

BYLAWS OF THE UNITED STATES OF AMERICA SECTION INTERNATIONAL COLLEGE OF DENTISTS

(Revised 10-2017)

ARTICLE I. NAME AND OFFICE

Section 1. NAME

The name of this corporation is the United States of America Section of the International College of Dentists. It is an Autonomous Section of the College established to facilitate the organization of the College activities at the District, Constituent/State Chapter and Component Chapter levels.

Section 2. DISTRICT

The Section shall use the same geographical boundaries designated as Districts by the American Dental Association. Each District of this Section is under the jurisdiction of a Regent. It may be a single or multiple Constituent Chapter District.

Section 3. CONSTITUENT/STATE CHAPTERS

A Constituent/State Chapter shall be each state by its name, the District of Columbia, the Commonwealth of Puerto Rico, the Army, Navy, Air Force, Veteran's Administration and Other Governmental Services or Agencies. In most cases these will be referred to as Chapters.

Section 4. COMPONENT CHAPTERS

Component Chapters shall be sub-chapters of State Chapters.

Section 5. EXECUTIVE OFFICE

The principal office of the Section shall be located at, and its affairs conducted from, an office maintained for such purpose by the duly appointed Registrar, with the approval of the Board of Regents.

ARTICLE II. MISSION STATEMENT, VISION STATEMENT, GOALS AND CORE VALUES

Section 1. MISSION STATEMENT

The U.S.A. Section of the International College of Dentists, as part of the preeminent honor society for dentists in the world:

- Recognizes and promotes excellence in leadership with an emphasis on service,
- Provides support to our Fellows and respect for our peers,
- Addresses oral health needs and education throughout the world,
- Fosters an atmosphere of collaboration with those who share our values.

Section 2. VISION STATEMENT

We are the pre-eminent honorary society for dentists in the U.S. that recognizes and promotes excellence in leadership and service.

Section 3. GOALS

- a. We are the preeminent honor society for dentists in the U.S.A.
- b. We are the foremost source for dental leadership and recognition.
- c. We are the model for domestic and international dental service and collaboration.
- d. We have state-of-the-art internal and external communication to support our projects and activities.
- e. We enjoy a secure financial position which allows us to achieve our strategic objectives.

Section 4. CORE VALUES

Our core values are Integrity, Leadership, Service.

ARTICLE III. DEFINITIONS

The following are accepted definitions for these Bylaws:

- a. "College" means the International College of Dentists.
- b. "Section" means the United States of America Section of the International College of Dentists.
- c. "District" also means regency under the jurisdiction of a Regent.
- d. "Constituent/State" or "State" means each state or unit as described in Article I, Section 3.
- e. "Area" means the geographical description of areas within a District.
- f. "Regent" means an elected member of the Board of Regents in charge of a District.
- g. "Board" or "BOR" means the Board of Regents of the Section.
- h. "Member" shall mean any person who is a member of the College and may be referred to as a Fellow.
- i. "Fellowship" shall be deemed to be synonymous with membership of the College.
- j. "Office" means the Section Office (Executive Office) of the Section wherever located at the discretion of the Board of Regents.
- k. "Month" means calendar month.
- l. "Seal" means Common Seal of this Section.
- m. "In writing" and "written" include typing, printing, lithographing, emailing, and other modes of representation or reproducing words or figures in visible form.

- n. Except where context otherwise requires, words denoting the singular number shall include the plural number. When a word imparts the masculine gender, it shall include the feminine gender.

ARTICLE IV. MEMBERSHIP

There shall be seven (7) classes of Fellowship in the U.S.A. Section: 1. Active, 2. Retired Life, 3. Life, 4. Emeritus 5. Master, 6. Honorary, and 7. Disabled.

