other opportunities during the Annual Session.~~

995 ~~(n) — Continuing Education Committee. The CPE Division Director will be the~~
996 ~~designated Chair of this committee. It shall be the duty of this committee to~~
997 ~~develop, organize, promote, conduct and evaluate educational programs~~
998 ~~designated to support the discipline and specialty of Prosthodontics and to~~
999 ~~attract diverse target audiences; develop and offer programs in a variety of~~
1000 ~~formats, such as internet sites, print, etc.; ensure that the College continuing~~
1001 ~~education activities are accredited by the ADA, CERP, and other relevant~~
1002 ~~professional education accreditation authorities.~~

003
004 ~~Section 7.8 Committee Procedures. Each committee shall report to the BOD~~
005 ~~concerning all matters upon which it has acted. Unless otherwise stated in these~~
006 ~~bylaws, each committee shall meet at least annually. Reasonable notice of the~~
007 ~~meetings of any committee shall be given to the members thereof and to the~~
008 ~~President, who shall have the right to attend and participate in the deliberations of~~
009 ~~the committee. The President or the committee chair may invite to any committee~~
010 ~~meeting such individuals as they may select who may be helpful to the deliberations~~
011 ~~of the committee. A simple majority of the members of each committee shall~~
012 ~~constitute a quorum for the transaction of business, and the act of a majority of the~~
013 ~~members of any committee present in person at a meeting at which a quorum is~~
014 ~~present shall be the action of the committee. Committee members may not establish~~
015 ~~a quorum by proxy. Unless otherwise provided in these Bylaws, each committee may~~
016 ~~operate through the establishment of one or more subcommittees to be composed of~~
017 ~~such members of the committee and to have such duties and responsibilities as shall~~
018 ~~be delegated to the subcommittee by the committee, and each committee may adopt~~
019 ~~rules for its own operations and for the operations of its subcommittees not~~
020 ~~inconsistent with these Bylaws. In addition, the committee may meet by means of a~~
021 ~~conference by telephone or similar communications equipment if all persons~~
022 ~~participating in the meeting can hear each other simultaneously. Participation by~~
023 ~~such means shall constitute presence in person at such meeting. The BOD may from~~
024 ~~time to time establish policies concerning committee procedures and operations,~~
025 ~~which policies shall be consistent with these Bylaws.~~

026 ~~ARTICLE VII. SECTIONS AND REGIONS~~

027 Section 7.1. Sections. Sections of the College are ~~geographically~~ organized,
028 ~~incorporated separately incorporated~~ associations, ~~consisting largely~~ of college
029 members who are interested in furthering the aims of the College and are chartered
030 by the College to represent its members. The chartering and dissolution of Sections
031 shall be accomplished by action of the BOD.

1032 Section 7.2. Qualification for Section Designation. Sections-in-information
1033 organized exclusively for purposes conforming to the College's defined purposes may
1034 apply to the BOD for Section designation. The BOD shall have the duty of certifying
1035 or revoking that a Section be established. Each Section shall agree to operate
1036 according to the direction of the BOD and to comply with and be bound by the
1037 Bylaws, policies and applicable standards of the Sections of the College as amended
1038 from time to time. ~~Members may form more than one Section in a state when there~~
1039 ~~are a significant number of members located away from a current established~~
1040 ~~Section. Sections are responsible for all Illinois incorporation fees. Only one Section~~
1041 ~~may be established in each of the fifty states, the District of Columbia, and each~~
1042 ~~country outside of the United States.~~

1043 Section 7.3. Section Chapters. Sections may form chapters as they see fit to
1044 facilitate meetings between members in different geographic regions of a state, or
1045 country; however, the boundaries and regulation of these chapters shall be
1046 determined by each Section's Bylaws, ~~and the College shall recognize only one~~
1047 ~~Section and its officers for purposes of communication with the College.~~

1048 Section 7.4. Membership. Section membership shall ~~include~~ be open to all
1049 members of the College who are in good standing. Members may be members of
1050 more than one Section. Individuals would pay any additional state dues. If a state has
1051 too few members that are interested in forming a state section those members may
1052 join an established state section. All members may join and be considered as a
1053 member of only one (1) state, federal services or international Section. If a member
1054 resides in one state and works in another state, and both states have Sections, the
1055 member may choose which of the two states he/she wishes to represent him/her. If
1056 the Member does not choose, representation will be by the Section in which the
1057 member has his/her primary office address, unless the member directs the Central
1058 Office, in writing, that he/she shall be represented by the Section in the state of
1059 residence or a different work address.

1060 Section 7.5. ~~Certifications~~Revocation. The College shall review a Section's
1061 qualification for Section designation ~~annually~~.

1062 ~~(a) ——— Recommendation for Re-Certification of Section Designation. The~~
1063 ~~BOD may re-certify a Section's designation upon a finding that such Section is~~
1064 ~~in full compliance with the Articles of Incorporation, Bylaws and policies of the~~
1065 ~~College, as amended from time to time and as currently in effect. Any Section~~
1066 ~~that is re-certified shall be granted a certificate of designation and continue to~~
1067 ~~be entitled to all rights and obligations of Sections of the College.~~

1068 Revocation of Section Designation. The BOD may revoke the
1069 designation of a Section upon determination by the BOD that the
1070 Section is not in compliance with the Articles of Incorporation, Bylaws
1071 and policies of the College, as amended from time to time and as
1072 currently in effect, or that the Section has misappropriated the
1073 College's funds allocated to the Section, but only after the Section has
1074 been given reasonable notice of the intended revocation and has
1075 been afforded a hearing and an opportunity to cure its non-
1076 compliance in accordance with procedures established by the BOD.
1077 Upon revocation of a Section's designation, the Section shall
1078 immediately lose access to any Section funds and representation of
1079 the BOD. Further, the BOD shall vote on whether to dissolve such
1080 Section or to re-build it by utilizing new leadership.

