

BYLAWS  
OF THE  
AMERICAN ASSOCIATION OF DENTAL BOARDS

**PREAMBLE**

We, the members of the American Association of Dental Boards, in conformity with the Charter granted September the 10th, 1896, at Washington, D.C., and renewed in 1944, and in order to encourage the highest standards of dental education, and to promote a higher and more uniform standard of qualifications for dental practitioners and uniformity of methods in the conduct, operation and workings of the dental examining boards, and uniformity in the legislation in the several states, do ordain and establish these Bylaws, for the government of the American Association of Dental Boards.

**Section 1 – Name**

The name of this organization shall be the American Association of Dental Boards, hereinafter referred to as "the Association" or "this Association."

**Section 2 - Central Office**

The registered office of this Association shall be known as the Central Office and shall be located in such city as shall be determined by the Board of Directors. Branch offices of this Association may be established in such localities and at such times as are deemed necessary by the Board of Directors.

**Section 3 - Definition of Terms**

In these Bylaws, terms within the dental professional regulatory community are defined as follows:

“Agency”: a licensing jurisdiction: a state, a territory, or the District of Columbia of the United States of America which is given jurisdiction over the regulation of business activities within its borders including the authority for licensing, registering and regulating the professional conduct of dentists, dental hygienists and other dental personnel. The term “agency” is also meant to include any entity outside of the United States of America which has similar authority for licensure and regulation and which may contract with the AADB for consultation services or for other purposes.

“Associate Agency”: a specialty board recognized by the American Dental Association; a regional organization comprised of two or more Member Agencies; or an agency whose purpose is to certify dental auxiliaries in dentistry.

“Dental Board”: any collective body of dentists and others, such as public members or other dental personnel, which serves as the licensing and regulatory authority for dental personnel within a licensing jurisdiction. These collective bodies of dentists and others are variously referred to as boards of dentistry, boards of dental hygiene, boards of dental examiners, or by other designations by licensing jurisdictions and the term “dental board” encompasses these various designations.

“Member-Governed Organization”: an organization in which the members have the ultimate authority over the operation of the organization. A member-governed organization is one that holds regular annual

meetings of its members, has its activities governed by the membership through an elected Board of Directors, and has delegated certain powers to its Board of Directors.

“Dental Board Member”: a dentist, a dental hygienist or public member who has been appointed or elected to serve on a licensure or regulatory body empowered to regulate the dental profession within a licensing jurisdiction.

#### **Section 4 - Objectives**

The objectives of this Association shall be:

To promote the undergraduate and continuing education of dentists and the auxiliary groups who have as their purpose, optimum oral health care as an aid to the health and welfare of the public.

To assist all Agencies in continually improving methods of testing and evaluating candidates for licensure, ~~insuring~~ **ensuring** the level of oral health care standards will be constantly and uniformly raised.

To encourage further study and discussion of the needs and problems of dental education and licensure.

To provide counsel and guidance to Agencies in amending, revising, and enforcing the dental practice acts of each state in the interest of the public welfare.

#### **Section 5 – Membership**

**Section 5.1:** The AADB shall be a Member-Governed organization in accordance with Section 29-401.50 of the District of Columbia Official Code.

**Section 5.2:** The Association is composed of members and participants: Members and Life Members, Associate Members and Associate Life Members, Agencies and Associate Agencies. Application for membership shall be submitted to AADB for consideration and approval by a majority vote of the Board of Directors.

**Section 5.3:** Governing members are the Members and Life Members of AADB and may vote and hold office. Agencies are “participating” organizations which have access to the programs and services of the organization.

**Section 5.4:** 1. A Member or Life Member is a person who serves or has served on or is an administrator or board attorney of an Agency and chooses to participate in and pays dues to this Association. They may vote and hold office. 2. A Member may become a Life Member of this Association if the person fulfills one of the following:

- A. The person has served as President of this Association.
- B. The person has maintained membership in this Association as a Member for at least ten consecutive years immediately before applying for Life Membership and has reached the age of 70.
- C. The person has maintained membership in this Association as a Member for at least six consecutive years, and has paid a fee that the Board of Directors shall have the authority to set consistent with the fiscal health of the Association.

**Section 5.5:** An Associate Member is a person who fulfills one of the following:

- A. The person is employed to examine on behalf of dental boards such as a proctor, monitor, consultant examiner or auxiliary, is an examiner for a specialty board recognized by the American Dental Association (ADA), or is employed as an administrator by an Associate Agency and who does not qualify for membership in this Association as a Member.
- B. The person is employed as an administrator or psychometrician by an Agency, a regional organization comprised of two or more Agencies or an allied dental organization or testing agency.
- C. The person is an educator serving as a full or part-time faculty member of a school or program accredited by the Commission on Dental Accreditation and who does not qualify for membership in this Association as a Member.
- D. The person is recognized as an honorary member of this Association by a vote of the membership for having performed meritorious service to this Association or to dentistry. The Board of Directors may nominate a person to this membership for any felicitous reason.
- E. The person is recognized as a disabled/retired member of this Association and who has maintained membership in the Association as a Member for at least ten consecutive years and has retired due to physical disability.