Section 1. ACTIVE FELLOWSHIP

- a. Eligibility. An active member in the U.S.A. Section of the International College of Dentists shall be:
 1. A dentist, and shall maintain membership in the American Dental Association.
 2. Recognized for their integrity; for honesty of purpose; for outstanding knowledge of the needs of the profession; for strict adherence to the code of ethics; for fairness in disseminating professional knowledge to others; for good standing in the community, in the local, state or national dental society; for personal contribution to the advancement of the scientific knowledge of the profession; for generosity and their benevolence to their fellow practitioners and patients; and for all other noble qualities required of a professional person.
 3. Engaged in practice or shall be a dentist in the United States Army, Navy, Air Force, Veterans Administration or other Government Service or Agency; or shall be engaged in scientific dental research in a hospital or institution of generally recognized standing; or a teacher, writer, editor, or occupied in any other capacity within the scope of organized dentistry acceptable to the Board of Regents.
 4. A graduate of a recognized dental school for at least five (5) years, in no way, directly or indirectly, personally or otherwise, connected with a firm or institution engaged in improper exploitation of dental service or the results of dental research.
- b. Nomination for and Election to Fellowship
 1. Active Fellowship in the College shall be by invitation only.
 2. Any Member of a Chapter can become the sponsor of a colleague to their Chapter or another Chapter by submitting his/her name in nomination using the electronic process on our ICD USA Section website. The completed Sponsor Form, Candidate Information Form (CIF), and two letters of support (one of which is the original Sponsor letter) comprise a complete Nomination Package. The completed nomination package will be forwarded to the Deputy Regent, then the Regent, for comments, approval or disapproval. If approved, the nomination package shall be submitted to the office of the Registrar. The entire nomination process should be accomplished electronically but may be via written document.
 3. If the Regent is temporarily unavailable, the Vice Regent may substitute for the Regent in the nomination process.
 4. Duty of Registrar for approved CIF.
 - a) The data from the Nomination Package is sent electronically to the members of the Board for the nominee's election to Fellowship in the College. The sponsor is notified of the completed Nomination Package.
 - b) If any Board member votes unfavorably on a nomination, further processing of said nomination must stop. The CIF is returned to the Regent for corrections, and further consideration. When two or more rejections are made, the CIF should be sent to the Membership Committee whose decision would be binding.
 - c) If approved by the Board, the Registrar will supply the candidate with a Pre-Induction Information form which, together with the induction fee, must be sent to the Registrar within thirty (30) days following notification of acceptance, with a copy to the sponsor.
 - d) If circumstances should arise in a Chapter that a prospective candidate cannot gain approval by the above-outlined procedure, it shall be the prerogative of the members of the Chapter to file a petition for a hearing with the Board on this individual. The petition must state the reasons why the prospective candidate should be approved, qualifications for membership, and be signed by three-fourths (3/4) or fifteen (15) members, whichever is less, in that Chapter. Any decision of the Board in regard to such a petition shall be binding on all parties involved.

- c. Conferring of Fellowship in the U.S.A. Section.
 - 1. Fellowship will be conferred by the President or other presiding officer at the Annual Convocation of the College. The Induction Ceremony is prescribed in Appendix A.
 - 2. When an approved candidate postpones induction in the ICD USA Section for more than three consecutive years, he or she forfeits further induction in the college. The induction fee will not be returned. For an extreme reason, the person can be offered one more opportunity, approved by the Membership Committee.
- d. Privileges: The Active Fellow shall be granted all of the privileges specified in Article IV, Section 8 of these bylaws upon payment of the prescribed dues as established by the Board of Regents plus chapter dues (if applicable).

Section 2. LIFE RETIRED FELLOWSHIP

- a. Privileges: The Life Retired Fellow shall be granted all the privileges specified in Article IV, Section 8 of these bylaws upon payment of the prescribed fee as established by the Board of Regents plus state dues (if applicable).
- b. Eligibility: Any Active Member who has been a Fellow in good standing for at least five (5) years and has retired totally from active practice, research, administration, or teaching of dentistry shall be eligible for Life Retired Fellowship dues status if they so petition the Section.

Section 3. LIFE FELLOWSHIP

- a. Privileges: The Life Fellow shall be granted all the privileges specified in Article IV, Section 8 of these bylaws upon payment of the prescribed fee as established by the Board of Regents plus state dues (if applicable).
- b. Eligibility: Any Fellow in good standing, who has been an Active dues-paying member a minimum of fifteen (15) years and is at least seventy (70) years of age or has a combination of years of membership and age of eighty-five (85) may petition the Section for Life Fellowship.

Section 4. LIFE EMERITUS FELLOWSHIP

- a. Privileges: Emeritus members shall be granted all of the privileges specified in Article IV, Section 8 of these bylaws; however, they will have all dues and assessments waived, and will receive all publications electronically.
- b. Eligibility: Any Fellow in good standing may petition the Section for life Emeritus membership if that Fellow has reached the age of eighty-six (86) and paid Active dues for at least one (1) year.