1081 Section 7.6. Dues. Each Section's members must pay dues, if any, as determined by
1082 the Section to participate in its activities. A member in good standing that elects to
1083 not pay section dues may attend activities and pay non-section member fees.

084 ~~Section 7.7.—Officers. A President, Vice President, Secretary and Treasurer shall be~~
085 ~~elected from the members in good standing with the exception of Resident/Graduate~~
086 ~~Student Membership of each Section to assume such duties as those conventionally~~
087 ~~associated with the office and not in conflict with the Bylaws of the College. Officers~~
088 ~~shall be subject to the BOD for conduct of affairs and activities of the College in their~~
089 ~~Section. The officers shall be elected and the names filed with the Central Office~~
090 ~~annually.~~

091 ~~Section 7.8.—Committees. The Section President may appoint such committees as~~
092 ~~are necessary using the Bylaws of the College as a guide.~~

1093 ~~Section 7.9.~~Section 7.7. Relationship to the College.

1094 (a) Act in Furtherance of College Purposes. Sections shall act in
1095 furtherance of the purposes of the College as set forth in these Bylaws and
1096 the policies of the College and in no manner that could be considered
1097 detrimental to the College's purposes, or in conflict with the aims of the
1098 College. Sections shall not commit any act that may jeopardize the College's
1099 501(c)(6) tax exempt status under the Code.

1100 (b) Obligations. Sections shall take no action which shall obligate the
1101 College or its Officers in any financial or legal matter. Sections shall assure
1102 that its financial records are kept in conformity with the College's standards.
1103 Sections shall govern in a manner that is ethical and with fiduciary
1104 responsibilities incumbent upon the leadership.

1105 Section ~~5.10~~7.8 Sections Geographic Grouping and Director Election
1106 Sections will be grouped into geographical regions of the United States,
1107 known as the Northeast Region, the Eastern Region, the Central Region, the
1108 Rockies/Plains Region, and the Pacific Region. The International Region will have
1109 Sections outside of the United States and the Federal Services region will have
1110 members active in the military or Veterans Administration. The Composition of the
1111 Regions may be reassessed by the BOD periodically. Each Region shall elect a
1112 representative Regional Membership Director. The Regional Membership Directors
1113 shall serve on the Board of Directors of the College. The Sections will be grouped into
1114 five (5) geographical Regions of the United States, known as the Northeast Region,
1115 the Eastern Region, the Central Region, the Rockies/Plains Region, and the Pacific
1116 Region. The Composition of the Regions may be reassessed by the BOD every five (5)
1117 years. Each of the five (5) Regions shall elect a representative Regional Membership
1118 Director. The five (5) Regional Membership Directors shall serve on the Board of
1119 Directors of the College. The election of the Regional Membership Directors will be
1120 conducted as described according to the process defined in Section 4.4 (b) of the
1121 Bylaws. The individual receiving the plurality of votes will be elected as the Regional
1122 Membership Director. The Regional Membership Directors serve an initial term of two
1123 years and may be re-elected for a second two year term. Terms commence at the
1124 Annual Session of the College. If a Region fails to file the name of its Regional

~~Membership Director to the BOD on or before the Annual Session, the President, with approval from the BOD shall appoint a representative from among the voting members in the Region for a term until the next election date.~~

ARTICLE VIII. COUNCIL FOR THE AMERICAN BOARD OF PROSTHODONTICS

Section 8.1. Purpose of the Council. The American College of Prosthodontists serves as the sponsor of the American Board of Prosthodontics (ABP). The Council provides an objective and inclusive mechanism for the identification, nomination and selection of candidates to be placed on the ballot for the annual election of the examiner-elect of the ABP by the Diplomates of the Board.

Section 8.2. Composition of Council. The Council shall be composed of eight (8) members, excluding the chairperson, who are Diplomates of the ~~American Board of Prosthodontics~~ (ABP) in good standing ~~with the American Board of Prosthodontics~~ and who are Fellows in good standing with the American College of Prosthodontists. Council members must be representative of the diversity of College membership. Active examining members of the ~~ABP American Board of Prosthodontics~~ and members of the College Board of Directors may not serve on the Council. Members of the Council are ineligible for nomination to the Board while serving on the Council.

The Council membership shall include representatives that will serve in the following six (6) categories: 1) Past ABP Examiners (2 members), 2) Recently Certified ABP Diplomates (1 member certified within the last 5 years), 3) Dental Educators (1 member), 4) Government (Federal) Service Prosthodontists (1 member), actively employed with at least 50% ~~FTC time~~ in active duty status of government service. 5) Private Practitioners (2 members), and 6) Maxillofacial Prosthodontists (1 member).

Section 8.3. Council Election procedure. The Nomination Committee will put forth candidates for each of the open Council for the ~~American Board of Prosthodontics'~~ABP positions annually. The election shall be by written ballot which may be distributed by any method permitted by applicable law. The Nominating Committee will provide a bio-sketch and letter of intent describing the candidates' qualifications, for distribution to all eligible ACP voters, with the ballots. Nominees cannot participate in concurrent Council membership category elections.

