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

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

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

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

ARTICLE III. MEMBERSHIP

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

(a) Active Member;
(b) Active Fellow;
(c) Active Life Member;
(d) Retired Life Member;
(e) Resident Member;
(f) Honorary Member;
(g) International Member;
(h) International Fellow.

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

(a) Active Membership. Individuals who have completed an advanced dental education program in prosthodontics which has been accredited by the Commission on Dental Accreditation of the American Dental Association shall qualify for Active Membership. These members shall pay full dues and receive full benefits and privileges. These members will be allowed to vote and to hold office.
(b) **Active Fellowship.** Individuals who meet the qualification for Active Membership and are Diplomates of the American Board of Prosthodontics holding a current annual certificate shall qualify for Active Fellowship. These members will pay full dues and receive full benefits and privileges. These members will be allowed to vote and to hold office.

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

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

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

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

(g) **International Membership.** Individuals who meet the qualifications for Active Membership and whose permanent residence is outside the United States shall qualify for International Membership. These members would pay
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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).
Section 3.3. Application Process. Applicants must submit a complete 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. 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 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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Section 3.6. Privileges. Members shall receive an annual report, including the audited financial statement, on the state of the College from the Board of Directors. A dues paying member shall have the privilege of attending meetings of the College at a member registration fee that is lower than the non-member registration fee and shall receive the Journal of Prosthodontics, with the exception of Retired Life Membership and Honorary Membership who do not receive the Journal of Prosthodontics. Dues paying members also receive The ACP Messenger and the ACP Annual Membership Directory and access to Members Only pages on the College website. Active Members, Active Fellows, Active Life Membership, International Members, International Fellows, and Residents are eligible voting members. Registration fees shall be set by the Annual Session Committee and approved by the BOD.

Section 3.7. Loss of Membership.

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

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

Section 3.8. Reinstatements.

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

(b) Action by the Executive Director. The Executive Director is empowered to reinstate an individual who lost his/her membership because of non-payment of membership dues if such individuals did not receive notification of delinquency. Such individuals shall not be required to pay delinquency and reinstatement fees.
Section 3.9. Extension. The BOD shall be empowered to extend the time for the payment of dues in cases where a member is unable to pay dues for reasons of a serious nature.

ARTICLE IV. OFFICERS

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

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

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

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

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

(b) Election Procedure. Nominations for Vice-President, Secretary, and Treasurer positions may be received from any member entitled to vote and must be received in writing by the Chairman of the Nominating Committee according to the schedule determined by the Board of Directors and announced to the Membership. The Nominating Committee will put forth not more than three (3) candidates for each of the above referenced positions from among the nominees. Additional candidates will be included on the ballot if written petitions for such candidates are signed by 100 or more eligible voting members and are received by the College at least 30 days prior to the date fixed for distribution of the ballots. The election shall be by written ballot, which may be distributed by any method permitted by applicable law. The Nominating Committee will provide a biosketch, and letter of intent describing the candidates’ qualifications, for distribution to the eligible ACP voting members with the ballots.
Section 4.5. **Vacancies**. Should the President of the College be unable to perform his/her duties, the position shall be filled by the President-Elect for the remainder of the unexpired term of office, at which time the President-Elect shall, by normal succession, fill the office. Should the President-Elect be unable to complete of fulfill his/her office, the Vice-President shall assume the President-Elect's duties for the remainder of the unexpired term of office, at which time the Vice-President shall, by normal succession, fill the office of President-Elect and the office of Vice-President shall remain vacant until the next election. Should the Vice President, Secretary, or Treasurer be unable to fulfill their terms of office, the President, with approval from the BOD, shall appoint a Director to serve in the vacant position for the remaining portion of the term. In the event that there is no Director available to fill such a position, the office shall remain vacant and the additional duties assumed by the remaining Officers until positions are filled by election.

Section 4.6. **President**. The President shall:

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

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

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

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

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

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

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

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

(b) Ensure complete familiarity with the duties of the office of the President by conscientious study and by close liaison and cooperation with the President;
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(c) Assure that the standing committees of the College and such special committees are properly appointed and instructed; and Serve as Editor in Chief of The ACP Messenger by being responsible for publishing The ACP Messenger which shall contain timely information concerning the College, the membership, and other materials as the Editor-in-Chief may deem; and

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

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

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

Section 4.8. Vice President. The Vice President shall:

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

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

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

Section 4.9. Secretary. The Secretary shall:

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

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

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

(eg) 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 Session annually; 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
(e) Executive Director. The Executive Director shall be appointed by, directed by, and responsible to the Board of Directors. In addition to all other duties delineated in these Bylaws, the Executive Director shall hire, promote, and terminate all other personnel employed by the College and determine salary adjustments within the College’s annual budget. The Executive Director also shall recommend to the Board of Directors the site of the Central Office and the equipment, insurance, and materials necessary to carry on the business of the College.

