

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37

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.

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 benefit, 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 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;

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

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

44 **ARTICLE III. MEMBERSHIP**

45 Section 3.1. Categories. The College shall have the following eight (8) categories
46 of membership:

- 47 (a) Active Member;
- 48 (b) Active Fellow;
- 49 (c) Active Life Member;
- 50 (d) Retired Life Member
- 51 (e) Resident Member;
- 52 (f) Honorary Member;
- 53 (g) International Member;
- 54 (h) International Fellow.

55

56 Section 3.2. Qualifications.

57

58 (a) Active Member. Individuals who have completed an advanced dental
59 education program in prosthodontics which has been accredited by the
60 Commission on Dental Accreditation shall qualify for Active Membership.

61 (b) Active Fellow. Individuals who meet the qualification for Active
62 Membership and are Diplomates of the American Board of Prosthodontics
63 holding a current annual certificate shall qualify for Active Fellowship.

64 (c) Active Life Member (Members and Fellows). Individuals who have been
65 Active Members for the last twenty (20) consecutive or a total of thirty (30)
66 years and have either attained the age of seventy (70) or retired from active
67 compensated participation in dentistry shall qualify for Active Life
68 Membership.

69 (d) Retired Life Member (Members and Fellows). Individuals who have been
70 Active Members for the last twenty (20) consecutive or a total of thirty (30)
71 years and have either attained the age of seventy (70) or retired from active
72 compensated participation in dentistry shall qualify for Retired Life

73 Membership. Individuals who have been approved for a permanent disability
74 waiver will qualify for Retired Life Membership.

75 (e) Resident Member. Individuals who are in advanced training programs in
76 prosthodontics which are accredited by the Commission on Dental
77 Accreditation, or College members who return to school as full-time students
78 at a CODA accredited institution of higher learning shall qualify for Resident
79 Membership.

80 (f) Honorary Member. Individuals who do not qualify for any other
81 membership category but have made significant clinical or scientific
82 contributions to the specialty of prosthodontics or have provided substantial
83 support for the educational or research programs of the College shall qualify
84 for Honorary Membership.

85 (g) International Member. Individuals who meet the qualifications for
86 Active Membership and whose permanent residence is outside the United
87 States shall qualify for International Membership.

88 (h) International Fellow. Individuals who meet the qualifications for Active
89 Fellowship and whose permanent residence is outside the United States
90 shall qualify for International Fellowship.

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

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

98

99 Section 3.4. Qualifications.

100

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

104

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

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

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

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

123

124 Section 3.5. Application Process. Applicants must submit a complete application
125 for the level of membership or alliance for which they wish to apply along with any
126 application fee and all required documentation. The Membership Committee shall
127 review any applications in question and attest to the validity of the applicant's
128 criteria. The Membership Services Division shall then present all qualified candidates
129 for membership to the BOD for its approval.

130

131 Section 3.6. Dues. All members and alliances of the College, except those with a
132 Retired Life Membership and Honorary Membership, shall be charged annual dues
133 that shall be based on the College's fiscal year. . The initial and annual dues for all
134 members of the College, and the time for paying such dues and other assessments, if
135 any, shall be determined by the BOD. Under special circumstances, the BOD, or its
136 designee(s), may waive or reduce the annual dues and/or assessments for any
137 member.

138

139 Graduated annual dues shall be assessed to Resident Members transitioning to
140 Active Members, Active Fellows, International Members and International Fellows
141 upon successful completion of an advanced dental education program in
142 prosthodontics accredited by the Commission on Dental Accreditation.

143

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

146

147

148 Section 3.7. Privileges. A dues paying member shall have the privilege of
149 attending meetings of the College at a member registration fee that is lower than the

150 non-member registration fee and shall receive the *Journal of Prosthodontics*, with the
151 exception of Retired Life Membership and Honorary Membership who do not receive
152 the *Journal of Prosthodontics*. Dues paying members also receive *The ACP*
153 *Messenger* and the ACP Annual Membership Directory and access to Members Only
154 pages on the College website. Active Members, Active Fellows, Active Life
155 Membership, International Members, International Fellows, and Residents are eligible
156 voting members.