Section 8.4. Terms - Council. The length of term for Council members shall be for four (4) years. No individual may serve more than two (2) terms. Upon completion of the first term, those Council members willing and eligible to serve a second term may be placed on the ballot by the Nominating Committee. Terms of service will be staggered with two members being replaced each year. The exception is for the "recently" certified ABP Diplomate who is limited to one four (4) year term.

1163 Section 8.5. Vacancy on the Council (ABP). In the event a member resigns or
1164 withdraws for personal/professional reasons the ACP President shall appoint in
1165 consultation with the Executive Committee a replacement ~~who meets the~~
1166 qualifications set forth in Section 8.2 to serve the remainder of that term. At the
1167 completion of that term, if the Council member is still willing and eligible to serve a
1168 second term, they may be placed on the ballot by the Nominating Committee to serve
1169 one additional four (4) year term.

1170 Section 8.6. Chairperson and Liaison with College. The Chair of the Council shall
1171 be the Secretary of the ~~American College of Prosthodontists~~ACP and shall serve ~~an~~
1172 in ex-officio capacity and may vote only in the event of a tie vote by the Council.
1173 Should the Secretary not be a Diplomate, the BOD will designate a Diplomate from
1174 its membership to replace the Secretary in this *ex-officio* capacity. In addition to the
1175 College's Secretary, the Executive Director will serve the Council in ~~an~~-*ex-officio*, non-
1176 voting capacity to provide liaison with the College.

1177 Section 8.7. Council Duties and Responsibilities. The duties and responsibilities of
1178 the Council shall be as follows:

- 1179 (a) The Council serves the interests of the ~~American Board of~~
1180 ProsthodonticsABP and the specialty it represents. The Council will be
1181 mindful that the ~~American Board of Prosthodontics~~ABP is autonomous and
1182 not responsible to the ACP only to the ~~American Dental Association~~
1183 through the Council on Dental Education and Licensure of the American
1184 Dental Association.
- 1185 (b) The Council shall maintain liaison with the American Dental Association
1186 Council on Dental Education and Licensure, the American Board of
1187 Prosthodontics~~and~~, the ~~American College of Prosthodontists~~ACP and the
1188 National Commission on Recognition of Dental Specialties and Certifying
1189 Boards.
- 1190 (c) The Council shall assist the ~~American Board of Prosthodontics~~ABP in such
1191 matters of ~~American Board of Prosthodontics~~ABP activities as they may
1192 identify.~~activity as the American Board of Prosthodontics may identify.~~
1193 The Council may make suggestions relative to: ~~candidate preparation;~~
1194 administration of ~~in~~-in-service training examinations for postdoctoral
1195 students and residents; the accumulation and analysis of data pertaining
1196 to the examination, the candidates, ~~and the~~ certified Diplomates; and any
1197 other areas of general common interest. In order to carry out this activity,
1198 the Council shall meet a minimum of once each year.
- 1199 (d) The Council shall initiate procedures to encourage participation in the
1200 ~~American Board of Prosthodontics~~ABP certification examination by
1201 qualified individuals.

- 1202 (e) The Council shall develop eligibility criteria in conjunction with the
1203 ~~American Board of Prosthodontics~~ABP for prospective nominees to be
1204 considered for election to the ~~American Board of Prosthodontics~~ABP, and
1205 will promulgate these criteria to Diplomates of the ~~American Board of~~
1206 ~~prosthodontics~~ABP.
- 1207 (f) The Council shall be responsible for the annual recruitment of nominations
1208 and personal biographical data in support of prospective nominees for
1209 election to the ~~American Board of Prosthodontics~~ABP. In addition to the
1210 Council's internal recruitment and nomination process, the names of
1211 potential candidates may be submitted by an external nomination process
1212 requiring a petition of support signed by 25 Diplomates. The petition along
1213 with supporting information should be sent to the ~~Executive Director~~Chair
1214 ~~of the Council of the College~~ and then forwarded to the Council for
1215 evaluation. Upon request of the Council, potential candidates must submit
1216 a personal statement of interest to continue in the nomination process.
1217 The Council will select ~~a minimum of two (2) but no more than four (4)~~
1218 candidates for election for each open position who are deemed best
1219 qualified to fill the impending vacancy or vacancies on the ~~American Board~~
1220 ~~of Prosthodontics~~ABP and inform the Central Office of the College of its
1221 selections. If a vacancy occurs before the annual recruitment process, the
1222 President of the ABP will appoint a past examiner to fill the vacancy until
1223 the position is filled by election.
- 1224 (g) All Diplomates of the ~~American Board of Prosthodontics~~ABP are eligible to
1225 vote and will be entitled to one vote. The election shall be by written ballot,
1226 which may be distributed by any method permitted by applicable law. The
1227 nominee receiving the plurality of votes is declared elected. In the event of
1228 a tie vote, a second ballot shall be distributed to resolve the election. The
1229 annual nomination process for Examiner-Elect of the ~~American Board of~~
1230 ~~Prosthodontics~~-ABP will be scheduled based on a timeline agreeable to
1231 the Council for the ~~American Board of Prosthodontics~~ABP, the ~~American~~
1232 ~~Board of Prosthodontics~~ABP and the ~~American College of~~
1233 ~~Prosthodontists~~ACP. Record of the counted ballots shall be retained for a
1234 period of one year and shall be available for examination by members of
1235 the College.
- 1236 (h) The ~~Executive Director~~President of the ~~American Board of~~
1237 ~~Prosthodontics~~ABP and the President of the ~~American College of~~
1238 ~~Prosthodontists~~-ACP shall be notified of the name of the new Examiner-
1239 Elect(s) of the ABP once the candidates have been informed of the
1240 election outcome. The identity of the newly elected member(s) of the ABP
1241 will be distributed to the Diplomates and announced to the American
1242 College of Prosthodontists through appropriate communications.