An Associate Member may become an Associate Life Member of this Association if the person fulfills one of the following:

- A. The person has maintained membership in this Association in some combination of membership categories for at least ten (10) consecutive years and has reached the age of 70.
- B. The person has maintained some combination of membership categories for at least six consecutive years, and has paid a fee that the Board of Directors shall have the authority to set consistent with the fiscal health of the Association.

**Section 5.6: Membership Applications and Membership Changes** Applications for all classes of membership in this Association shall be submitted to the ~~Executive Director~~ *Chief Executive Officer*. Following approval by the Board of Directors and in accordance with the adopted policies of this Association, the report of Membership shall be presented to the General Assembly.

**Section 5.7: Removal** (a) The Board of Directors, by majority vote of the members present and voting, may remove from membership any Member, Agency or other member delinquent in payment of dues by more than 60 days. If a Member, Agency or other member is delinquent in the payment of dues by more than 90 days, those Members, Agency, or Associate Members for whom the dues were not remitted will cease to be members of this Association.

(b) The General Assembly, by affirmative vote of two-thirds of the Members and Life Members present and voting, after appropriate notice and hearing, may suspend or expel any member for cause, including but not limited to the following:

- (1) Violation of any provision of the Code of Ethics;
- (2) Suspension, revocation, or other termination of a license;
- (3) Any act or conduct which may cause disrespect for or lack of public confidence in the dental profession or dental board;
- (4) Any member who no longer serves on or is an administrator or board attorney of an Agency and is in a position consulting or defending clients against a board or
- (5) Violation of any provision of these bylaws or any rule, regulation, or order adopted pursuant to these bylaws.

(c) Notification. An individual who has been suspended for a period or removed "for cause" as stated in Chapter V section 50, be notified that a statement setting forth the grounds for removal or suspension shall have been mailed by registered or certified mail to such member at his last recorded address at least fifteen (15) days before final action is taken thereon, and which shall be accompanied by a notice of the time and place of the meeting at which such vote shall take place. The individual shall be given an opportunity to present a defense at the time and place mentioned in such notice. Notwithstanding the provisions set forth in this Section, a member shall be terminated, after reasonable notice, for non-payment of dues.

**Section 5.8: Agency Participation.** Agency participation will be governed by the following rules:

A. Dental Boards who participate in the AADB: 1) are the founding Dental Boards of AADB or 2) have made an application to the AADB and have been approved by the Board of Directors by a two-thirds vote. Members of the AADB, as defined in the Bylaws, shall be drawn from the Agencies.

B. Associate Agency to participate in the AADB shall have made an application to the AADB and have been approved by the Board of Directors by a two-thirds vote.

C. An Agency or Associate Agency to be in good standing shall remain current with their dues to this Association.

## **Section 6 - Membership Privileges**

**Section 6.1:** Members and Life Members shall enjoy all rights and privileges of this Association.

**Section 6.2:** Associate Members and Associate Life Members shall enjoy all rights and privileges of this Association except those of voting and holding office.

## **Section 7 – Governance**

**Section 7.1:** The AADB shall be a Member Governed organization in accordance with Section 29-401.50 of the District of Columbia Official Code.

**Section 7.2:** General Assembly: The Legislative body of the AADB shall be the General Assembly composed of the Members and Life Members with voting privileges that are present at any Annual Meeting or other business meeting.

**Section 7.3: Board of Directors:** The administrative body of this Association shall be the Board of Directors, referred to as "the Board," as provided in Chapter IX the Bylaws. Composed of President,

President Elect, Vice President, Secretary, Treasurer, Dental Hygienist Member, Administrator Member and Public Member.

## Section 8 - General Assembly

**Section 8.1: Composition.** The General Assembly of this association shall be composed of Members and Life Members with voting privileges present at any Annual or other business meeting of the Association for which they are properly registered.

**Section 8.2: Powers.** The General Assembly shall:

- A. Possess the legislative powers of this Association.
- B. Determine the policies which govern this Association.
- C. Have power to enact, amend and repeal the Bylaws of this Association.
- D. Elect Honorary Members of this Association.
- E. Approve all memorials and resolutions in the name of this Association.

**Section 8.4: Duties.** The General Assembly shall:

- A. Elect the officers of the Association.
- B. Elect Association representatives to serve on the ADA Council on Dental Education and Licensure, the Commission on Dental Accreditation, on the Appeals Board of the ADA Commission on Dental Accreditation, and on the ADA Joint Commission on National Dental Examinations.
- C. Receive reports from the Board of Directors on the status of the association including but not limited to; membership, programs and finances and other reports or studies requested by the General Assembly.

