

1                   **ARTICLE I. NAME AND OFFICE**

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

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

7                   **ARTICLE II. MISSION STATEMENT AND PURPOSES**

8       Section 2.1. Mission Statement. The College promotes education, research and  
9       clinical practice of prosthodontics, and drives continuous improvement in the  
10      restoration of teeth and orofacial structures to enhance oral health outcomes.

11  
12      Section 2.2. Purposes. The College is a not-for-profit corporation organized under  
13      Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the  
14      corresponding provision of any future United States Internal Revenue law) (the  
15      “Code”). The College exists for the purposes of providing members and others  
16      including the public at large, with opportunities for dialogue, education,  
17      advancement, and improvement of all aspects of prosthodontics through meetings,  
18      seminars, communications, publications, and other programs and activities. In  
19      furtherance of these purposes, the College may engage in any lawful activities within  
20      the purposes and powers for which a corporation may be organized under the Illinois  
21      General Not For Profit Corporation Act of 1986 (as amended from time to time) (the  
22      “Act”); provided that:

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

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

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

34                  (a) The power to purchase, take, receive, lease as lessee, take by gift, devise  
35                  or bequest, or otherwise acquire, and to own, hold, use and otherwise deal in  
36                  and with any real or personal property, or any interest therein, in or out of the  
37                  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:

- (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.

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

(b) Active Fellow. 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.

(c) Active Life Member (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 seventy (70) or retired from active compensated participation in dentistry shall qualify for Active Life Membership.

(d) Retired Life Member (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 seventy (70) or retired from active 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

99      Section 3.4. Qualifications.

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

103     (b)    Academic Alliance. Individuals whose credentials include a DDS, DMD  
104     or PhD and who currently hold an academic teaching appointment within an ADA  
105     CODA accredited prosthodontic program or an undergraduate teaching position in  
106     the discipline of Prosthodontics may apply for Academic Alliance. Individuals must be  
107     instructors spending a minimum of 50% of their time teaching as defined by the  
108     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 3.5. 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. The Membership Committee shall review any applications 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 3.6. 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. . 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 Members transitioning to Active Members, Active Fellows, International Members and International Fellows upon successful completion of an advanced dental education program in prosthodontics accredited by the Commission on Dental Accreditation.

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

Section 3.7. Privileges. A dues paying member shall have the privilege of 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 of  
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;

- (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;
  - (c) Assure that the standing committees of the College and such special committees are properly appointed and instructed; and
  - (d) Assume responsibility for the annual review and revision of the ACP strategic plan;
  - (e) Serve as an *ex-officio* member f the BOD of the American College of Prosthodontists Education Foundation; 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.

Section 4.8. Vice President. The Vice President shall:

- (a) Succeed to the office of President-Elect one (1) year following their election to the office of Vice President;
  - (b) Assist the President in the discharge of their 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.

#### **Section 4.9. Secretary.** The Secretary shall:

- (a) Take notes of the proceedings of meetings, prepare and disseminate final minutes for review, 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;
  - (d) Serve as the Chair of the Council for the American Board of Prosthodontics, 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.
  - (e) 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) 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

(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;

(c) Submit to the BOD an external audit of the financial affairs of the College 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.

## ARTICLE V. BOARD OF DIRECTORS

**Section 5.1. Authority 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..

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.

### Section 5.3. Qualifications.

(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:

- 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

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.

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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.

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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.

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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.

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## ARTICLE VI. DIVISIONS AND COMMITTEES

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

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

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

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

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(d) Public Relations and Communications Division. 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.

**(e) Continuing 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.

**(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. Composition and Terms of Committees. All 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 recommending 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

#### **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

#### **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