1243

244 Section 8.8. Annual Report - Council. The Chairperson shall submit a written report
245 to the BOD of the College and the American Board of ProsthodonticsABP annually.

247 ARTICLE IX. ACP EDUCATION FOUNDATION

248 Section 9.1 Statement of Purpose. The American College of Prosthodontists
249 Education Foundation (ACPEF or the “Foundation”) is a non-profit corporation
250 organized for the purpose of promoting the goals of the College which include
251 supporting prosthodontic education, research and patient care to improve dental
252 health. ~~in the United States, in part by dissemination of educational information to the~~
253 ~~general public.~~

254 Section 9.2 Sole Member. The College shall act as the sole member of the
255 Foundation. Action of the College as sole member of the Foundation shall be
256 through the ACP BOD.

~~257 Section 9.3. Foundation Board of Directors. Foundation Board of Directors shall be~~
~~258 the managing body of the Foundation whose actions shall be subject to the review~~
~~259 and approval of the BOD. The Foundation Board of Directors shall consist of not~~
~~260 fewer than eight (8), nor more than thirteen (13) voting members, provided that a~~
~~261 majority of its Directors at any time shall not be serving concurrently on the BOD.~~
~~262 The ACPEF Chair will serve on the BOD as ex officio. Members of the Foundation~~
~~263 Board of Directors need not be members of the College.~~

264 ARTICLE X PROSTHODONTIC FORUM

~~265 Section 10.1 Purpose. The Prosthodontic Forum (the “Forum”) is a consortium of~~
~~266 Member Organizations with special interests in prosthodontics. The mission of the~~
~~267 Forum is to be a vehicle to exchange ideas and concerns with organizations of mutual~~
~~268 interests; to improve patient care, and to communicate propositions from within the~~
~~269 prosthodontic community regarding dental education, research, dental laboratory~~
~~270 technology, and clinical practice. The Forum serves in an advisory capacity to the~~
~~271 ACP in advocacy issues related to the discipline of Prosthodontics. As the principal~~
~~272 sponsor and founding member organization of the Forum, the ACP will exclusively~~
~~273 communicate the Forum’s vision to organized dentistry and the general public.~~

~~274 Section 10.2 Composition. Organizations with special interest in prosthodontics are~~
~~275 eligible to be Member Organizations of the Prosthodontic Forum. There must be a~~
~~276 minimum of three (3) Member Organizations in the Prosthodontic Forum.~~

277
278 ~~Section 10.3 Membership.~~

279 ~~(a) Application Process. The President of an applicant organization will submit~~
280 ~~a letter requesting membership in the Forum to the College President,~~
281 ~~indicating the appropriateness of the organization becoming a Member. Upon~~
282 ~~review by the College BOD, an applicant organization will become a Forum~~
283 ~~Member upon approval by the College BOD.~~

284 ~~(b) Dues. Annual dues for Member Organizations shall be based on direct~~
285 ~~costs of the Prosthodontic Forum and established by the BOD. Such costs will~~
286 ~~include but are not limited to: meeting rooms and food expense; mailings,~~
287 ~~postage, preparation of materials and agenda items provided by the College,~~
288 ~~and At Large Director expenses at BOD meetings. Annual billing will be~~
289 ~~January 1.~~

290 ~~(c) Loss of Membership. Member Organizations, whose annual fees and~~
291 ~~assessments are in arrears on May 1, will automatically be dropped from~~
292 ~~membership.~~

293 ~~(d) Reinstatements. Any Member Organization losing membership due~~
294 ~~to non-payment of dues or voluntarily resignation may be reinstated at any~~
295 ~~time upon payment of dues for that calendar year.~~

296 ~~Section 10.4 Duties of the Prosthodontic Forum.~~

297 ~~(a) The Forum shall appoint one (1) Prosthodontic Forum Director to the College~~
298 ~~BOD. The Prosthodontic Forum Director shall serve as a liaison to the College~~
299 ~~from the Forum, submitting agenda items for consideration and reporting on the~~
300 ~~Forum's activities to the College BOD.~~

301 ~~Section 10.5. Powers of the Prosthodontic Forum.~~

302 ~~(a) The Forum shall provide Member Organizations a mechanism to bring~~
303 ~~pertinent issues to the attention of the College.~~

304 ~~(b) The Forum may bring resolutions to the College BOD. If requested by the~~
305 ~~Forum, a resolution passed by the Forum must be brought to the College BOD.~~

306 ~~(c) The Forum shall participate with the College in formulating policies and~~
307 ~~programs to advance prosthodontics.~~

308 ~~(d) The Forum will be responsible for coordinating activities among its Member~~
309 ~~Organizations.~~

310 ~~(e) Individual members of the Member Organizations of the Forum shall not be~~
311 ~~considered members of the College and shall not be assessed dues.~~

312

313 ~~Section 10.6. Transaction of Business.~~

314 ~~(a) The Prosthodontic Forum shall meet at least once annually.~~

315 ~~(b) The Chairman will be the meeting head officer having been elected to that~~
316 ~~office by his/her fellow Delegates. The Chairman will coordinate the Forum~~
317 ~~meeting activities with the Forum At Large Director.~~

318 ~~(c) Expenses: Travel, lodging and meal expenses of Member Organization~~
319 ~~Delegates to the Forum meeting shall be paid by the respective organizations.~~
320 ~~The College shall pay the expenses of its Officers and Executive Director, as~~
321 ~~well as the on-site meeting costs.~~