## Section 9 - Board of Directors

**Section 9.1: Composition.** The Board of Directors:

- A. The voting membership of the Board of Directors shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Dental Hygienist Member, Administrator Member and Public Member.
- B. The ~~Executive Director~~ **Chief Executive Officer** serves on the Board of Directors as a non-voting member with voice and without a vote.
- C. Quorum and voting. A quorum of the Board of Directors shall consist of ~~four~~ **five** of the Board members. **Proxy voting is not permitted.**

(1) Regular meetings of the Board of Directors shall be held with notice of the date, time, place, or purpose of the meeting; provided, that at the beginning of each one-year period, the Board of Directors may provide a single notice of all regularly scheduled meetings for that year, or for a lesser period, without having to give notice of each meeting individually.

(2) Special meetings of the Board of Directors shall be preceded by at least 2 days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting.

(3) The President, or 20% of the Board of Directors members then in office, may call and give notice of a meeting of the Board of Directors.

(4) Oral notice of meetings of the Board of Directors is acceptable notice.

(5) The President will only vote at Board of Directors if there is a need to break a tie.

**Section 9.2: Powers.** The Board of Directors shall:

- A. Be the administrative body of the Association, vested with full power to conduct all business of the Association, subject to the Bylaws.
- B. Have the power to establish rules and regulations consistent with these Bylaws, to govern its organization, procedures and conduct.
- C. Have the power to establish ad interim policies when the General Assembly is not in session and when such policies are essential to the management of the Association.
- D. Have the power, through a majority vote and with notification to the President or ~~Executive Director~~ **Chief Executive Officer**, to call special meetings of the Executive Council.

**Section 9.3: Duties.** The Board of Directors shall:

- A. Provide for the maintenance and supervision of the Central Office and all property or offices owned or operated by the Association.
- B. Appoint qualified persons to the office of ~~Executive Director~~ **Chief Executive Officer**, determine the extent of their duties, regulate the operation of their office, determine compensation and have full control of all other matters pertaining to the office.
- C. Conduct, annually, an evaluation of the ~~Executive Director~~ **Chief Executive Officer**, utilizing an acceptable procedure based upon job specifications established for the position. The Board of Directors shall meet with the ~~Executive Director~~ **Chief Executive Officer** to discuss the evaluation.
- D. Determine the time and place for the convening of the Annual Meeting and any other meetings of the General Assembly.
- E. Determine meeting registration fees for members and non-members of the Association. The Board of Directors may, at its discretion, waive meeting registration fees for invited guests.
- F. Approve the program for meetings of the General Assembly.
- G. Review applications for membership and approval and report actions to the General Assembly.
- H. Render reports of its actions to the Association at each Annual Meeting.

- I. Adopt a final budget and report to the General Assembly.
- J. Convene prior to the Annual Meeting of the General Assembly and, as needed, between Annual Meetings. Meetings of the Board of Directors shall be at times and places designated by the President. Such meetings shall be open to members of the Association, and, with the consent of the Board of Directors, any member may be heard on matters under consideration.
- K. Review reports of representatives and committees before such reports are presented to the General Assembly. The Board of Directors may, at its discretion, comment on any report that it reviews.
- L. Call special meetings of the Association at its discretion or upon receipt of a petition from ten or more Member Agencies. A notice containing the purpose for a special meeting, plus location and time, shall be mailed to all members at least thirty (30) days prior to said meeting.
- M. Nominate, to the General Assembly, candidates for Honorary Membership.
- N. Designate, if able, a member of the Association as the "AADB Citizen of the Year" from nominees recommended by the Award Selection Committee.
- O. Appoint a Membership Committee to retain current members and to recruit new members. It shall develop written material to be sent to all prospective members as well as form letters for responding to frequently asked questions. It shall also maintain contact with each state board's and regional testing agency's appointed AADB liaison person.
- P. Have the ability to remove any representative to another dental group if they conclude with just cause, that the representative is either unwilling or unable to fulfill the duties and responsibilities expected of that position.
- Q. Set fees, consistent with the fiscal health of the Association, for life membership under Chapter V, Section 40, B and C.
- R. Convene a reference committee, as deemed necessary, at meetings of the General Assembly.

### **Section 10 - Emergency Authority**

**Section 10.1:** In the event of an Emergency (as defined below) the Board of Directors shall have the authority to:

- a. modify lines of authority or succession to accommodate the death or incapacity of any Officer, Board member, employee, or agent;
- b. relocate the Central Office and support facilities, or designate an alternative Central Office or support facilities, or authorize an Officer to do so; and
- c. take such other action as it deems necessary and prudent to continue the operations of the AADB and protect its assets.

**Section 10.2:** An "Emergency" shall *include, but not limited to,* ~~mean~~ an Act of God, fire, earthquake, flood, hurricane, explosion, action of the elements, war, act of terrorism, riot, mob violence, sabotage, inability to procure or a general shortage of labor, equipment, facilities, materials or supplies in the open market, failure of transportation, strike, lockout, action of labor unions, a taking by eminent domain,

requisition, laws, orders of government, or any other unanticipated cause, whether similar or dissimilar to the foregoing, not within the reasonable control of the AADB and which materially interferes with the operations of the AADB. *This authority shall include the power to remove any director, by a majority vote of all the directors, whom the Board deems, in its sole discretion, to be harmful to the good name, reputation, standing, or operations of the AADB.*

**Section 10.3:** In the event that the Board of Directors exercises any powers pursuant to this Chapter, it shall give notice to the membership as soon as reasonably practicable of such exercise.