Section 5. MASTER FELLOWSHIP

- a. Eligibility.
 - 1. An Active, Life Retired, Life, Life Emeritus, or Disabled Member who has rendered outstanding service to the U.S.A. Section of the College.
 - 2. An Active, Life Retired, Life, Master, or Disabled Member has the right to nominate a candidate for Master status.
 - 3. The Registrar receives and forwards biographical sketches for Master candidates to the Awards Committee. The Awards Committee shall evaluate biographical sketches and forward recommendations to the Board of Regents. No more than two USA Section Fellows may receive Master Fellowship per year.
 - 4. The Board of Regents shall receive the report of the Awards Committee and make a proper recommendation to the International Council.
 - 5. Election to the status of Master. Upon approval of the International Council, the status of Master shall be conferred on such candidate(s) as the Board of Regents has determined.
 - 6. A member of the Board of Regents shall not be elected Master during his term of office.
 - 7. The Immediate Past President of the U.S.A. Section shall not be elected to the status of Master for a period of three (3) years.

Section 6. HONORARY FELLOWSHIP

- a. The Board of Regents may confer Honorary Fellowship upon individuals of outstanding achievement in or for benefactions or contributions toward the promotion of the dental profession. They

may be non-dentists of the dental profession involved in teaching, scientific work or research, or in branches of science allied to dentistry; those who have given positive aid in the advancement of dentistry; or those whose Fellowship should be of significant benefit to the Section or College. Honorary Fellows shall have no vote and shall be exempt from dues or assessments. We do not confer Honorary Fellowship to Dentists who reside or practice within the jurisdiction of the USA Section.

- b. Nominations for Honorary Fellowship shall require endorsement of five (5) Active, Life Retired, Life, Master, or Disabled Members, with the exception of technology sector nominees, where only two letters of endorsement shall be required.
- c. The Registrar receives and forwards biographical sketches for Honorary candidates to the Awards Committee. The Awards Committee shall evaluate biographical sketches and submit recommendation to the Board of Regents. No person shall be nominated until said nomination has been approved by the Deputy Regent and Regent of the nominee's area. No more than four people, one from the technology sector, may receive Honorary Fellowship in the USA Section per year.

Section 7. LIFE DISABLED FELLOWSHIP

- a. Privileges: The Life Disabled Fellow is exempt from the payment of dues assessments and shall be granted all the privileges specified in Article IV, Section 8 of these bylaws.
- b. Eligibility: A Fellow of the Section who has suffered significant financial hardship because of a permanent or temporary disability may be granted Life Disabled Fellowship by the Board of Regents.
- c. If such Life Disabled Fellow returns to practice, research, administering or teaching of dentistry, the Fellow shall be reclassified to their previous class of membership upon the Fellow's notification to the Registrar of such a change.

Section 8. FELLOWSHIP PRIVILEGES

- a. To fully participate in all activities of the College.
- b. To hold office, and to propose, sponsor, and endorse candidates for Active, Master or Honorary Membership.
- c. To receive the publications of the U.S.A. Section and the College. Life Fellows and Life Emeritus Fellows will receive their correspondence and publications electronically.
- d. All elected officers of the College must be Active, Life Retired, Life, Life Emeritus, Master, or Disabled Members.
- e. Property rights. Members of the College acquire no rights to any of the Section or College property, which is declared to be vested in the corporation.
- f. Use of the name. Fellows are authorized to use the letters F.I.C.D. or M.I.C.D. when such use does not conflict with state law, the attainment of Fellowship status may be indicated in scientific papers, curriculum vitae, letterhead and stationery.

Section 9. CHAPTER / COMPONENT CHAPTER FELLOWSHIP

An active Fellow shall be considered to be a Fellow of the Chapter / Component Chapter in which his/her major professional activity occurs. The Fellow may attend meetings of any Chapter, but his/her Fellowship and responsibility for dues and assessments shall remain in the Chapter in which his/her major professional activity occurs. A retired, disabled or non-practicing Fellow may elect to be a member of any State / Component Chapter.

Section 10. RESIGNATION

- a. A Fellow may resign at any time upon written notification to the Section Office and payment of all dues owed.

ARTICLE V. DUES AND INDUCTION FEE

Section 1. INDUCTION FEE

The non-refundable induction fee of the Section shall be determined by the Board of Regents and shall be payable at the time of filing the Pre-Induction Form for Fellowship.

Section 2. ANNUAL DUES

Annual dues of Fellows shall be determined by the Board of Regents and shall be due and payable on January first of each year. Annual dues shall be payable by new Fellows beginning with the second dues mailing following their induction. For a justifiable reason the Executive Committee may grant an extension of time for payment of dues provided

a request for extension is received by the Registrar before the Fellow becomes delinquent.

Section 3. DELINQUENT DUES

Fellowship dues are delinquent after one year and Fellowship shall be terminated following six (6) dues mailings. Notice of termination shall be sent to the individual with a request that he/she shall no longer indicate in any way his/her association as a member of the College.