157 Section 3.8. Loss of Membership.

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

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

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

173 **ARTICLE IV. OFFICERS**

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

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

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

183 Section 4.4. Elections and Terms. Eligible voting members shall select Officers of
184 the College according to the following guidelines:

185 (a) Eligible voting members shall elect a Vice President to serve a one-year
186 term and elect a Secretary and a Treasurer to serve three-year terms. The

187 President, President-Elect and Vice President may not serve consecutive terms
188 in the same office. The Secretary and the Treasurer may be elected to serve a
189 maximum of six years. Terms will commence at the installation of the officers
190 at the Annual Session.

191 (b) Election Procedure. Nominations for Vice-President, Secretary, and
192 Treasurer positions may be received from any member entitled to vote and
193 must be received in writing by the Chair of the Nominating Committee
194 according to the schedule determined by the Board of Directors and
195 announced to the Membership.

196 Section 4.5. Vacancy - Officers. Should the President of the College be unable to
197 perform their duties, the position shall be filled by the President-Elect for the
198 remainder of the unexpired term of office, at which time the President-Elect shall, by
199 normal succession, fill the office. Should the President-Elect be unable to complete or
200 fulfill their office, the Vice-President shall assume the President-Elect's duties for the
201 remainder of the unexpired term of office, at which time the Vice-President shall, by
202 normal succession, fill the office of President-Elect and the office of Vice-President
203 shall remain vacant until the next election. Should the Vice President, Secretary, or
204 Treasurer be unable to fulfill their terms of office, the President, with approval from
205 the BOD, shall appoint a Director to serve in the vacant position for the remaining
206 portion of the term. If there is no Director available to fill such a position, the office
207 shall remain vacant and the additional duties assumed by the remaining Officers until
208 positions are filled by election.

209 Section 4.6. President. The President shall:

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

212 (b) Vote only in case of a tie;

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

216 (d) Serve as an *ex officio* member of the Board of Directors of the American
217 College of Prosthodontists Education Foundation; and

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

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

222 (a) Succeed to the Presidency one (1) year following their ascension to the
223 office of President-Elect;

224 (b) Ensure complete familiarity with the duties of the office of the President
225 by conscientious study and by close liaison and cooperation with the
226 President;

227 (c) Assure that the standing committees of the College and such special
228 committees are properly appointed and instructed; and

229 (d) Assume responsibility for the annual review and revision of the ACP
230 strategic plan;

231 (e) Serve as an *ex-officio* member of the BOD of the American College of
232 Prosthodontists Education Foundation; and

233 (f) Preside at meetings of the BOD and perform the duties and exercise
234 the powers of the President in the temporary absence or disability of the
235 President.

236

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

238 (a) Succeed to the office of President-Elect one (1) year following their
239 election to the office of Vice President;

240 (b) Assist the President in the discharge of their duties as deemed necessary
241 and as requested by the President; and

242 (c) Leads the Membership Services Division in collaboration with the
243 seven Regional Membership Directors.

244 Section 4.9. Secretary. The Secretary shall:

245 (a) Take notes of the proceedings of meetings, prepare and disseminate
246 final minutes for review, and maintain the official file of the minutes for the
247 College;

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

250 (c) Record and track all conflicts of interest declarations;

251 (d) Serve as the Chair of the Council for the American Board of
252 Prosthodontics, with a restricted right to vote (in case of a tie); provided that if
253 the Secretary is not an Active Fellow, the BOD will designate an Active Fellow
254 to serve in this *ex-officio* capacity.

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

256 (f) The duties of the Secretary may be assigned by the BOD, in whole or in
257 part, to the Executive Director, or his/her designee(s).
258

259 Section 4.10. Treasurer. The Treasurer shall:

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

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

266 (c) Submit to the BOD an external audit of the financial affairs of the
267 College annually; and

268 (d) The duties of the Treasurer may be assigned by the BOD, in whole or in
269 part, to the Executive Director, or his/her designee(s).
270

271 Section 4.11. Immediate Past President. The Immediate Past President shall serve as
272 the Chair of the Nominating Committee.
273
274

275 **ARTICLE V. BOARD OF DIRECTORS**

276 Section 5.1. Authority and Responsibility. The Board of Directors (the “BOD”)
277 shall oversee the affairs of the College, which includes supervision, control, and
278 direction of the College, actively promote its purpose, determine its policies therein
279 within the limits of these bylaws, and have discretion over the disbursement of its
280 funds..