322 ~~(d) Representatives. The Prosthodontic Forum will consist of two (2) Delegates~~
323 ~~from each Member Organization. The two Delegates will most appropriately be~~
324 ~~the President and the Executive Director of each organization, but may be any~~
325 ~~two members of the organization's choosing. Delegates to the Forum need not~~
326 ~~be members of the College. The Officers and Executive Director of the College~~
327 ~~will also be participants at the Forum but will not vote. The College Secretary~~
328 ~~will be the Secretary of the Forum.~~

329 ~~(e) Voting. Each Delegate of each Member Organization will have a vote on~~
330 ~~issues brought before the Forum. The representation of a majority of the~~
331 ~~Member Organization shall constitute a quorum for the transaction of business.~~
332 ~~In the event of a tie vote the President of the College shall cast the deciding~~
333 ~~vote.~~

334 ~~Section 10.7. Obligations of the College to the Forum.~~

335 ~~The College shall do the following:~~

336
337 ~~(a) Provide appropriate correspondence to the Member Organizations of the~~
338 ~~Forum;~~

339 ~~(b) In consultation with the Forum Chair, request, compile, provide background~~
340 ~~information for, and arrange an agenda for the Forum meeting;~~

341 ~~(c) Make all local arrangements for the Forum meeting and so notify all Member~~
342 ~~Organizations; and~~

343 ~~(d) Provide the Forum pertinent College information in order to facilitate bi-~~
344 ~~directional information exchange and project development.~~

345 ~~(e) Provide staff support for the Forum.~~

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ARTICLE XI ALLIANCES

~~Section 11.1. Alliances. The College shall have the following alliances: (a) Dental Technician Alliance, (b) Academic Alliance, (c) Global Alliance, (d) Predoctoral Student Alliance, (e) Advanced Program and Graduate Student Alliance, and (f) Dental Technician Student Alliance.~~

~~Section 11.2. Qualifications. The qualifications for each alliance are as follows:~~

~~(a) Dental Technician Alliance. Dental Technician Alliance status shall be limited to those individuals who have successfully completed a formal training program in Dental Technology. This may include but not be limited to: CDT (Certified Dental Technicians), RDT (Registered Dental Technicians), and MDT (Master Dental Technicians) who are sponsored by a member of the College, and have applied for this category and been approved as described in Section 12.3. Alternative qualification is sponsorship by two members.~~

~~(b) Academic Alliance. Individuals whose credentials include a DDS, DMD or PhD and who currently hold an academic teaching appointment within an ADA accredited prosthodontic program or an undergraduate teaching position in the discipline of Prosthodontics may apply for Academic Alliance. Individuals must be instructors spending a minimum of 50% of their time teaching as defined by the institution. Individuals with special circumstances, outside of the qualifications outlined for membership, may request a special action of the Board of Directors. A letter of endorsement from an Active College Member must be provided along with a letter of verification of the applicant's teaching position from the Department Chair or Dean. Individuals that have completed an accredited Advanced Education Program in Prosthodontics are not eligible for membership in the Academic Alliance, but are eligible to become ACP Active members.~~

~~(c) Global Alliance. Individuals who have completed an advanced dental education program in prosthodontics (specialty program) which has not been accredited by the Commission on Dental Accreditation of the American Dental Association and whose permanent residence is outside of the United States shall qualify for the Global Alliance.~~

~~(d) Predoctoral Student Alliance. Individuals who are currently enrolled in a dental program accredited by the Commission on Dental Accreditation of the American Dental Association and are interested in the field of prosthodontics.~~

387 ~~(e) — Advanced Program and Graduate Student Alliance Individuals~~
388 ~~who currently hold a DDS or DMD and are enrolled in an ADA approved~~
389 ~~training program and interested in the field of prosthodontics. Advanced~~
390 ~~Program and Graduate Student Members must also be members of the~~
391 ~~American Student Dental Association (ASDA).~~

392
393 ~~(f) — Dental Technician Student Alliance Individuals who are currently~~
394 ~~enrolled in a formal dental technology training program which is accredited by~~
395 ~~the Commission on Dental Accreditation of the American Dental Association.~~
396

397 ~~Section 11.3.—Application Process. Applicants must complete and submit the~~
398 ~~appropriate application for their specific category, pay the appropriate dues (see~~
399 ~~Section 11.5.), pay an application fee, which is non-refundable, and submit the required~~
400 ~~documentation. At the time of application, applicants must submit written proof of~~
401 ~~their qualifications for the alliance to which they are applying, as described in Section~~
402 ~~12.2. Applications that require validation are reviewed by the Membership and~~
403 ~~Credentials Committee, and then formally approved by the BOD at their next~~
404 ~~meeting.~~

405 ~~Section 11.4.—Privileges. The annual dues shall grant to each individual with alliance~~
406 ~~status the privilege of attending meetings of the College at an alliance registration~~
407 ~~fee that is lower than the non-alliance registration fee and shall cover the~~
408 ~~subscription cost for the *Journal of Prosthodontics*, subscription to the ACP~~
409 ~~*Messenger* newsletter, the ACP Membership Directory, and access to the ACP Web~~
410 ~~site, including any electronic service that may be provided by the College for the~~
411 ~~alliance. Alliance also allows the opportunity to participate in all programs offered~~
412 ~~through the College and to qualify for all negotiated discounted rates on all College~~
413 ~~products, continuing education events, and Annual Session registration. All~~
414 ~~individuals with alliance status will pay registration fees set by the Annual Session~~
415 ~~Committee and approved by the Board of Directors.~~