Section 4. REINSTATEMENT

Any former Fellow may make application for reinstatement at any time by making application to the Registrar, the application being accompanied by current and delinquent dues. Said reinstatement shall be subject to approval of the Board of Regents.

ARTICLE VI. OFFICERS AND THEIR DUTIES

Section 1. OFFICERS

The officers of the Section shall be a President, a President-Elect, a Vice-President, an Immediate Past President, a Treasurer, an Editor, a Registrar and a Deputy Registrar. All candidates for office must have the ability to function on the computer, at least to the extent of e-mail.

Section 2. ELECTION OF OFFICERS

The officers shall be elected by a majority vote of the Board of Regents except the Registrar who is selected by the Board of Regents and the Deputy Registrar who is selected by the Board of Regents.

Section 3. TERM OF OFFICE

The President and Immediate Past-President's name shall appear on the ballot, but they ascend to their office by virtue of their position the previous year and are not actually elected. The President-Elect and Vice-President shall be elected for a term of one (1) year, or until the successor is duly elected and installed. The Treasurer shall be elected for a two (2) - year term or until the successor is duly elected and installed. The Editor shall be elected annually and may be elected for additional terms. The Deputy Registrar shall be elected for a two (2) year term or until the successor is duly elected and installed. The Registrar is selected by the Board of Regents and, by contract, serves a rolling term of office not to exceed three years and may be subject to renewal. Unless otherwise specified in these Bylaws, their terms of office shall begin at 12:01 a.m. on January 1 following their election to office.

Section 4. DUTIES

a. President. It shall be the duty of the President to:

1. Preside at all meetings of the Section, the Board of Regents, and the Executive Committee;
2. Appoint the Chairmen and members of all Committees subject to approval of the Board of Regents, except as may be otherwise specifically provided in these Bylaws;
3. Serve as a member of the Nominating Committee and to serve ex officio non-voting member on all other committees of the Section;
4. Preside over the Induction Ceremony for new members;
5. Perform such other functions as usually devolve upon the President of an organization and are prescribed by the Bylaws or action of the Board of Regents or the Executive Committee.

b. President-Elect. It shall be the duties of the President-Elect to:

1. Assist the President as requested, and to perform the duties of the President in his/her absence, or his/her inability to serve;
2. Fill the office of President in the event there is a vacancy in that office. In case of such vacancy, the policy shall be the President-Elect will assume the office as President for the unexpired term, and then will continue as President for the term to which he/she was elected;
3. Serve as Chair of the Governance Committee;
4. Provide oversight and coordination of all standing and Ad Hoc Committees;
5. Serve as a member of the Nominating Committee and to serve ex officio non-voting member on all other committees of the Section.

c. Vice President. It shall be the duties of the Vice President to:

1. Assist the President as requested;
2. Perform the duties of the President in the absence or inability of the President and President-Elect to serve;
3. Serve on the Governance Committee;
4. Serve as ex officio non-voting member on all Committees of the Section. The Vice-President shall not be a member of the

Nominating Committee.

d. Immediate Past President. It shall be the duties of the Immediate Past President to:

1. Assist the President as requested
2. Assist in officer visitation activities
3. Serve as chair of the Nominating Committee
4. Be responsible for monitoring USA Section relationships with other organizations and the environment in which it operates.

e. Registrar. It shall be the duties of the Registrar under the direction of the Board of Regents to:

1. Supervise and discharge activities and business of the Section;
2. Administer the executive offices of the Section; act as Secretary of the Board of Regents; sign with the President all certificates and official documents;
3. Conduct all the correspondence of the Section and the Board of Regents;
4. Collect all money due the Section and Chapters, and forward donations to the USA Section Foundation
5. Review all vouchers for payment;
6. Sign all checks for payment;
7. Provide Treasurer a regular financial statement for review;
8. Notify all members by mail of all meetings of the Section;
9. Notify all members of the Board of Regents of all meetings of the Board;
10. Notify a Regent when any member of the Regency is delinquent in the payment of dues and a membership is to be terminated;
11. Perform such other duties as may be assigned to the Registrar by the Bylaws and by the Board of Regents.
12. Shall receive for services a salary, the amount of which shall be fixed by the Board of Regents.
13. Upon vacating this office, the Registrar shall deliver to a successor all moneys, papers, books, records and other property belonging to the Section that may be in his/her possession or for which he/she is responsible.
14. A surety bond shall be filed with the Board of Regents, the amount of which shall be fixed by the Board; the premium for same to be paid by the Section.
15. The Registrar, selected by the Board of Regents, is an appointed administrative officer of the Section and as such shall be an ex officio member of the Board of Regents, and Executive Committee without a vote.
16. To assist in officer visitations.
17. The Registrar shall be one of the ten (10) Councilors of the College at Large when a Fellow of the Section.