## **Section 11 – Elected Officers**

**Section 11.1: Elected Officers.** The elected officers of this Association shall be eight (8) in number; the President, President-Elect, Vice President, Secretary, Treasurer, Dental Hygienist Member, Public Member Administrator Member, each of whom shall be elected as provided in these Bylaws.

**Section 11.2: Eligibility.** Only Members and Life Members shall be eligible to serve as elected officers.

**Section 11.3: Appointed Officers.** The appointed officer of this Association shall be the ~~Executive Director~~ *Chief Executive Officer* who shall be appointed by the Board of Directors as provided in Chapter XII of the Bylaws.

**Section 11.4: Nominations.** Nominations for President-Elect, Vice President, Secretary, Treasurer, Dental Hygiene Member and Public Member shall be presented by the Nominating Committee. Nominations for the Administrator Member shall come from the American Association of Dental Administrators. Additional nominations from the floor shall be accepted for all positions except the President-elect. Nominations from the floor for the elected officers will come from the appropriate caucus that should be represented by that office. A nominee from the floor for the position of Administrator member, shall be required to be a both a member of the American Association of Dental Administrators and the American Association of Dental Boards. The Nominating Committee shall present a ballot in which each Caucus is represented on the Board of Directors. Elections shall be held in adherence with the American Association of Dental Boards Operating Manual of the Nominating Committee.

**Section 11.5: Elections.** The elected officers shall be elected by the General Assembly at the Annual Meeting. If there is more than one nomination for any office, election shall be by secret ballot. The candidate receiving the majority of the votes shall be declared the elected officer. When more than two candidates have been nominated, a candidate receiving a majority of the ballots cast shall be elected. In the event no candidate receives a majority on the first ballot, the candidate with the fewest votes shall be removed from the ballot and the remaining candidates shall be balloted upon again. This process shall be repeated until one (1) candidate receives a majority of the votes cast.

**Section 11.6: Tenure of Office.** The elected officers shall serve for a term of ~~one (1)~~ *two (2)* years or until their successors are elected and installed. ~~They may not serve more than one term in that officer's position. The exceptions are the Dental Hygiene Member, Public Member and Administrator Member, who~~ *Elected officers* may serve up to two – ~~one~~ *two-year* terms. ~~No elected Board of Directors Member shall serve more than seven (7) consecutive terms on the Board of Directors.~~

**Section 11.7: Officer Installation.** All elected officers shall be installed at the close of the Annual Meeting of the General Assembly.

**Section 11.8: Vacancy.** A. If a vacancy occurs in the unexpired term of an officer, the exception being the Administrator Member, between Annual Meetings; the President shall request the Nominating



Committee to identify three candidates. The President, with the approval of the Board of Directors, shall select one of the three candidates to fill the officer's position. If the office of the President becomes vacant, the President Elect will serve out the remaining term of the President and their intended term.

B. If vacancy occurs in the unexpired term of the Administrator Member between Annual Meetings, the President shall appoint, after consultation with the President of the American Association of Dental Administrators and with the consent of the Board of Directors, an administrator to serve the unexpired term of the Administrator Member.

**Section 11.9: Distribution.** The Association is divided into four Geographic Caucuses as defined below: Each of these Caucuses shall elect a chairperson to represent and preside over the Caucus. Each Caucus shall elect from its membership a representative to be a committee member on the Nominating Committee. The Caucus chair is not prohibited from being elected concurrently to serve on the Nominating Committee

<b>East</b>	<b>West</b>	<b>North</b>	<b>South</b>
Connecticut	Alaska	Illinois	Alabama
Delaware	Arizona	Indiana	Arkansas
District of Columbia	California	Iowa	Florida
Maine	Colorado	Kansas	Georgia
Maryland	Hawaii	Michigan	Kentucky
Massachusetts	Idaho	Minnesota	Louisiana
New Hampshire	Montana	Missouri	Mississippi
New Jersey	Nevada	Nebraska	North Carolina
New York	New Mexico	North Dakota	Puerto Rico
Pennsylvania	Oregon	Ohio	South Carolina
Rhode Island	Utah	Oklahoma	Tennessee
Vermont	Washington	South Dakota	Texas
West Virginia	Wyoming	Wisconsin	Virginia
			Virgin Islands

**Section 11.10 Duties.**

**A. President.** The President shall:

- a. Preside at all meetings of the General Assembly and the Board of Directors preserving order and decorum and enforcing rules of the Association.
- b. Have watchful supervision over the Association.
- c. Serve as ~~an~~ a non-voting member of all committees.
- d. Call special meetings of the General Assembly as provided for in these Bylaws.
- e. Call meetings of the Board of Directors as needed or upon the request of the majority of members.
- f. Appoint all committees, subject to approval of the Board of Directors.
- g. Deliver an address to the General Assembly at the Annual Meeting.
- h. Cast the deciding vote in case of tie in either the General Assembly or Board of Directors.