(f) 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.

ARTICLE V. BOARD OF DIRECTORS

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

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

Section 5.3. Qualifications. All Directors of the College must be Active Members or Active Fellows for the term of their office.
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(a) By Position. Ten (10) individuals shall be members of the Board by virtue of either their election as an Officer of the College (see Article IV), or their position or affiliation with the College:

1) President
2) President-Elect
3) Vice President
4) Secretary
5) Treasurer
6) Immediate Past-President
7) Chair, ACP Education Foundation
8) Vice Chair, ACP Education Foundation
9) Editor-in-Chief, Journal of Prosthodontics
10) Executive Director

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

11) Region 1 - Northeast
12) Region 2 - Eastern
13) Region 3 - Central
14) Region 4 - Rockies/Plains
15) Region 5 - Pacific
16) Region 6 - Federal Services
17) Region 7 - International

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

18) Education and Research
19) Prosthodontic Practice and Patient Care
20) Public Relations & Communications
21) Continuing Education
22) Maxillofacial Prosthetics
23) Prosthodontic Forum

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

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

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

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

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

(b) Regional Membership Director. Regional, International, and Federal Services Membership Directors will serve on the BOD. The Federal Services Regional Membership Director will rotate among the branches of military services. All elected Regional Membership Directors shall serve a three (3) year term. The Regional Membership Directors may be elected to a maximum of six (6) years. The five (5) Regional Membership Directors shall be elected as described in Section 5.10 and 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.

The Federal Services Regional Membership Director will rotate among the services and qualified candidates will be approved by the BOD. 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 5.7. 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
They shall not accept any favor that might adversely or improperly influence
their actions affecting the College or its members. They shall not use their position,
or knowledge gained there from, so that a conflict might arise between the College’s
interest and that of the individual. The duties of the BOD shall include, but not be
limited to, the following:

(a) □ Recommend amendments to the Articles of Incorporation and
Bylaws of the College to the membership;

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

(c) □ Employ, discharge and determine the compensation of the
Executive Director;

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

(e) □ Provide guidelines and direction to govern the Treasurer’s custody,
investment, and disbursement of the College funds;

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

(g) □ Oversee the Finance and Audit Committee’s preparation of an
annual budget;

(h) □ Establish and approve the budget annually;

(i) □ Review reports of Division Directors and committees;

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

(k) □ Certify and revoke Section designations;

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

(m) □ Approve Membership Organizations for consideration in the
Prosthodontic Forum;

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

Establish policies.
Section 5.9. Section 5.8.

Transaction of Business.

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

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

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

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

(e) Notice of Meeting. Written notice of all BOD meetings shall be mailed by first class mail, or electric means at least seven (7) days before the date of the meeting, which notice shall, in the case of special meetings, state generally the nature of the business to be taken up at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed properly addressed envelope, first class, postage prepaid. If sent by electronic means, such notice shall be considered delivered when transmitted, delivered by private courier, delivered by facsimile or other electronic means, or delivered personally to the last known address of each Director at least ten days before the date of the meeting, which notice shall, in the case of special meetings, state generally the nature of the business to be taken up at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed properly addressed envelope, first class, postage prepaid. If sent by courier, such notice shall be considered to be delivered when placed in the hands of the courier in a sealed, properly addressed envelope. If sent by facsimile or other electronic means, such notice shall be considered to be delivered when transmitted.
Waiver of Notice. Notice of the time, place and purpose of any meeting of the Directors may be waived by telegram, cablegram, facsimile or other electronic means, or other writing, either before or after such meeting has been held. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute waiver of notice of such meeting.

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

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

Section 5.10: Section 5.9. Standing Committees of the Board.