f. Deputy Registrar. The Board of Regents may elect a member of the Section as Deputy Registrar, whose duties it shall be to:

1. Possess an overall knowledge of the ICD USA Section's plans, programs, and activities;
2. Possess an overall knowledge of the ICD USA Section's governance entities and each of their objectives (i.e. the mission of the organization, the strategic plan of the organization, and the objectives of each committee or task force);
3. Integrate and, when necessary, direct the Section activities within all the various entities of the organization, i.e. making sure the various committees are aware of each other's activities and efforts as well as keeping them on task and in compliance with the strategic plan;
4. Oversee the creation and dissemination of ICD USA Section information, including, but not limited to publications, webpage, brochures, announcements, committee or taskforce reports, press releases, social media, chat pages, blogs, membership surveys to:
 - a. USA Section organizational entities: committees, task forces, BOR, states and state officers, individual Fellows;
 - b. Other professional organizations: ADA, ACD, Specialty groups, AGD, etc.;
 - c. Local and national news organizations.
5. Prepare appropriate information and reports about the status of the USA Section.
6. Recommend and oversee technological innovations and upgrades such as Skype, TelevoX, and enhanced cyber-security.

7. The Deputy Registrar shall be a member of the Board of Regents and Executive Committee.
- g. **Treasurer.** A Treasurer, elected by the Board of Regents, is an officer of the Section and as such shall be a member of the Board of Regents and the Executive Committee. It shall be the duty of the Treasurer to:
 1. Provide oversight to the Financial Procedures performed by the Section Office;
 2. Review the financial condition of the Section and make recommendations to the Board;
 3. Review the budget for the coming year prior to presentation to the Board of Regents;
 4. Review the yearly "Financial Review" prior to submission to the Board of Regents.
- h. **Editor.** An Editor, elected annually by the Board of Regents, is an officer of the Section, and as such shall be a member of the Board of Regents and Executive Committee. The Editor will supervise the official publications of the Section. The Editor shall receive compensation, the amount of which shall be determined by the Board of Regents.

Section 5. VACANCIES IN OFFICE

In the event of a vacancy in the office of President, the President-Elect shall assume the office of President for the unexpired term and can then serve as President for the term to which elected. In the event of a vacancy in the office of Vice-President, Treasurer, or Editor, the Board of Regents by a majority vote shall designate a member to fill the unexpired term. In the event the office of the President-Elect becomes vacant, the office shall be filled at the next annual meeting of the Section in the same manner provided for the nomination and election of officers (Article XI), except that in addition there shall be the election of "President for the Ensuing Year." In the event of a vacancy in the office of the Registrar, the Deputy Registrar is pre-positioned to assume the duties until a new Registrar is selected and appointed by the Board of Regents. In the event there is a vacancy in the office of Deputy Registrar, the Board of Regents in coordination with the Registrar will select a new Deputy Registrar.

ARTICLE VII. ELECTION OF COUNCILORS TO THE COUNCIL OF THE COLLEGE AND DUTIES

- a. In order to comply with established provisions of the Constitution of the College, the Board of Regents of the U.S.A. Section shall elect ten (10) members to serve on the College's International Council. The Registrar shall be one of the ten (10) Councilors of the College at Large when a Fellow of the Section. The Board shall have a privilege of nominating other candidates from the floor at the time of this election. The term of office for the Councilor shall be three (3) years. The term of a Councilor shall be limited to three (3) terms of three (3) years.
- b. In case of a vacancy, the President will appoint a Councilor to fill the unexpired term with the approval of the Board. If the term of the vacated Councilor position has less than fifty percent (50%) of a full three-year term remaining at the time the successor Councilor is appointed, the successor Councilor shall be eligible for election to a new, consecutive three-year term. If fifty percent (50%) or more of the vacated term remains to be served at the time of the appointment, the successor Councilor shall not be eligible for another term.
- c. Councilors shall be welcome to attend the Board of Regents of the USA Section meeting without the right to vote, but with voice privileges, but not the privilege of attendance or voice at the Executive Sessions of the Board of Regents. Because of logistics, Councilors will not be seated at the Board of Regents meeting table, nor have assigned seats.
- d. The President shall annually appoint a Chair of the Delegation.
- e. In meetings of the International Council held, Councilors selected by the Chair of the delegation shall exercise the proxy votes of the non-attending members as set by the Constitution of the College.
- f. Duties: To report annually the activities of the Delegation to the USA Section's Board of Regents.
- g. A Councilor may be removed from office, for cause, by the Board of Regents of the Section. (Cause shall be defined as an inability, an indifference to serve, or on moral or ethical

grounds.)