- i. Serve, or designate a qualified member to serve, as the official representative of the Association in contacts with governmental, civic, business and professional organizations.
- j. Enter into contracts in the name of the Association, upon authorization by the Board of Directors. At least one other officer must also sign any contract.
- k. Perform such other duties as custom and parliamentary procedure require.
- l. Appoint, with the consent of the Board of Directors, a replacement representative to another group to fulfill the remainder of that term, from which a representative has been removed.
- m. Appoint a Parliamentarian.

*n. President shall serve as Program Chair for Annual and Mid-Year Meetings.*

**B. President-Elect.** The President-Elect shall:

- a. Serve on the Board of Directors and as a non-voting member of all committees.
- b. Assist the President at the President's request.
- c. Advance to the office of President should that office become vacant between Annual Meetings.
- d. Be installed as President at the next Annual Meeting following his election.
- e. Serve as Program *Vice* Chair for the Mid-Year and Annual Meetings.

**C. Vice President.** The Vice President shall:

- a. Assist the President at the President's request.
- b. Assist the President-Elect with the Mid-Year and Annual Meeting Planning

**D. Secretary:** The Secretary shall have charge of all such additional books and papers as the Board may direct, and shall, in general, perform all such duties as are incidental to the office of Secretary including:

- a. Shall record or cause to be recorded the minutes of all meetings of the Association and the Board of Directors;
- b. Shall be responsible for notification of officers of Board of Directors meetings and Members of the General Assembly meetings;
- c. Shall preserve correspondence, reports, records, Bylaws, and the Policy and Procedure Manual of the Association in a permanent file.

**E. Treasurer:** The Treasurer shall be responsible for all the funds, property, and other assets of the Corporation and for an accounting of these and shall, in general, perform all duties that are consistent with the office of Treasurer of a not-for-profit corporation:

- a. Shall be responsible for the funds of the Association;

- b. Shall keep or cause to be kept an accurate record of all Association receipts and disbursements;
- c. Shall assist in the direction of all financial affairs;
- d. Shall present financial reports to the Board of Directors as requested;
- e. Shall present an annual written report to the General Assembly members at the annual meeting;
- f. Shall serve as a non-voting member of the Finance Committees.

**F. Dental Hygienist Member.** The Dental Hygienist Member shall:

- a. Be a dental hygienist.
- b. Serve as a member of the Program Committee.
- c. Serve as a member of the Membership Committee.

**G. Administrator Member**

**Number and Title.** One (1) administrator shall be elected as the Administrator Member to serve as a member on the Board of Directors.

**Eligibility.** Only a person who is a dues paying member of both the American Association of Dental Administrators and a dues paying Member of the American Association of Dental Boards shall be eligible to serve as the Administrator Member.

**Duties.** The Administrator Member shall:

- a. Serve as a member of the Program Committee.
- b. Serve as a member of the Membership Committee.
- c. Serve as a member of the Sponsor Committee.
- d. Serve as Chair of the Administrators' Committee.

**H. Public Member**

**Number and Title.** One (1) public member of an Agency shall be elected as the Public Member to serve as a member of the Board of Directors.

**Eligibility.** Only a dues paying public member of the American Association of Dental Boards shall be eligible to serve as the Public Member.

**Duties.** The Public Member shall:

- a. Serve as a member of the Membership Committee.
- b. Serve as a member of the Sponsor Committee

## Section 12 - Appointed Officer

**Section 12.1: Number and Title.** Appointed officer of this Association shall be ~~Executive Director~~ *the Chief Executive Officer*.

**Section 12.2: Appointment.** The ~~Executive Director~~ *Chief Executive Officer* shall be appointed by the Board of Directors.

**Section 12.3: ~~Executive Director~~ *Chief Executive Officer*.** The ~~Executive Director~~ *Chief Executive Officer* shall:

- A. Serve as ~~Executive Director~~ *Chief Executive Officer* of the Central Office and any branch offices and as Assistant Secretary.
- B. Attend meetings of the General Assembly and the Board of Directors.
- C. Keep and publish minutes of meetings of the General Assembly and the Board of Directors.
- D. Be custodian of all records, books, papers and funds belonging to the Association.
- E. Conduct correspondence on behalf of the Association including sending notification of meetings, notifying officers of their election and notifying committee members of their appointments and duties.
- F. Keep a record of all members and guests present at each meeting of the General Assembly.
- G. Charge, upon the books of the Association, the dues of all categories of dues-paying members.
- H. Demand and receive all funds due the Association including bequests and donations.
- I. Act as custodian for all monies, securities and deeds belonging to this Association and hold, invest, distribute or convey such funds or instruments, in the name of the Association, at the direction of the Board of Directors or the General Assembly. All disbursements shall be made by check signed by the ~~Executive Director~~ *Chief Executive Officer* or the President.
- J. Submit all financial records to the Board of Directors or its auditor at the request of the Board of Directors.
- K. Render a written report of the Association's financial position thirty (30) days before the Annual Meeting.
- L. Maintain an up-to-date copy of the Bylaws.
- M. Provide general publicity for meetings of the General Assembly and other important activities of the Association.
- N. Coordinate and support activities of all committees of the Association.
- O. Report activities of the Central Office during meetings of the Board of Directors.