416
417 ~~Section 11.5.—Dues. The full annual dues for alliance status shall be set by the Board~~
418 ~~of Directors. Annual alliance dues collection shall work on the fiscal year. The money~~
419 ~~so collected shall be the property of the College.~~

420 ~~New alliance applicants who apply between January 1 and June 30 will pay a full~~
421 ~~year's dues. Applicants who apply between July 1 and December 31 will pay for one-~~
422 ~~half (1/2) a year's dues for that initial year only.~~

423 ~~All individuals with alliance status (including newly approved applicants) shall be~~
424 ~~billed for their annual dues by December 1 of each year. All alliance individuals whose~~
425 ~~annual dues have not been paid by January 1 of the following year shall be notified of~~
426 ~~their delinquency. Alliance individuals whose annual dues have not been paid by~~
427 ~~March 1 shall be notified of their continued delinquency and charged a delinquency~~
428 ~~fee. The postmark on return mail shall determine the date dues are paid.~~

429 ~~Section 11.6.—Loss of Alliance Status. Individuals with alliance status whose annual~~
430 ~~dues and assessments, if any, have not been paid by May 1 shall be automatically~~
431 ~~dropped from alliance status in the College.~~

432 ~~Any individual’s alliance status may be revoked upon the BOD finding of the~~
433 ~~following: (a) such individual has failed to maintain his/her qualification for alliance~~
434 ~~status or has failed to abide by the policies of the College; (b) such individual has~~
435 ~~failed to cure his/her alliance status deficiency or action in violation of the policies of~~
436 ~~the College within a reasonable time; and (c) the BOD has voted by a two thirds (2/3)~~
437 ~~vote to revoke alliance status of such individual.~~

438 ~~Section 11.7.—Reinstatements. Any individual who has been dropped from alliance~~
439 ~~status for non-payment of dues may be reinstated at any time upon payment of a~~
440 ~~reinstatement fee and full dues for the current calendar year. The Executive Director~~
441 ~~is empowered to reinstate delinquent individuals who did not receive notification of~~
442 ~~delinquency. Such individuals shall not be required to pay delinquency and~~
443 ~~reinstatement fees.~~

444 ~~Section 11.8.—Extension. The BOD is empowered to extend the time for the payment~~
445 ~~of dues in cases where an individual with alliance status is unable to pay dues for~~
446 ~~reasons of a serious nature.~~

447

448 ~~ARTICLE X.H_~~ PARLIAMENTARY AUTHORITY

449 ~~Section 1210.1 -Parliamentary Authority. The parliamentary authority of the College~~
450 ~~shall be the current edition of “~~Sturgis-The~~ Standard Code of Parliamentary~~
451 ~~Procedure.” It shall govern the conduct of meetings of the College in all cases to~~
452 ~~which they are applicable except where they are inconsistent with these Bylaws and~~
453 ~~any special rules the College may adopt. A Certified or Registered parliamentarian~~
454 ~~may be retained to assist in the conduct of BOD meetings and the Annual Session.~~

455 ~~ARTICLE XI.H_~~ AMENDMENT OF BYLAWS AND POLICIES

456 ~~Section 1311.1 Amending the Bylaws and Policies. The Bylaws may contain any~~
457 ~~provision for the regulation and management of the affairs of the College not~~
458 ~~inconsistent with the Articles of Incorporation of the College and applicable law.~~
459 ~~Proposed amendments to the College Bylaws and Policies shall be presented to the~~
460 ~~Judicial Committee for review. The Judicial Committee shall, in turn, propose an~~
461 ~~amendment to the BOD. Upon approval by the BOD, the BOD shall announce~~
462 ~~proposed bylaws amendments to the membership at least 60 days in advance of a~~
463 ~~vote to Active Members, Active Fellows, International Members, International~~
464 ~~Fellows and Resident/Graduate Students eligible voting members. The vote shall be~~
465 ~~by written ballot, which may be distributed by any method permitted by applicable~~
466 ~~law. The amendments may be adopted by a majority vote of ~~the Active Members,~~~~
467 ~~Active Fellows, International Members, International Fellows and~~
468 ~~Resident/Graduate Students eligible voting members casting ballots. A minimum~~

1469 number of ballots shall be 10% of the ~~Active Members, Active Fellows, International~~
1470 ~~Members, International Fellows and Resident/Graduate Students~~eligible voting
1471 ~~members.~~

1472 ~~ARTICLE XIV~~XII. CONFLICTS OR DUALITY OF INTEREST

1473 Section ~~1412~~12.1. Statement of General Policy. The BOD shall adopt a conflict of
1474 interest policy addressing possible duality of interest and possible conflicts on the
1475 part of the College's Directors, Officers, Committee Members with BOD delegated
1476 power, agents and employees of the College, as necessary, to comply with
1477 applicable state and federal law.