281 Section 5.2. Composition. The BOD shall consist of not fewer than twenty (20) or
282 greater than twenty-five (25) Active Members or Active Fellows for the term of their
283 office. The BOD, in its discretion, shall remap the regional territory and/or increase
284 and/or decrease the number of regional membership directors as member
285 representation warrants.

286 Section 5.3. Qualifications.

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

- 290 1) President
- 291 2) President-Elect
- 292 3) Vice President
- 293 4) Secretary
- 294 5) Treasurer
- 295 6) Immediate Past-President
- 296 7) Chair, ACP Education Foundation
- 297 8) Vice Chair, ACP Education Foundation
- 298 9) Editor-in-Chief, *Journal of Prosthodontics*
- 299 10) Executive Director

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

- 302 11) Region 1 - Northeast
- 303 12) Region 2 - Eastern
- 304 13) Region 3 - Central
- 305 14) Region 4 - Rockies/Plains
- 306 15) Region 5 - Pacific
- 307 16) Region 6 - Federal Services
- 308 17) Region 7 - International

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

- 311 18) Education and Research
- 312 19) Prosthodontic Practice and Patient Care
- 313 20) Public Relations & Communications
- 314 21) Continuing Education
- 315 22) Maxillofacial Prosthetics
- 316 23) Prosthodontic Forum
- 317

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

329 Section 5.5. Terms. The eligible voting members shall elect At-Large Division
330 Directors and Regional Membership Directors of the College according to the
331 following guidelines:

332 (a) At-Large Division Director. The elected Directors shall serve three
333 (3) year terms and may be elected to a maximum of six (6) years.
334 Directors must be Active Members or Active Fellows and not currently
335 serving as an officer or appointed official of the College. Terms shall
336 commence at the installation of the officers at the Annual Session.

337 (b) Regional Membership Director. Regional, International, and
338 Federal Services Membership Directors will serve on the BOD. The
339 Federal Services Regional Membership Director will rotate among the
340 branches of military services. All elected Regional Membership
341 Directors shall serve a three (3) year term. The Regional Membership
342 Directors may be elected to a maximum of six (6) years.

343

344 Section 5.6. Appointed Officers of the Board of Directors

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

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

362 Section 5.7. Vacancy - Regional and Division Directors. In case of resignation,
363 disqualification, removal or death of a Regional Membership Director or At-Large
364 Division Director, the President, with the approval of the BOD shall appoint a
365 successor to fill the vacancy of the remaining term.

366

367 Section 5.8. Transaction of Business.

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

375 (b) Quorum. For all meetings of the BOD, other than action taken by
376 unanimous written consent, a majority of Directors then serving shall
377 constitute a quorum for the transaction of business. Directors may not
378 establish a quorum by proxy. If a quorum is present, a vote is valid even
379 though fewer members than the number specified as present participated in
380 the vote. If a quorum is not present, the presiding officer may call the meeting
381 to order to establish a meeting was held, but the Board may not transact
382 business.

383 (c) Notice of Meeting. Written notice of all BOD meetings shall be
384 mailed by first class mail, or electric means at least seven (7) days before the
385 date of the meeting, which notice shall, in the case of special meetings, state
386 generally the nature of the business to be taken up at the meeting. If mailed,
387 such notice shall be deemed to be delivered when deposited in the United
388 States mail in a sealed properly addressed envelope, first class, postage
389 prepaid. If sent by electronic means, such notice shall be considered delivered
390 when transmitted.

391

392 Section 5.9. Standing Committees of the Board.

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

401 (b) Finance Committee. Consist of six (6) members; Treasurer
402 (Chair), President, President-Elect, Vice President, Continuing Education
403 Division Director, Private Practice Committee Chair, and Executive Director
404 (*ex-officio* without vote). It shall be the duty of this committee to assist the
405 BOD in fulfilling its financial oversight responsibilities including: assuring the

406 integrity of the College's financial accounting processes and internal controls,
407 independent financial audit, and tax filings; reviewing revenues and
408 expenditures, balance sheet, investments and other matters related to the
409 College's financial condition; and formulating the annual budget based on
410 BOD approved strategic and operational plans and submitting the budget to
411 the BOD for approval.