- P. Employ such persons as are necessary for the orderly operation of the Central Office subject to restrictions in budget approved by the Board of Directors.
- Q. Draft an annual budget for review by the Finance Committee and approval by the Board of Directors that will be reported to the General Assembly.
- R. Circulate notice of any meeting of the Board of Directors called by the President or requested by a 20% of members of the Board of Directors. Notice shall be circulated at least thirty (30) days in advance of a face to face meeting and 48 hours in advance of an electronic meeting, or as by rules stated in the Boards of Directors operational manual.
- S. Present to the Board of Directors an Annual Report of the status of the Association, outlining accomplishments and making recommendations for the advancement of objectives of the Association.
- T. Perform such other duties as are prescribed by the Board of Directors.

### **Section 13 - Standing Committees**

**Section 13.1: Names.** Standing Committees of this Association shall be the Program Committee, the Bylaws Committee, the Nominating Committee, Finance Committee, the Award Selection Committee, the Membership Committee, the Sponsor Committee and the Administrators' Committee.

#### **Section 13.2: Duties.**

- A. The Program Committee shall be responsible for the program and other arrangements for the Annual Meeting and other meetings of the Association. For each meeting, the Program Committee shall appoint a Registration Committee and may appoint a Local Arrangements Committee to offer assistance. The Local Arrangements Committee shall report to the Program Committee. The Registration Committee shall help the Program Committee by overseeing the registration of attendees at the AADB Annual and Mid-Year Meetings.
- B. The Bylaws Committee shall continually review and recommend changes to the Bylaws in order to keep them current with the Association's program. The Constitution and Bylaws Committee shall also review changes proposed by others for appropriateness of wording.
- C. The Nominating Committee shall present recommendations for the slate of nominees for Association offices at the first session of the Annual Meeting. . Nominations may be added from the floor in accordance with these Bylaws.
- D. The Finance Committee shall review the accounting/financial functions and internal controls of the Association in order to protect and enhance the financial situation. The Committee will make recommendations regarding the Association's financial policies; financial statements and investment methodology to the Board of Directors. The Committee shall evaluate the budget prepared by the ~~executive director~~ **Chief Executive Officer** and submit a recommended annual budget to the Board of Directors in advance of the Mid-Year Meeting.
- E. The Award Selection Committee shall make recommendations to the Board of Directors of the Association to be considered for the "AADB Citizen of the Year" Award to be presented at the Annual Meeting. The criteria for determining who shall be nominated to receive this award will be outlined in a Committee Manual.

- F. The Sponsor Committee shall be responsible for securing AADB corporate sponsors and promoting them to the AADB membership.
- G. The Membership Committee shall promote membership in the AADB and recommend member services to the Board of Directors.
- H. The Administrators' Committee shall make recommendations to the Program Committee for the Annual Meeting, and other meetings of the Association, and make recommendations to the Board of Directors on administrative needs.

**Section 13.3. Reporting.** Each standing committee shall report to the General Assembly at the Annual Meeting. The Constitution and Bylaws Committee and the Program Committee shall submit written reports to the ~~Executive Director~~ **Chief Executive Officer** at least forty-five (45) days before the Annual Meeting. The Nominating Committee may report orally. Matters that require action by the General Assembly shall be presented in reports, in resolution form.

**Section 13.4. Composition and Appointments.**

- A. Standing Committees, except as otherwise provided for in these Bylaws, shall be composed of not less than three, Members, Life Members or Associate Members of this Association. Associate Members may serve on a Standing Committee without vote.
- B. The Nominating Committee shall be composed of six Members. Each Caucus shall elect from its caucus one member to serve on the Nominating Committee. The committee will include one member rotated from among the Dental Hygienists, Administrators and Public Members, for a one year term, appointed by the Board of Directors. The chair shall be an AADB past-president appointed by the Board of Directors.
- C. Terms of Committee members of a standing committee shall end with the close of the Annual Meeting. Committee Members, however, may be reappointed up to a maximum of five years to the same standing committee.
- D. Committee Members of standing committees shall be appointed by the President with the approval of the Board of Directors and subject to the following restrictions:
  - 1. At least one member of the Bylaws Committee and the Program Committee shall be a carryover from the previous year.
  - 2. At least one new member shall be appointed to each standing committee each year.
  - 3. ~~No individual may serve on more than two standing committees concurrently unless otherwise stated in the Bylaws.~~

**Section 13.5. Vacancy.** In the event of a vacancy in the membership of any standing committee, the President shall appoint a qualified person to fill the vacancy for the remainder of the unexpired term.

