

BYLAWS

Membership Approved

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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;

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

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

(f) Honorary Member. Individuals who do not qualify for any other membership category but have made significant clinical or scientific contributions to the specialty of prosthodontics shall qualify for Honorary Membership.

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

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

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

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

Section 3.4. **Qualifications**.

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

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

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

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

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

Section 3.5. **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

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

Section 3.8. **Loss of Membership.**

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

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

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

ARTICLE IV. OFFICERS

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

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

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

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

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

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

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

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

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

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

(b) Vote only in case of a tie;

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

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

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

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

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

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

(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 of 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
- 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.

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

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

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

Section 5.6. **Appointed Officers of the Board of Directors**

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

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

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

Section 5.8. **Transaction of Business.**

(a) Meetings. The BOD shall hold not less than one business meeting per year. This BOD meeting shall be held prior to the convening of the Annual

Session. Other meetings of the BOD may be called at any time upon request to the President by four (4) or more Directors. Meetings may be cancelled and rescheduled in case of emergency by the President and President-Elect. Members will be notified by electronic means and a new date scheduled within seven (7) days.

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

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

Section 5.9. **Standing Committees of the Board.**

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

(b) Finance Committee. Consist of six (6) members; Treasurer (Chair), President, President-Elect, Vice President, Continuing Education Division Director, Private Practice Committee Chair, and Executive Director (*ex-officio* without vote). It shall be the duty of this committee to assist the BOD in fulfilling its financial oversight responsibilities including: assuring the integrity of the College's financial accounting processes and internal controls, independent financial audit, and tax filings; reviewing revenues and expenditures, balance sheet, investments and other matters related to the College's financial condition; and formulating the annual budget based on

BOD approved strategic and operational plans and submitting the budget to the BOD for approval.

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

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

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

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

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

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

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.

(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.

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

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

concerning committee procedures and operations, which policies shall be consistent with these Bylaws.

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

ARTICLE VII. SECTIONS

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

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

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

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

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

The BOD may revoke the designation of a Section upon determination by the BOD that the Section is not in compliance with the Articles of Incorporation, Bylaws and policies of the College, as amended from time to time and as currently in effect, or that the Section has misappropriated the College's funds allocated to the Section, but only after the Section has been given reasonable notice of the intended revocation and has been afforded a hearing and an

565 opportunity to cure its non-compliance in accordance with procedures
566 established by the BOD. Upon revocation of a Section's designation, the
567 Section shall immediately lose access to any Section funds and representation
568 of the BOD. Further, the BOD shall vote on whether to dissolve such Section
569 or to re-build it by utilizing new leadership.

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

573 Section 7.7. **Relationship to the College.**

574 (a) Act in Furtherance of College Purposes. Sections shall act in
575 furtherance of the purposes of the College as set forth in these Bylaws and
576 the policies of the College and in no manner that could be considered
577 detrimental to the College's purposes, or in conflict with the aims of the
578 College. Sections shall not commit any act that may jeopardize the College's
579 501(c)(6) tax exempt status under the Code.

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

585 Section 7.8 **Sections Geographic Grouping.** Sections will be grouped into
586 geographical regions of the United States, known as the Northeast Region, the
587 Eastern Region, the Central Region, the Rockies/Plains Region, and the Pacific
588 Region. The International Region will have Sections outside of the United States and
589 the Federal Services region will have members active in the military or Veterans
590 Administration. The Composition of the Regions may be reassessed by the BOD
591 periodically. Each Region shall elect a representative Regional Membership Director.
592 The Regional Membership Directors shall serve on the Board of Directors of the
593 College.

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

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

600 Section 8.2. **Composition of Council.** The Council shall be composed of eight (8)
601 members, excluding the chairperson, who are Diplomates of the (ABP) in good
602 standing and who are Fellows in good standing with the American College of
603 Prosthodontists. Council members must be representative of the diversity of College

membership. Active examining members of the ABP and members of the College Board of Directors may not serve on the Council. Members of the Council are ineligible for nomination to the Board while serving on the Council.