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

(b) Finance and Audit Committee. The Finance and Audit Committee shall consist of six (6) members; Treasurer (Chair), President, President-Elect, Vice President, Continuing Education Division Director, Private Practice Committee Chair, Immediate Past President and Executive Director (ex-officio without vote). It shall be the duty of this committee to assist the BOD in fulfilling its financial oversight responsibilities including: assuring the integrity of the College’s financial accounting processes and internal controls, independent financial audit, and tax filings; reviewing revenues and expenditures, balance sheet, investments and other matters related to the College’s financial condition; and formulating the annual budget based on BOD approved strategic and operational plans and submitting the budget to the BOD for approval.
(c) **Nominating Committee.** The Immediate Past President shall serve as the chair. The Nominating committee shall consist of seven (7) members. The Committee consists of nine (9) Active Members or Active Fellows: Immediate Past-President (Chair and will appoint the Committee members), the President Elect, one member of the BOD, ACPEF Vice Chair, two (2) ACPEF Directors (selected by the ACPEF Chair), and three (3) and four (4) members not on the BOD from among the current eligible ACP voting members of which three (3) two (2) have served as recent Section Officers.

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

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

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

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

(e) **Judicial Committee.** The Judicial Committee shall be composed Composed of four (4) Five (5) Active Members or Fellows including the Secretary of the College and the Secretary of the ACPEF, as consultant. It shall be the duty of this committee to continually review the Bylaws of the College, and make such suggestions for amendment as are necessary to increase the efficiency of the College. The Committee shall consider all proposed amendments to the Bylaws and Policies and shall submit them with recommendations to the BOD. In addition, it shall be the duty of this committee to review the ethical conduct of members when the Judicial Committee receives information that an ethical violation may have occurred. The Judicial Committee shall determine on a case-by-case basis whether a violation of the ACP Code of Ethics has occurred. ADA Principles of Ethics.
and Code of Personal Conduct and Judicial Procedure has occurred. It shall also be the duty of the Judicial Committee to periodically revise the Peer Review Manual and the Peer Review Evaluation Agreement with approval from the BOD, to comply with the individual state requirements, to confirm to changes in the peer review environment and to provide training for College members in peer review procedures. The committee shall make recommendations to the BOD.

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

ARTICLE VI. DIVISIONS AND COMMITTEES

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

Committees within the Division Structure. The following fourteen (14) committees shall be committees within the Division structure:
Proposed Bylaws Amendments, July 29, September 30 2019

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

(i) Predoctoral Education Committee

(ii) Postdoctoral Education Committee

(iii) Science and New Technology Committee

Research Committee

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

(vi) Membership and Credentials Committee

(vii) Residents/Fellows Committee

(viii) New Prosthodontists Committee

(ix) Dental Technician Alliance Committee

(c) Prosthodontic Practice and Patient Care Division. Develop all resource material for ACP members specifically addressing clinical patient care and the specialty practice; monitor and provide recommendations that will improve evidence based prevention and intervention patient care; propose methods to improve oral health literacy, community oral health advocacy, and access to oral care including special needs patients; improve
the standard of prosthodontic treatment, and develop strategies that will facilitate the delivery of optimal prosthodontic care.

(x) Scope of Practice Committee

(xi) Private Practice Committee

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

(xiii) Public Relations Committee

(xiv) Membership Communications Committee

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

(xv) Annual Session Committee

(xvi) Continuing Education Committee

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

(g) Prosthodontic Forum Division. Promote the exchange of ideas and concerns with organizations of mutual interests; improve patient care; and communicate propositions from within the prosthodontic community regarding dental education, research, dental laboratory technology.
and clinical practice. Organizations with special interest in prosthodontics are eligible to be Member Organizations of the Prosthodontic Forum.

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

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

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

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

(d) Public Relations and Communication Division (PRCD). The goal of this division is to promote and communicate the specialty of Prosthodontics; including the development and maintenance of projects that educate the
profession, other healthcare professional organizations, industry, and the
general public by enabling the awareness and value of the specialty of
Prosthodontology and safeguarding the public interests.

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

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

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Section 6.3. Duties and Responsibilities of Prosthodontic Forum Director.

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

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

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

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Section 6.6. Committee Procedures. Each committee shall report to the BOD
concerning all matters upon which it has acted. Unless otherwise stated in these
bylaws, each committee shall meet at least annually. Reasonable notice of the
meetings of any committee shall be given to the members thereof and to the
appropriate Division Director who shall have the right to attend and participate in the
deliberations of the committee. The BOD may from time to time establish policies
concerning committee procedures and operations, which policies shall be consistent
with these Bylaws.

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

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

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

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

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

(d) Research Committee. It shall be duty of this committee to stimulate,
promote, and evaluate prosthodontic research determine areas where more
research is needed; report its findings and make recommendations to the
BOD, foster the application of Evidence Based Dentistry (EBD) in College sponsored research and educational activities.