ARTICLE VIII. BOARD OF REGENTS

Section 1. MEMBERS

The Board of Regents shall be composed of the eight (8) officers enumerated in Article VI, and also one representative from each of the seventeen (17) Districts, and said representatives to be known as Regents whose term of office shall be four (4) years. In no instance shall there be more than one Regent for any single-state geographic boundary. The tenure of a Regent shall be limited to one (1) term of four (4) years.

Section 2. VACANCY

In the event of a vacancy in the office of Regent, the President, in consultation with the officers of the former Regent's District and with the approval of the Board of Regents, may appoint a new Regent to fill the unexpired term. If the term of the vacated Regent position has less than fifty percent (50%) of a full four-year term remaining at the time the successor Regent is appointed, the successor Regent shall be eligible for election to a new, consecutive four-year term. If fifty percent (50%) or more of the vacated term remains to be served at the time of the appointment, the successor Regent shall not be eligible for another term.

Section 3. POWERS AND DUTIES

The Board of Regents shall be the governing body of the Section with full powers of management and control over the properties, financial affairs, policies, government programs, projects, and other activities of the Section. Specifically, but not by way of limitation, the Board shall have the power and duty to:

- a. Establish rules for the proper conduct of the affairs of the Section. At no time shall this document be in conflict with the Constitution and Bylaws of the College, the Certificate of Incorporation, or Bylaws of this Section;
- b. Act as a Committee on Admission with the responsibility to submit from the District eligible candidates, in a timely manner, for consideration, and by voting on all candidates submitted for the Section;
- c. Act as a Committee on Grievances with power to censure, suspend, and expel officers and members for cause in the manner provided in Article XVI;
- d. Cause a record of all Districts' proceedings to be kept by the Registrar;
- e. Elect Officers, Regents, and Vice Regents of the Section and Councilors to the International Council of the College;
- f. The Board of Regents shall have the authority to advertise, screen, interview, negotiate, and enter into contract with the person selected as Registrar. The rolling contract shall be for a period not to exceed three (3) years subject to renewal each year. The duties of the Registrar shall be delineated under that section of the Bylaws entitled "OFFICERS AND THEIR DUTIES".

Section 4. MEETINGS

The Board of Regents shall meet bi-annually, with the fall meeting to coincide with the time and place of the Annual Convocation of the Section. Special meetings may be called by the President or the Registrar, or on request made to the Registrar in writing and signed by five (5) members of the Board of Regents. Meetings other than the Spring and Annual Convocation Meetings shall be held at a time and place as it may from time to time be determined. There shall be at least ten (10) days written notice of any meeting of the Board of Regents. An Executive Session of the Board of Regents may be called by a Regent with the concurrence of the President and the majority of the members of the Board.

Section 5. QUORUM

The majority of the Board shall constitute a quorum for the transaction of business.

Section 6. VOTING BY WRITTEN BALLOT

In the interim between meetings of the Board of Regents, a vote of the Board may be taken at the written request of the President or Registrar without the Board's meeting, on any question which is submitted to the Board by the President or Registrar in writing. The voting shall close ten (10) days after the date on which the question is sent to the members of the Board. The vote shall be mailed or electronically submitted to the Registrar. If a majority shall vote on any question so submitted, the vote

shall be counted and shall have the same effect as if cast at a meeting of the Board and recorded in the minutes at the next meeting.

Section 7. REGENTS' BIENNIAL REPORTS

At least forty-five (45) days prior to the Spring and Fall Meetings each Regent shall make a written report, to be submitted electronically, of their District status to the Registrar. The report shall include the following and is subject to review by the Board.

- a. Deaths in the District
- b. Number of constituent or component meetings
- c. Information of general interest to the Members
- d. Status of Membership
- e. Recommendations for improving each Constituent/State or Component Chapter in the District
- f. Listings of all appointments in the Districts.