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

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

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

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

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

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

- (a) The Council serves the interests of the ABP and the specialty it represents. The Council will be mindful that the ABP is autonomous and not responsible to the ACP only to the Council on Dental Education and Licensure of the American Dental Association.
- (b) The Council shall maintain liaison with the American Dental Association Council on Dental Education and Licensure, the American Board of Prosthodontics, the ACP and the National Commission on Recognition of Dental Specialties and Certifying Boards.
- (c) The Council shall assist the ABP in such matters of ABP activities as they may identify. The Council may make suggestions relative to candidate preparation; administration of in-service training examinations for postdoctoral students and residents; the accumulation and analysis of data pertaining to the examination, the candidates, the certified Diplomates; and any other areas of general common interest. In order to carry out this activity, the Council shall meet a minimum of once each year.
- (d) The Council shall initiate procedures to encourage participation in the ABP certification examination by qualified individuals.
- (e) The Council shall develop eligibility criteria in conjunction with the ABP for prospective nominees to be considered for election to the ABP, and will promulgate these criteria to Diplomates of the ABP.
- (f) The Council shall be responsible for the annual recruitment of nominations and personal biographical data in support of prospective nominees for election to the ABP. In addition to the Council's internal recruitment and nomination process, the names of potential candidates may be submitted by an external nomination process requiring a petition of support signed by 25 Diplomates. The petition along with supporting information should be sent to the Chair of the Council and then forwarded to the Council for evaluation. Upon request of the Council, potential candidates must submit a personal statement of interest to continue in the nomination process. The Council will select two (2) candidates for election for each open position who are deemed best qualified to fill the impending vacancy or vacancies on the ABP and inform the Central Office of the College of its selections. If a vacancy occurs before the annual recruitment process, the President of the ABP will appoint a past examiner to fill the vacancy until the position is filled by election.
- (g) All Diplomates of the ABP are eligible to vote and will be entitled to one vote. The election shall be by written ballot, which may be distributed by any method permitted by applicable law. The nominee receiving the plurality of votes is declared elected. In the event of a tie vote, a second ballot shall be distributed to resolve the election. The annual nomination

process for Examiner-Elect of the ABP will be scheduled based on a timeline agreeable to the Council for the ABP, the ABP and the ACP. Record of the counted ballots shall be retained for a period of one year and shall be available for examination by members of the College.

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

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

ARTICLE IX. ACP EDUCATION FOUNDATION

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

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

ARTICLE X. PARLIAMENTARY AUTHORITY

Section 10.1 **Parliamentary Authority.** The parliamentary authority of the College shall be the current edition of "The Standard Code of Parliamentary Procedure." It shall govern the conduct of meetings of the College in all cases to which they are applicable except where they are inconsistent with these Bylaws and any special rules the College may adopt. A Certified or Registered parliamentarian may be retained to assist in the conduct of BOD meetings and the Annual Session.

ARTICLE XI. AMENDMENT OF BYLAWS AND POLICIES

Section 11.1 **Amending the Bylaws.** The Bylaws may contain any provision for the regulation and management of the affairs of the College not inconsistent with the

Articles of Incorporation of the College and applicable law. Proposed amendments to the College Bylaws and Policies shall be presented to the Judicial Committee for review. The Judicial Committee shall, in turn, propose an amendment to the BOD. Upon approval by the BOD, the BOD shall announce proposed bylaws amendments to the membership at least 60 days in advance of a vote to eligible voting members. The vote shall be by written ballot, which may be distributed by any method permitted by applicable law. The amendments may be adopted by a majority vote of eligible voting members casting ballots. A minimum number of ballots shall be 10% of the eligible voting members.

ARTICLE XII. CONFLICTS OR DUALITY OF INTEREST

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

ARTICLE XIII. INDEMNIFICATION

Section 13.1 Basic Indemnification.

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

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

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

ARTICLE XIV. COMPLIANCE WITH ANTITRUST LAWS

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

ARTICLE XV. DISSOLUTION

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