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

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

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

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

(i) Scope of Practice Committee. It shall be the duty of this committee to receive information about interdisciplinary Prosthodontic care delivery by all dentists; clinical practices, technologies, and emerging trends from the Science and Technology Committee; serve as a clearinghouse of information for special interest areas such as assess to care, implantology, aesthetics,
surgery adjuvant to prosthodontics, sleep apnea, TMD, etc.; and develop
methods to disseminate information about the private practice of
prosthodontics to the membership.

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

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

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

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

(n) Continuing Education Committee. The CPE Division Director will be the
designated Chair of this committee. It shall be the duty of this committee to
develop, organize, promote, conduct and evaluate educational programs
designated to support the discipline and specialty of Prosthodontics and to
attract diverse target audiences; develop and offer programs in a variety of
formats, such as internet sites, print, etc.; ensure that the College continuing
education activities are accredited by the ADA, CERP, and other relevant
professional education accreditation authorities.
Section 7.8 Committee Procedures. Each committee shall report to the BOD concerning all matters upon which it has acted. Unless otherwise stated in these bylaws, each committee shall meet at least annually. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the President, who shall have the right to attend and participate in the deliberations of the committee. The President or the committee chair may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee. A simple majority of the members of each committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of any committee present in person at a meeting at which a quorum is present shall be the action of the committee. Committee members may not establish a quorum by proxy. Unless otherwise provided in these Bylaws, each committee may operate through the establishment of one or more subcommittees to be composed of such members of the committee and to have such duties and responsibilities as shall be delegated to the subcommittee by the committee, and each committee may adopt rules for its own operations and for the operations of its subcommittees not inconsistent with these Bylaws. In addition, the committee may meet by means of a conference by telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute presence in person at such meeting. The BOD may from time to time establish policies concerning committee procedures and operations, which policies shall be consistent with these Bylaws.

ARTICLE VII. SECTIONS AND REGIONS

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

Section 7.2. Qualification for Section Designation. Sections-in-formation organized exclusively for purposes conforming to the College’s defined purposes may apply to the BOD for Section designation. The BOD shall have the duty of certifying or revoking that a Section be established. Each Section shall agree to operate according to the direction of the BOD and to comply with and be bound by the Bylaws, policies and applicable standards of the Sections of the College as amended from time to time. Members may form more than one Section in a state when there are a significant number of members located away from a current established Section. Sections are responsible for all Illinois incorporation fees. Only one Section may be established in each of the fifty states, the District of Columbia, and each country outside of the United States.
Section 7.3. **Section Chapters.** Sections may form chapters as they see fit to facilitate meetings between members in different geographic regions of a state, or country; however, the boundaries and regulation of these chapters shall be determined by each Section’s Bylaws, and the College shall recognize only one Section and its officers for purposes of communication with the College.

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

Section 7.5. **Certifications Revocation.** The College shall review a Section’s qualification for Section designation annually.

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

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

Section 7.6. **Dues.** Each Section’s members must pay dues, if any, as determined by the Section to participate in its activities. A member in good standing that elects to not pay section dues may attend activities and pay non-section member fees.
Section 7.7. Officers. A President, Vice President, Secretary and Treasurer shall be elected from the members in good standing with the exception of Resident/Graduate Student Membership of each Section to assume such duties as those conventionally associated with the office and not in conflict with the Bylaws of the College. Officers shall be subject to the BOD for conduct of affairs and activities of the College in their Section. The officers shall be elected and the names filed with the Central Office annually.

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

Section 7.9. Relationship to the College.

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

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

Section 5.10. Sections Geographic Grouping and Director Election

Sections will be grouped into geographical regions of the United States, known as the Northeast Region, the Eastern Region, the Central Region, the Rockies/Plains Region, and the Pacific Region. The International Region will have Sections outside of the United States and the Federal Services region will have members active in the military or Veterans Administration. The Composition of the Regions may be reassessed by the BOD periodically. Each Region shall elect a representative Regional Membership Director. The Regional Membership Directors shall serve on the Board of Directors of the College. The Sections will be grouped into five (5) geographical Regions of the United States, known as the Northeast Region, the Eastern Region, the Central Region, the Rockies/Plains Region, and the Pacific Region. The Composition of the Regions may be reassessed by the BOD every five (5) years. Each of the five (5) Regions shall elect a representative Regional Membership Director. The five (5) Regional Membership Directors shall serve on the Board of Directors of the College. The election of the Regional Membership Directors will be conducted as described according to the process defined in Section 4.4 (b) of the Bylaws. The individual receiving the plurality of votes will be elected as the Regional Membership Director. The Regional Membership Directors serve an initial term of two years and may be re-elected for a second two year term. Terms commence at the 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.
Section 8.5. Vacancy on the Council (ABP). In the event a member resigns or withdraws for personal/professional reasons the ACP President shall appoint in consultation with the Executive Committee a replacement **who meets the qualifications set forth in Section 8.2** to serve the remainder of that term. At the completion of that term, if the Council member is still willing and eligible to serve a second term, they may be placed on the ballot by the Nominating Committee to serve one additional four (4) year term.