412 (c) Nominating Committee. The Immediate Past President shall serve
413 as the chair. The Committee consists of nine (9) Active Members or Active
414 Fellows: Immediate Past-President (Chair and will appoint the Committee
415 members), the President Elect, one member of the BOD, ACPEF Vice Chair,
416 two (2) ACPEF Directors (selected by the ACPEF Chair), and three (3)
417 members not on the BOD from among the current eligible ACP voting
418 members of which two (2) have served as recent Section Officers.

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

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

424 2) Distinguished Service Awards and ACPEF Founders Society Award.

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

434 (e) Judicial Committee. Composed of Five (5) Active Members or
435 Fellows including the Secretary of the College and the Secretary of the
436 ACPEF. It shall be the duty of this committee to continually review the Bylaws
437 of the College and make such suggestions for amendment as are necessary to
438 increase the efficiency of the College. The Committee shall consider all
439 proposed amendments to the Bylaws and shall submit them with
440 recommendations to the BOD. In addition, it shall be the duty of this
441 committee to review the ethical conduct of members when the Judicial
442 Committee receives information that an ethical violation may have occurred.
443 The Judicial Committee shall determine on a case-by-case basis whether a
444 violation of the ACP Code of Ethics has occurred. The committee shall make
445 recommendations to the BOD.

446
447
448
449
450
451
452
453
454
455
456
457
458
459
460
461
462
463
464
465
466
467
468
469
470
471
472
473
474
475
476
477
478
479
480
481
482
483

ARTICLE VI. DIVISIONS AND COMMITTEES

Section 6.1. Divisions. The College shall consist of seven (7) divisions with committees and/or task forces appointed by the President-Elect as circumstances warrant:

(a) Education and Research Division. 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.

(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.

(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.

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

490
491
492 (e) Continuing Education Division. Provide strategic goals and
493 oversight of education to members, including career development and
494 continuing professional education. Work collaboratively with the
495 Division of Education and Research to identify trends and determine
496 the educational needs of the members (as identified through needs
497 assessments and feasibility studies), as well as delivery modalities to
498 address those needs. Assess current educational offerings and monitor
499 ongoing effectiveness of all educational activities.
500
501

502
503 (f) Maxillofacial Prosthetics Division. Monitor the delivery of
504 maxillofacial prosthetic services by prosthodontists and compensation
505 by third-party financial entities for those services; strategically
506 coordinate the activities of the College with other dental and medical
507 societies devoted to the care of the maxillofacial patient and assist
508 with the identification of collaborative opportunities. The Division
509 Director will be an American Academy of Maxillofacial Prosthetics
510 (AAMP) officer that is also a member of the College.
511

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

519
520 Section 6.2. Composition and Terms of Committees. All committees of the
521 College shall be composed of at least three (3) Active Members and/or Active
522 Fellows, unless otherwise provided in the Bylaws. Appointments made by the
523 President-Elect to a committee shall be for three (3) years, except when new
524 committees are formed when terms shall be for one (1), two (2) and three (3) years
525 respectively. Each committee shall have the privilege of recommending
526 subcommittees, subject to the approval of the President.

527 Section 6.3. Chair of Committees. A chair of each committee shall be appointed
528 by the President-Elect to serve a three (3) year term and may be re-appointed by the
529 President-Elect to serve an additional term, for a total of six (6) years.

530 Section 6.4. Committee Procedures. Each committee shall report to the BOD
531 concerning all matters upon which it has acted. Unless otherwise stated in these
532 bylaws, each committee shall meet at least annually. Reasonable notice of the
533 meetings of any committee shall be given to the members thereof and to the
534 appropriate Division Director who shall have the right to attend and participate in the
535 deliberations of the committee, The BOD may from time to time establish policies
536 concerning committee procedures and operations, which policies shall be consistent
537 with these Bylaws.

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

541 **ARTICLE VII. SECTIONS**

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

547 Section 7.2. Qualification for Section Designation. Sections-in-formation
548 organized exclusively for purposes conforming to the College's defined purposes may
549 apply to the BOD for Section designation. The BOD shall have the duty of certifying
550 or revoking that a Section be established. Each Section shall agree to operate
551 according to the direction of the BOD and to comply with and be bound by the
552 Bylaws, policies and applicable standards of the Sections of the College as amended
553 from time to time. Members may form more than one Section in a state when there
554 are a significant number of members located away from a current established
555 Section. Sections are responsible for all Illinois incorporation fees.