1478
1479 ~~ARTICLE XV~~XIII. INDEMNIFICATION

1480 Section ~~1513~~13.1 Basic Indemnification.

1481 (a) The College shall, to the fullest extent to which it is empowered to do so by,
1482 and in accordance with the requirements of the Act or any other applicable laws
1483 as may from time to time be in effect, indemnify any person who was or is a
1484 party, or is threatened to be made a party to any threatened, pending, or
1485 completed action, suit, or proceeding, whether civil, criminal, administrative, or
1486 investigative (other than an action by or in the right of the College) by reason of
1487 the fact that the party is or was a Director, Officer, employee, committee
1488 member, or agent of the College (including the Executive Director so long as the
1489 position of Executive Director is classified as an independent contractor), or is
1490 or was serving at the written request of the College as a Director, Officer,
1491 employee, committee member, or agent of another corporation, partnership,
1492 joint venture, trust, employee benefit plan or other enterprise in which it is a
1493 corporate member or owns shares of capital stock or of which it is a creditor
1494 against expenses (including attorneys' fees), judgments, fines, and amounts paid
1495 in settlement actually and reasonably incurred by the party in connection with
1496 such action, suit, or proceeding if the party acted in good faith and in a manner
1497 the party reasonably believed to be in, or not opposed to, the best interests of
1498 the College, and, with respect to any criminal action or proceeding, had no
1499 reasonable cause to believe the party's conduct was unlawful.

1500 (b) The termination of any action, suit, or proceeding by judgment, order,
1501 settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall
1502 not, of itself, create a presumption that the party did not act in good faith and in
1503 a manner which the party reasonably believed to be in or not opposed to the
1504 best interests of the College or, with respect to any criminal action or
1505 proceeding, had reasonable cause to believe that the party's conduct was
1506 unlawful.

1507 (c) It is intended that the scope of this Article shall at all times be as extensive as
1508 that allowed by the applicable statutes of the State of Illinois, as amended from
1509 time to time.

510 ~~Section 15.2 Actions by or in the Right of the College:~~

511 ~~(a) The College shall indemnify any person who was or is a party or is~~
512 ~~threatened to be made a party to any threatened, pending, or completed action~~
513 ~~or suit by or in the right of the College to procure a judgment in its favor by~~
514 ~~reason of the fact that the party is or was a Director, Officer, employee,~~
515 ~~committee member, or agent of the College, including but not limited to the~~
516 ~~Executive Director so long as the position of Executive Director is classified as~~
517 ~~an independent contractor, or is or was serving at the request of the College as~~
518 ~~a Director, Officer, employee, committee member, or agent of another~~
519 ~~corporation, partnership, joint venture, trust or other enterprise in which it is a~~
520 ~~corporate member or owns shares of capital stock or of which it is a creditor,~~
521 ~~against expenses (including attorneys' fees) actually and reasonably incurred by~~
522 ~~the party in connection with the defense or settlement of such action or suit if~~
523 ~~the party acted in good faith and in a manner the party reasonably believed to~~
524 ~~be in or not opposed to the best interests of the College.~~

525 ~~(b) The College shall not indemnify any person with respect to any matter where~~
526 ~~the party is adjudged to be liable for negligence or misconduct in the~~
527 ~~performance of the party's duty to the College unless and only to the extent~~
528 ~~that the court shall determine that, despite the finding of liability but in view of~~
529 ~~all circumstances of the case, such party is fairly and reasonably entitled to~~
530 ~~indemnity for such expenses which such court shall deem proper.~~

531 ~~Section 15.3 Indemnification When Successful on the Merits. To the extent that a~~
532 ~~Director, Officer, employee, committee member, or agent of the College has been~~
533 ~~successful on the merits or otherwise, in defense of any action, suit, or proceeding~~
534 ~~referred to in Sections 15.1 and 15.2 or in defense of any claim, issue, or matter therein,~~
535 ~~the party shall be indemnified against expenses (including attorneys' fee) actually~~
536 ~~and reasonably incurred by the party in connection therewith; provided, however,~~
537 ~~nothing contained in this Section shall limit the ability of the College to provide~~
538 ~~indemnity, including costs of counsel, as provided elsewhere in these Bylaws.~~

539 ~~Section 15.4 Appropriate Authorization for Payment of Indemnification. Any~~
540 ~~indemnification under Sections 15.1 and 15.2 (unless ordered by a court) shall be~~
541 ~~made by the College only as authorized in the specific case upon a determination~~
542 ~~that the indemnification of the indemnified party is proper in the circumstances~~
543 ~~because the party has met the applicable standards of conduct set forth in Section~~
544 ~~15.1 or Section 15.2. Such determination shall be made:~~

545 ~~(a) By the BOD by a majority vote of a quorum consisting of Directors who were~~
546 ~~not parties to such action, suit, or proceeding; or~~

547 (b) If a quorum is not obtainable, or even if obtainable, if a quorum of
548 disinterested Directors so directs, by independent legal counsel in a written
549 opinion.

550 ~~Section 15.5—Payment in Advance of Final Disposition. Expenses (including~~
551 ~~attorneys’ fees) incurred in defending a civil action, suit, or proceeding may be paid~~
552 ~~by the College in advance of the final disposition of such action, suit, or proceeding~~
553 ~~as authorized in the manner provided in Section 15.4 upon receipt of a written~~
554 ~~promise by or on behalf of a Director, Officer, employee, committee member, or~~
555 ~~agent of the College that he or she will repay such amount unless it shall ultimately~~
556 ~~be determined that such person is entitled to be indemnified by the College.~~

557 ~~Section 15.6—Nonexclusivity of Indemnification Rights. The indemnification~~
558 ~~provided by this Article shall not be deemed exclusive of any other rights to which~~
559 ~~those indemnified may be entitled under any Bylaw, agreement, vote of the~~
560 ~~disinterested Directors, or otherwise, both as to action in the party’s official capacity~~
561 ~~and as to action in another capacity while holding such office, and shall continue as~~
562 ~~to a party who has ceased to be a Director, Officer, employee, committee member, or~~
563 ~~agent and shall inure to the benefit of the heirs, executors, or administrators of such a~~
564 ~~party.~~