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

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

(a) The Council serves the interests of the **American Board of Prosthodontics ABP** and the specialty it represents. The Council will be mindful that the **American Board of Prosthodontics ABP** is autonomous and **not responsible to the ACP only to the American Dental Association through the Council on Dental Education and Licensure of the American Dental Association**.

(b) The Council shall maintain liaison with the American Dental Association Council on Dental Education and Licensure, the American Board of Prosthodontics and the **American College of Prosthodontists ACP and the National Commission on Recognition of Dental Specialties and Certifying Boards**.

(c) The Council shall assist the **American Board of Prosthodontics ABP** in such matters of **American Board of Prosthodontics ABP activities as they may identify**, activity as the American Board of Prosthodontics may identify. The Council may make suggestions relative to: candidate preparation; administration of **in-service** training examinations for postdoctoral students and residents; the accumulation and analysis of data pertaining to the examination, the candidates, and the certified Diplomates; and any other areas of general common interest. In order to carry out this activity, the Council shall meet a minimum of once each year.

(d) The Council shall initiate procedures to encourage participation in the **American Board of Prosthodontics ABP** certification examination by qualified individuals.
(e) The Council shall develop eligibility criteria in conjunction with the American Board of Prosthodontics (ABP) for prospective nominees to be considered for election to the American Board of Prosthodontics (ABP), and will promulgate these criteria to Diplomates of the American Board of Prosthodontics (ABP).

(f) The Council shall be responsible for the annual recruitment of nominations and personal biographical data in support of prospective nominees for election to the American Board of Prosthodontics (ABP). In addition to the Council’s internal recruitment and nomination process, the names of potential candidates may be submitted by an external nomination process requiring a petition of support signed by 25 Diplomates. The petition along with supporting information should be sent to the Executive Director/Chair of the Council of the College and then forwarded to the Council for evaluation. Upon request of the Council, potential candidates must submit a personal statement of interest to continue in the nomination process. The Council will select a minimum of two (2) but no more than four (4) candidates for election for each open position who are deemed best qualified to fill the impending vacancy or vacancies on the American Board of Prosthodontics (ABP) and inform the Central Office of the College of its selections. If a vacancy occurs before the annual recruitment process, the President of the ABP will appoint a past examiner to fill the vacancy until the position is filled by election.

(g) All Diplomates of the American Board of Prosthodontics (ABP) are eligible to vote and will be entitled to one vote. The election shall be by written ballot, which may be distributed by any method permitted by applicable law. The nominee receiving the plurality of votes is declared elected. In the event of a tie vote, a second ballot shall be distributed to resolve the election. The annual nomination process for Examiner-Elect of the American Board of Prosthodontics (ABP) will be scheduled based on a timeline agreeable to the Council for the American Board of Prosthodontics (ABP), the American Board of Prosthodontists (ACP) and the American College of Prosthodontists (ACP). Record of the counted ballots shall be retained for a period of one year and shall be available for examination by members of the College.

(h) The Executive Director/President of the American Board of Prosthodontics (ABP) and the President of the American College of Prosthodontists (ACP) shall be notified of the name of the new Examiner-Elect(s) of the ABP once the candidates have been informed of the election outcome. The identity of the newly elected member(s) of the ABP will be distributed to the Diplomates and announced to the American College of Prosthodontists through appropriate communications.
Section 8.8. Annual Report - Council. The Chairperson shall submit a written report to the BOD of the College and the American Board of Prosthodontics (ABP) annually.

ARTICLE IX. ACP EDUCATION FOUNDATION

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

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

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

ARTICLE X. PROSTHODONTIC FORUM

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

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

Section 10.3 Membership,
(a) Application Process. The President of an applicant organization will submit a letter requesting membership in the Forum to the College President, indicating the appropriateness of the organization becoming a Member. Upon review by the College BOD, an applicant organization will become a Forum Member upon approval by the College BOD.