Section 8. MEETING ORDER OF BUSINESS

- a. At the meetings of the Board of Regents, the order of business shall be as follows:
 1. Motion for approval of minutes of the preceding meeting
 2. Reports of Officers (President, Registrar, Treasurer)
 3. Reports of Regents
 4. Reports of Committees
 5. Old business
 6. Executive Session
 7. New Business
 8. Elections (Customarily during Fall Annual Meeting)
 9. Installation of officers (Customarily during Fall Annual Meeting); the President, having received the gavel of authority from the predecessor shall call the meeting to order to announce plans for this administration and name the committee appointments.
- b. The order of business may be changed by a vote of the majority of Regents present.

ARTICLE IX. BIENNIAL MEETINGS OF THE SECTION

Section 1. TIME AND PLACE

There may be Biennial Meetings of the members of the Section, the time and place of each to be designated by the Board of Regents. Notice of a Meeting shall be in writing to the members at least thirty (30) days prior to the meeting.

Section 2. QUORUM

Twenty-five (25) members in good standing shall constitute a quorum.

ARTICLE X. REGENT, VICE REGENTS, DEPUTY REGENTS COUNSELORS, CHAPTER EDITORS

Section 1. REGENTS

- a. Regents elected by the Board will serve for four years, unless otherwise stipulated.
- b. Regents shall have the responsibilities/duties as follows:
 1. Conduct and report the affairs of their district
 2. Implement the policy of the Board
 3. Attend all meetings of the Board
 4. Disseminate information between the national and district personnel
 5. Ensure that qualified candidates are nominated from the district, thereby meeting district induction goals
 6. Promote the ICD
 7. And others as noted in the Standing Rules of the Section

Section 2. VICE REGENTS

- a. Vice Regents, elected by the Board of Regents, shall acquaint themselves with the duties of the Regent, prepare themselves for assuming the duties of such office if called upon to do so, and shall serve in place of the Regent at any meeting of the Board of Regents the Regent is unable to attend. A Vice Regent's term of office shall be the same as the Regent's.
- b. The Vice Regent of each district shall serve as the designated district officer responsible for the promotion of the purposes, objectives, projects and funding of the International College of Dentists, U.S.A. Section Foundation within that district.
- c. In the event of a vacancy in the office of Vice Regent, the President, in consultation with the District's Regent and with the approval of the Board of Regents, may appoint a new Vice Regent

to fill the unexpired term. If the term of the vacated Vice Regent position has less than fifty percent (50%) of a full four-year term remaining at the time the successor Vice Regent is appointed, the successor Vice Regent shall be eligible for election to a new, consecutive four-year term. If fifty percent (50%) or more of the vacated term remains to be served at the time of the appointment, the successor Vice Regent shall not be eligible for another term.

Section 3. DEPUTY REGENTS

There shall be a Deputy Regent for each Chapter of the Section. The Deputy Regent shall be appointed by the Regent of the District.

a. Appointment and Term

The Deputy Regents shall be appointed annually and may serve more than one year.

b. Duties

The Deputy Regent shall assist the Regent in the conduct of the affairs of their Chapters and, with the approval of the Regent, to name one or more Counselors.

- c. In states which are heavily populated, or are of such large geographical size with various heavily populated areas, it shall be the prerogative of the Board to determine if the affairs and business of the District or the component could be more efficiently and adequately carried on by having more than one Deputy Regent. When such a determination has been made, the following procedure shall be used: The Executive Committee (as defined in Article XII Sec 6) in consultation with representatives of such a constituent shall recommend the number of Deputy Regents needed and establish the areas to be the jurisdiction of each Deputy Regent. Such recommendation shall then be presented to the Board for its action. After the Board has acted and approved such a recommendation, the Regent of the District will appoint the designated number of Deputy Regents and they will be responsible to the Regent as outlined under paragraph (b) of this Article. Because of the need to have someone responsible for arranging functions, etc. on the State level, the Regent shall designate one as the Presiding Deputy Regent. He/she will assume such additional responsibilities and preside when necessary.

Section 4. COUNSELORS

Counselors shall be appointed by the Deputy Regent with the approval of the Regent to assist in carrying out the activities of The U.S.A. Section in their State or other recognized unit. There shall be a sufficient number of Counselors to efficiently and adequately serve the State or other recognized unit. They shall be appointed annually, their terms to begin at 12:01 a.m. on January 1. If appropriate one Counselor should act as Secretary/Treasurer of the State or other recognized unit.

Section 5. CHAPTER EDITORS

Editors may be appointed for two (2) year terms by the Deputy Regents with the approval of the District Regent to accumulate all news of meetings and other activities and forward such information to the U.S.A. Section office for electronic publication. A chapter may appoint more than one Editor to meet the needs of the constituent.