556 Section 7.3. Section Chapters. Sections may form chapters as they see fit to
557 facilitate meetings between members in different geographic regions of a state, or
558 country; however, the boundaries and regulation of these chapters shall be
559 determined by each Section's Bylaws.

560 Section 7.4. Membership. Section membership shall be open to all members of the
561 College who are in good standing. Members may be members of more than one
562 Section. Individuals would pay any additional state dues. If a state has too few
563 members that are interested in forming a state section those members may join an
564 established state section.

565 Section 7.5. Revocation. The College shall review a Section's qualification for
566 Section designation.

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

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

582 Section 7.7. Relationship to the College.

583 (a) Act in Furtherance of College Purposes. Sections shall act in
584 furtherance of the purposes of the College as set forth in these Bylaws and
585 the policies of the College and in no manner that could be considered
586 detrimental to the College's purposes, or in conflict with the aims of the
587 College. Sections shall not commit any act that may jeopardize the College's
588 501(c)(6) tax exempt status under the Code.

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

594 Section 7.8 Sections Geographic Grouping Sections will be grouped into geographical
595 regions of the United States, known as the Northeast Region, the Eastern Region, the
596 Central Region, the Rockies/Plains Region, and the Pacific Region. The International Region
597 will have Sections outside of the United States and the Federal Services region will have
598 members active in the military or Veterans Administration. The Composition of the Regions
599 may be reassessed by the BOD periodically. Each Region shall elect a representative
600 Regional Membership Director. The Regional Membership Directors shall serve on the Board
601 of Directors of the College.

602 **ARTICLE VIII. COUNCIL FOR THE AMERICAN BOARD OF PROSTHODONTICS**

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

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

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

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

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

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

641 Section 8.6. Chairperson and Liaison with College. The Chair of the Council shall
642 be the Secretary of the ACP and shall serve in ex-officio capacity and may vote only

643 in the event of a tie vote by the Council. Should the Secretary not be a Diplomate,
644 the BOD will designate a Diplomate from its membership to replace the Secretary in
645 this *ex-officio* capacity. In addition to the College's Secretary, the Executive Director
646 will serve the Council in *ex-officio*, non-voting capacity to provide liaison with the
647 College.

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

- 650 (a) The Council serves the interests of the ABP and the specialty it represents.
651 The Council will be mindful that the ABP is autonomous and not
652 responsible to the ACP only to the Council on Dental Education and
653 Licensure of the American Dental Association.
- 654 (b) The Council shall maintain liaison with the American Dental Association
655 Council on Dental Education and Licensure, the American Board of
656 Prosthodontics, the ACP and the National Commission on Recognition of
657 Dental Specialties and Certifying Boards.
- 658 (c) The Council shall assist the ABP in such matters of ABP activities as they
659 may identify. The Council may make suggestions relative to candidate
660 preparation; administration of in-service training examinations for
661 postdoctoral students and residents; the accumulation and analysis of
662 data pertaining to the examination, the candidates, the certified
663 Diplomates; and any other areas of general common interest. In order to
664 carry out this activity, the Council shall meet a minimum of once each year.
- 665 (d) The Council shall initiate procedures to encourage participation in the
666 ABP certification examination by qualified individuals.
- 667 (e) The Council shall develop eligibility criteria in conjunction with the ABP for
668 prospective nominees to be considered for election to the ABP, and will
669 promulgate these criteria to Diplomates of the ABP.
- 670 (f) The Council shall be responsible for the annual recruitment of nominations
671 and personal biographical data in support of prospective nominees for
672 election to the ABP. In addition to the Council's internal recruitment and
673 nomination process, the names of potential candidates may be submitted
674 by an external nomination process requiring a petition of support signed
675 by 25 Diplomates. The petition along with supporting information should
676 be sent to the Chair of the Council and then forwarded to the Council for
677 evaluation. Upon request of the Council, potential candidates must submit
678 a personal statement of interest to continue in the nomination process.
679 The Council will select two (2) candidates for election for each open
680 position who are deemed best qualified to fill the impending vacancy or
681 vacancies on the ABP and inform the Central Office of the College of its

682 selections. If a vacancy occurs before the annual recruitment process, the
683 President of the ABP will appoint a past examiner to fill the vacancy until
684 the position is filled by election.