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

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

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

Section 10.4 Duties of the Prosthodontic Forum.

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

Section 10.5. Powers of the Prosthodontic Forum.

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

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

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

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

(e) Individual members of the Member Organizations of the Forum shall not be considered members of the College and shall not be assessed dues.
Section 10.6. Transaction of Business.

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

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

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

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

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

Section 10.7. Obligations of the College to the Forum.

The College shall do the following:

(a) Provide appropriate correspondence to the Member Organizations of the Forum;

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

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

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

(e) Provide staff support for the Forum.
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.
(e) Advanced Program and Graduate Student Alliance Individuals who currently hold a DDS or DMD and are enrolled in an ADA approved 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).

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

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

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

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

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

All individuals with alliance status (including newly approved applicants) shall be billed for their annual dues by December 1 of each year. All alliance individuals whose annual dues have not been paid by January 1 of the following year shall be notified of their delinquency. Alliance individuals whose annual dues have not been paid by March 1 shall be notified of their continued delinquency and charged a delinquency fee. The postmark on return mail shall determine the date dues are paid.
Section 11.6—Loss of Alliance Status. Individuals with alliance status whose annual
dues and assessments, if any, have not been paid by May 1 shall be automatically
dropped from alliance status in the College.

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

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

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

ARTICLE X. II PARLIAMENTARY AUTHORITY

Section 12.10—Parliamentary Authority. The parliamentary authority of the College
shall be the current edition of “Sturgis: The Standard Code of Parliamentary
Procedure.” It shall govern the conduct of meetings of the College in all cases to
which they are applicable except where they are inconsistent with these Bylaws and
any special rules the College may adopt. A Certified or Registered parliamentarian
may be retained to assist in the conduct of BOD meetings and the Annual Session.

ARTICLE XI. II AMENDMENT OF BYLAWS AND POLICIES

Section 13.11—Amending the Bylaws and Policies. The Bylaws may contain any
provision for the regulation and management of the affairs of the College not
inconsistent with the Articles of Incorporation of the College and applicable law.
Proposed amendments to the College Bylaws and Policies shall be presented to the
Judicial Committee for review. The Judicial Committee shall, in turn, propose an
amendment to the BOD. Upon approval by the BOD, the BOD shall announce
proposed bylaws amendments to the membership at least 60 days in advance of a
vote to Active Members, Active Fellows, International Members, International
Fellows and Resident/Graduate Students eligible voting members. The vote shall be
by written ballot, which may be distributed by any method permitted by applicable
law. The amendments may be adopted by a majority vote of the Active Members,
Active Fellows, International Members, International Fellows and
Resident/Graduate Students eligible voting members casting ballots. A minimum
number of ballots shall be 10% of the Active Members, Active Fellows, International Members, International Fellows and Resident/Graduate Students eligible voting members.

ARTICLE XIV XII. CONFLICTS OR DUALITY OF INTEREST

Section 1412.1. Statement of General Policy. The BOD shall adopt a conflict of interest policy addressing possible duality of interest and possible conflicts on the part of the College’s Directors, Officers, Committee Members with BOD delegated power, agents and employees of the College, as necessary, to comply with applicable state and federal law.

ARTICLE XV XIII. INDEMNIFICATION

Section 1513.1 Basic Indemnification.

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

(b) The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not act in good faith and in a manner which the party reasonably believed to be in or not opposed to the best interests of the College or, with respect to any criminal action or proceeding, had reasonable cause to believe that the party’s conduct was unlawful.
(c) It is intended that the scope of this Article shall at all times be as extensive as that allowed by the applicable statutes of the State of Illinois, as amended from time to time.

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

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

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

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

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

(a) By the BOD by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or
(b) If a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

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

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

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

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

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

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

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

ARTICLE XVI. DISSOLUTION

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

ARTICLE XVII. STATEMENT OF NONDISCRIMINATION

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

ARTICLE XIV. III. COMPLIANCE WITH ANTITRUST LAWS

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

Section 18.2. Implementation. Implementation of the antitrust compliance policy of the College shall include, but shall not be limited to, the following:
(a) All College activities or discussions shall be avoided which might be construed as tending to: (1) raise, lower, or stabilize prices; (2) regulate production; (3) allocate markets; (4) encourage boycotts; (5) foster unfair trade practices; (6) assist in monopolization; or in any way violate federal, state or applicable international trade regulations and antitrust laws.

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

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

ARTICLE XV. DISSOLUTION

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