565 ~~Section 15.7—Purchase of Director and Officer Liability Insurance. The College~~
566 ~~may purchase and maintain insurance on behalf of any party who is or was a Director~~
567 ~~or Officer, employee, committee member, or agent of the College, or who is or was~~
568 ~~serving at the request of the College as a Director, Officer, employee, committee~~
569 ~~member, or agent of another corporation, partnership, joint venture, trust, or other~~
570 ~~enterprise, against any liability asserted against such party and incurred by such~~
571 ~~party in any such capacity, or arising out of the party’s status as such, whether or not~~
572 ~~the College would have the power to indemnify such party against such liability under~~
573 ~~the provisions of this Article.~~

574 ~~Section 15.8 Definitions. For the purposes of this Article, the following terms are~~
575 ~~defined as follows:~~

576 (a) References to “the College” shall include, in addition to the surviving
577 corporation, any merging corporation (including any corporation having merged
578 with a merging corporation) absorbed in a merger which, if its separate
579 existence had continued, would have had the power and authority to indemnify
580 its Directors, Officers, employees, committee members, or agents so that any
581 party who was a Director, Officer, employee, committee member, or agent of
582 such merging corporation, or was serving at the request of such merging
583 corporation as a Director, Officer, employee, committee member, or agent of
584 another corporation, partnership, joint venture, trust, or other enterprise, shall
585 stand in the same position under the provisions of this Article with respect to the
586 surviving corporation as such party would have with respect to such merging
587 corporation if its separate existence had continued.

588 ~~(b) References to “other enterprises” shall include employee benefit plans.~~

589 ~~(c) References to “fines” shall include any excise taxes assessed on a party with~~
590 ~~respect to an employee benefit plan.~~

591 ~~(d) References to “serving at the request of the College” shall include any~~
592 ~~service as a Director, Officer, employee, committee member, or agent of the~~
593 ~~College which imposes duties on, or involves services by such Director, Officer,~~
594 ~~employee, committee member, or agent with respect to an employee benefit~~
595 ~~plan, its participants, or its beneficiaries. A party who acted in good faith and in~~
596 ~~a manner the party reasonably believed to be in the best interest of the~~
597 ~~participants and beneficiaries of an employee benefit plan shall be deemed to~~
598 ~~have acted in a manner “not opposed to the best interests of the College” as~~
599 ~~referred to in this Article.~~

600 ~~ARTICLE XVI. DISSOLUTION~~

601 ~~Section 16.1. Dissolution. Upon dissolution of the College, the BOD shall, after paying~~
602 ~~or making provision for the payment of all of the liabilities of the College, shall~~
603 ~~distribute all of the assets of the College to such organization or organizations~~
604 ~~organized and operated exclusively for purposes similar to those for which this~~
605 ~~College is organized and only to such organizations which are exempt from federal~~
606 ~~income taxation under Section 501 of the Code.~~

608 ~~ARTICLE XVII. STATEMENT OF NONDISCRIMINATION~~

609 ~~Section 17.1. Statement of Nondiscrimination. Neither the College, nor its Officers,~~
610 ~~Directors, or staff shall discriminate in the recruitment of volunteer, employment of~~
611 ~~staff, provisions of services, or action in relationships on the basis of age, race, color,~~
612 ~~religion, national origin, gender, physical or mental disability, or other non job-related~~
613 ~~criteria. All references in these Bylaws to gender shall mean he or she, his or her.~~

614 ~~ARTICLE XIV. III. COMPLIANCE WITH ANTITRUST LAWS~~

615 ~~Section 18.1. College Policy. It is the policy of the College to comply strictly with~~
616 ~~the letter and spirit of all federal, state, and applicable international trade~~
617 ~~regulations and antitrust laws. Any activities of the College or College-related~~
618 ~~actions of its staff, Officers, Directors, or members which violate these regulations~~
619 ~~and laws are detrimental to the interests of the College and are unequivocally~~
620 ~~contrary to College Policy.~~

621 ~~Section 18.2. Implementation. Implementation of the antitrust compliance policy of~~
622 ~~the College shall include, but shall not be limited to, the following:~~

623 ~~(a) All College activities or discussions shall be avoided which might be~~
624 ~~construed as tending to: (1) raise, lower, or stabilize prices; (2) regulate~~
625 ~~production; (3) allocate markets; (4) encourage boycotts; (5) foster unfair trade~~
626 ~~practices; (6) assist in monopolization, or in any way violate federal, state or~~
627 ~~applicable international trade regulations and antitrust laws.~~

628 ~~(b) No Officer, Director, Employee or member of the College shall make any~~
629 ~~representation in public or in private, orally or in writing, which states, or~~
630 ~~appears to state, an official policy or position of the College without specific~~
631 ~~authorization to do so.~~

632 ~~(c) Officers, Directors, Employees or Members who participate in conduct which the BOD, by~~
633 ~~a two thirds (2/3) majority vote, determines to be contrary to the College antitrust~~
634 ~~compliance policy shall be subject to disciplinary measures up to, and including, termination.~~

635 ARTICLE XV. DISSOLUTION

636 Section 15.1. Dissolution. Upon dissolution of the College, the BOD shall, after paying
637 or making provision for the payment of all of the liabilities of the College, shall
638 distribute all of the assets of the College to such organization or organizations
639 organized and operated exclusively for purposes similar to those for which this
640 College is organized and only to such organizations which are exempt from federal
641 income taxation under Section 501(c)(6) or 501(c)(3) of the Code.

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