**Section 13.6. Quorum.** The majority of the members of a standing committee shall constitute a quorum for the transaction of business.

**Section 13.7. Expenses.** A standing committee shall not incur expenses without authorization of the Board of Directors.

#### **Section 14 - Special Committees**

**Section 14.1. Identification and Duties.** A special committee may be created at any time by the General Assembly or the Board of Directors. The body that creates a special committee shall be responsible for describing the duties of that special committee.

**Section 14.2. Reporting.** A special committee shall report annually to either the General Assembly or the Board of Directors. If created by the General Assembly, the special committee shall report to the General Assembly. If created by the Board of Directors, the special committee may report to either the General Assembly or the Board of Directors. If the special committee reports only to the General Assembly, the report shall be provided to the Board of Directors for comment prior to presentation to the General Assembly.

#### **Section 14.3. Composition and Appointments.**

- A. Special committees shall be composed of not fewer than three committee members.
- B. A special committee, unless renewed by either the General Assembly or the Board of Directors, shall terminate its activities at the close of the Annual Meeting.
- C. If a special committee is mandated by the General Assembly, the General Assembly may, at its discretion, select its membership. If the General Assembly does not select Committee members for a special committee it mandates, or if the special committee is created by the Board of Directors, the President, with the approval of the Board of Directors, shall appoint its members. ~~No individual, however, may serve concurrently on two special committees.~~

**Section 14.4. Quorum.** The majority of members of a special committee shall constitute a quorum for the transaction of business.

**Section 14.5. Expenses.** A special committee shall not incur expenses without authorization of the Board of Directors.

#### **Section 15 - Representatives to Other Dental Groups**

**Section 15.1. Identification.** The Association shall appoint representatives to the ADA Council on Dental Education and Licensure, Commission on Dental Accreditation, the Appeals Board of the ADA Commission on Dental Accreditation and the ADA Joint Commission on National Dental Examinations. The number of representatives to be appointed and their terms shall correspond to definitions in the ADA Bylaws.

**Section 15.2. Appointment Procedures.** When a vacancy is available on either the ADA Council on Dental Education and Licensure, Commission on Dental Accreditation, the Appeals Board of the ADA Commission on Dental Accreditation, or the ADA Joint Commission on National Dental Examinations, the President, with approval of the Board of Directors, shall nominate an Association representative. Nominations from the General Assembly shall also be accepted. All nominees, however, must be Members of this Association. The General Assembly shall elect the representatives of the Association.

**Section 15.3. Duties and Reporting.** Representatives to any other groups shall be expected to maintain good attendance and service at their designated meetings, and they shall attend a minimum of one AADB

meeting each year, and attend a minimum of one Annual AADB meeting every two years. Representatives to the ADA Council on Dental Education and Licensure, Commission on Dental Accreditation and the ADA Joint Commission on National Dental Examinations shall report as a committee to the General Assembly during the Annual Meeting. The representative on the ADA Appeals Board of the Commission on Dental Accreditation may report, within prescribed limits of confidentiality, but is not required to do so. Representatives to other groups shall report orally or by written report to the Board of Directors annually, or may report to the General Assembly as requested.

**Section 15.4. Other Appointments.** Nothing in this chapter shall be interpreted to prohibit the President, with the approval of the Board of Directors, from making appointments to appropriate organizations other than those specified, as may, from time to time, be required.

## **Section 16 – Dues**

**Section 16.1. Dues:** The annual dues shall be recommended by the Board of Directors and approved by the General Assembly.

**Section 16.2 Loss of Membership.** Any Member, Agency, Associate Member or Associate Agency whose dues remain unpaid for one year shall be dropped from membership after review by the Board and notification by the ~~Executive Director~~ *Chief Executive Officer*.

**Section 16.3. Reinstatement.** Any Member, Agency, Associate Member or Associate Agency who has been dropped for non-payment of dues for at least two dues years shall be eligible for reinstatement to membership upon payment of current dues.

**Section 16.4. Resignation.** Any Member, Agency, Associate Member or Associate Agency in good standing, and who are not arrears in dues, may honorably resign from the Association. Upon application for reinstatement to membership, any Member, Agency, Associate Member or Associate Agency may be reinstated upon payment of the current year's dues.

**Section 16.5.** Life Members, Associate Life Members, and Associate Members recognized as Honorary or Disabled/Retired Members of this Association shall not be subject to the payment of dues.

## **Section 17 - Meetings and Quorum**

**Section 17.1. Meetings.** The Association shall hold an Annual Meeting and such other meetings as may be designated by the Board of Directors. Special meetings may be held as provided in Section 9, Section 9.3, Sub-Section (L) of the Bylaws.