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

694 (h) The President of the ABP and the President of the ACP shall be notified of
695 the name of the new Examiner-Elect(s) of the ABP once the candidates
696 have been informed of the election outcome. The identity of the newly
697 elected member(s) of the ABP will be distributed to the Diplomates and
698 announced to the American College of Prosthodontists through
699 appropriate communications.

700

701 Section 8.8. Annual Report - Council. The Chairperson shall submit a written report
702 to the BOD of the College and the ABP annually.

703

704 **ARTICLE IX. ACP EDUCATION FOUNDATION**

705 Section 9.1 Statement of Purpose. The American College of Prosthodontists
706 Education Foundation (ACPEF or the "Foundation") is a non-profit corporation
707 organized for the purpose of promoting the goals of the College which include
708 supporting prosthodontic education, research and patient care to improve dental
709 health.

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

713

714 **ARTICLE X. PARLIAMENTARY AUTHORITY**

715 Section 10.1 Parliamentary Authority. The parliamentary authority of the College
716 shall be the current edition of "The Standard Code of Parliamentary Procedure." It
717 shall govern the conduct of meetings of the College in all cases to which they are

718 applicable except where they are inconsistent with these Bylaws and any special
719 rules the College may adopt. A Certified or Registered parliamentarian may be
720 retained to assist in the conduct of BOD meetings and the Annual Session.

721 **ARTICLE XI. AMENDMENT OF BYLAWS AND POLICIES**

722 Section 11.1 Amending the Bylaws. The Bylaws may contain any provision for the
723 regulation and management of the affairs of the College not inconsistent with the
724 Articles of Incorporation of the College and applicable law. Proposed amendments
725 to the College Bylaws and Policies shall be presented to the Judicial Committee for
726 review. The Judicial Committee shall, in turn, propose an amendment to the BOD.
727 Upon approval by the BOD, the BOD shall announce proposed bylaws amendments
728 to the membership at least 60 days in advance of a vote to eligible voting members.
729 The vote shall be by written ballot, which may be distributed by any method
730 permitted by applicable law. The amendments may be adopted by a majority vote of
731 eligible voting members casting ballots. A minimum number of ballots shall be 10%
732 of the eligible voting members.

733 **ARTICLE XII. CONFLICTS OR DUALITY OF INTEREST**

734 Section 12.1. Statement of General Policy. The BOD shall adopt a conflict of
735 interest policy addressing possible duality of interest and possible conflicts on the
736 part of the College's Directors, Officers, Committee Members with BOD delegated
737 power, agents and employees of the College, as necessary, to comply with
738 applicable state and federal law.

739

740 **ARTICLE XIII. INDEMNIFICATION**

741 Section 13.1 Basic Indemnification.

742 (a) The College shall, to the fullest extent to which it is empowered to do so by,
743 and in accordance with the requirements of the Act or any other applicable laws
744 as may from time to time be in effect, indemnify any person who was or is a
745 party, or is threatened to be made a party to any threatened, pending, or
746 completed action, suit, or proceeding, whether civil, criminal, administrative, or
747 investigative (other than an action by or in the right of the College) by reason of
748 the fact that the party is or was a Director, Officer, employee, committee
749 member, or agent of the College (including the Executive Director so long as the
750 position of Executive Director is classified as an independent contractor), or is
751 or was serving at the written request of the College as a Director, Officer,
752 employee, committee member, or agent of another corporation, partnership,
753 joint venture, trust, employee benefit plan or other enterprise in which it is a
754 corporate member or owns shares of capital stock or of which it is a creditor
755 against expenses (including attorneys' fees), judgments, fines, and amounts paid
756 in settlement actually and reasonably incurred by the party in connection with

757 such action, suit, or proceeding if the party acted in good faith and in a manner
758 the party reasonably believed to be in, or not opposed to, the best interests of
759 the College, and, with respect to any criminal action or proceeding, had no
760 reasonable cause to believe the party's conduct was unlawful.

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

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

771

772 **ARTICLE XIV. COMPLIANCE WITH ANTITRUST LAWS**

773 Section 14.1. College Policy. It is the policy of the College to comply strictly with the
774 letter and spirit of all federal, state, and applicable international trade regulations
775 and antitrust laws. Any activities of the College or College-related actions of its staff,
776 Officers, Directors, or members which violate these regulations and laws are
777 detrimental to the interests of the College and are unequivocally contrary to College
778 Policy.

779

780 **ARTICLE XV. DISSOLUTION**

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

787