The Association shall:

- a. record all minutes and maintain all records, documents and property of the AADB, including a roster of members;
- b. shall publish for the Members the minutes of the Annual Meeting and a list of those selected to serve on the Board of Directors and all appointments;
- c. shall inspect the Membership List, Association must prepare list of members entitled to notice of meeting including (i) address of each member and (ii) number of votes each member is entitled to cast at meeting. Available for inspection by members two days after notice of meeting given until meeting. A member must be allowed a copy upon written demand showing “proper and relevant purposes. The Association may charge for the copies.



**Section 17.2. Quorum.** A Quorum of five (5) percent of the membership of the Association shall constitute a quorum for the transaction of business at any meeting of the Association

**Section 17.3. Meeting by Electronic Means.** The Annual Meeting may also be held, in whole or part, via the Internet or other communication technology. Any meeting of the General Assembly, the Board of Directors, or any Committee, held via the Internet or other communication technology, shall, at a minimum, permit Members to hear or read the proceedings substantially concurrently with their occurrence, vote on matters submitted to Members, pose questions, and make comments.

### **Section 18 - Order of Business**

**Section 18.1. Annual Meeting.** The President shall submit an agenda to the General Assembly, which may include but is not limited to reports from the president, Board of Directors, ~~Executive Director~~, **Chief Executive Officer**, committees and task forces, election and installation of officers.

**Section 18.2. Special Meetings.** The business at a Special Meeting of this Association shall be confined to the specific objectives for which the meeting is called and of which the general membership is notified as provided in these Bylaws.

**Section 18.3. Altering Order.** The order of business at any meeting may be altered or suspended by a three-fourths (3/4) majority vote of voting members present.

### **Section 19 - Rules of Order**

**Section 19.1. Resolutions.** Proposed policy statements or actions shall be presented to the General Assembly in the form of resolutions. A written copy of any proposed resolution shall be furnished to the ~~Executive Director~~ **Chief Executive Officer** for inclusion in the minutes. If possible, resolutions should be referred to the Board of Directors for comment prior to their presentation to the General Assembly for action. If a resolution is brought up under new business, it will need a 2/3 vote of the General Assembly to be added to the agenda.

**Section 19.2. Floor Privilege.** No member shall speak longer than ~~10~~ **5** minutes upon any subject until all present have had an opportunity to express themselves, and no member shall speak more than twice on the same subject except by permission of the General Assembly.

**Section 19.3. Additional Rules.** The rules contained in the current edition of *American Institute of Parliamentarians Standard Code of Parliamentary Procedures* shall govern the deliberations of this Association in all cases in which they are applicable and not in conflict with the Bylaws.

### **Section 20 - Fiscal Year**

The fiscal year of this Association shall be from July 1 to June 30 inclusive.

### **Section 21 - Indemnification**

The Association shall indemnify and hold harmless each officer and each member of a committee, now or hereafter serving the Association, from and against any and all claims and liabilities to which the person may be or become subject, by reason of now or hereafter, being, or having heretofore been, an officer and/or a member of a committee of the Association, and/or by reason of alleged acts or omissions as an officer and/or a member of a committee as aforesaid, and shall reimburse each officer and/or committee member of the Association for all legal and other expenses reasonably incurred in connection with defending such claims or liabilities provided, however, that no officer or committee member shall be indemnified or reimbursed for any expense arising out of the officer's or committee member's own negligence or willful misconduct. The foregoing rights of officers and members of committees shall not be exclusive of other rights to which they may be entitled lawfully.

### **Section 22- Seal**

This Association shall have a seal for the purpose of authenticating official documents of the Association. The seal may be broken, changed, or renewed at the pleasure of the Association.

### **Section 23 – Amendments**

**Section 23.1.** The Bylaws may be amended by a two-thirds vote of the voting Members present at an Annual or Mid-Year Meeting, provided copies of the proposed amendment shall have been presented in writing to the voting members of the Association at least thirty (30) days prior to the meeting.

**Section 23.2.** An amendment to the Bylaws effecting a change in dues shall not be enacted upon at the Annual or Mid-Year Meeting at which introduced, except by unanimous consent unless the amendment has been circulated to the membership thirty (30) days prior to the Annual or Mid-Year Meeting.

### **Section 24 – Dissolution**

If this Association shall be dissolved at any time, no part of its funds or property shall be distributed to, or among its members, but, after payment of all indebtedness of the Association, its surplus funds and properties shall be used for dental education and dental research in such manner as the then governing body of the Association may determine.

AADB shall provide a notice to the Attorney General of the District of Columbia that it intends to dissolve prior to delivering articles of dissolution to the District. Property held in trust or otherwise dedicated to a charitable purpose may not be diverted from its purpose in a sale of assets unless the corporation obtains an appropriate court order to the extent required by and pursuant to the laws of the District on cy-près or otherwise dealing with the non-diversion of charitable assets.

Approved by General Assembly April 11, 2016.

Proposed Changes to be presented to the General Assembly at the 2020 AADB Mid-Year Meeting.