Section 5. DEPUTY REGENTS, COUNSELORS, and CONSTITUENT EDITORS FOR THE ARMY, NAVY, AIR FORCE, VETERANS ADMINISTRATION AND OTHER GOVERNMENTAL SERVICES AGENCIES

Deputy Regents, Counselors, and Constituent Editors for the Army, Navy, Air Force, Veterans Administration and Other Governmental Services Agencies must be actively participating in the Service for which appointed.

ARTICLE XI. NOMINATIONS AND ELECTIONS

Section 1. NOMINATING COMMITTEE

The President, President-Elect and three (3) most Immediate Past Presidents of the Section, able and willing to serve, shall constitute the Nominating Committee. The most recent Past President shall be the chair.

Section 2. DUTIES OF THE NOMINATING COMMITTEE

- a. To prepare a slate naming at least one (1) nominee for the office of President-Elect, Vice President, Treasurer (every other year), Deputy Registrar (every other year), Editor, and Councilors as described in Article VII, also one (1) nominee for the office of regent for each district where the regent's term is due to expire at the end of the year.

- b. To nominate a vice regent for each regency where the vice regent's term is due to expire at the end of the year.
 - 1. It shall be the duty of each retiring regent to submit in writing to the nominating committee at least sixty (60) days prior to the annual meeting, the name and qualifications of at least one (1) member from their district recommended for consideration.
- c. Regents and Vice Regents should be elected from different chapters whenever possible.

Section 3. NOTICE TO THE NOMINATING COMMITTEE

The Registrar, at least three (3) months prior to the Annual Meeting, shall send a copy of this Article of the Bylaws to each member of the Nominating Committee and to each Regent.

Section 4. REPORT OF THE NOMINATING COMMITTEE

The report of the Nominating Committee shall be distributed to the members of the Board of Regents fifteen (15) days prior to the Fall Annual Meeting of the Board, and shall be presented for elections according to the order of business specified in Article VIII, Sec 8.

Section 5. ELECTIONS

The election of officers, Councilors, Regents, and Vice Regents shall be by secret ballot by the Board of Regents at its Annual Meeting. Election shall be by a majority of votes polled. Unless otherwise specified in these Bylaws, all USA ICD officials (national and district) shall begin their terms at 12:01 a.m. on January 1 following their election or appointment to office.

ARTICLE XII. COMMITTEES

Section 1. STANDING COMMITTEES

The following shall be standing committees of the Section: Advertising, Awards, Communications, Executive, Fellowship Orientation Program, Finance, Governance, Leadership and Service, Membership, Nominating, Strategic Planning, and Student Support. Refer to the USA Section's Standing Rules document for complete committee charge and reporting responsibilities not otherwise described in these bylaws.

Section 2. COMMITTEE MEMBERS AND CHAIRS

Except as otherwise provided in these Bylaws, Standing Committee Chairs and Members shall be appointed by the President, with input from the Board. The majority of the voting members of a committee shall constitute a quorum.

Section 3. COMMITTEE REPORTS, COMMITMENTS, AND EXPENDITURES

The Chair of each committee shall make biannual reports of the activities of his/her committee. Such reports shall include: the committee meetings; brief overview of committee activity; recommendations to be presented to the Executive Committee or Board; and the financial implications of each recommendation. Committee reports must be submitted to the Registrar forty-five (45) days before the spring and fall meetings. (Exceptions to this reporting deadline: Nominating Committee as noted in Article XI, Section 4; and Awards Committee, as noted in Article XII, Section 5.)

None of the duties of committees described shall be construed as authority to make any final arrangements, commitments, or agreements with any outside agency that may in any manner commit the Section without the approval of the Board. No committee shall have the authority to expend funds of the Section unless such expenditure has the approval of the Finance Committee and the consent of the Board.

Section 4. ADVERTISING

PURPOSE:

- 1. Seek advertising for print and online communications
- 2. Review advertising for content
- 3. Procure advertising by written contract

MEMBERSHIP:

The committee shall consist of five (5) members of the BOR, appointed by the President with the Registrar and Editor as Ex-Officio Members.

Section 5. AWARDS

PURPOSE: The Awards Committee shall solicit and recommend all award recipients, except student awards, and submit these to the Board for approval.

MEMBERSHIP: The Awards Committee shall consist of five (5) members appointed by the President.

Section 6. COMMUNICATIONS

PURPOSE: The Communications Committee shall publicize news of Section activities to the membership and foster a spirit of Fellowship achieved through various programs and projects developed by the committee, or at the direction of the Board of Regents. The committee shall provide oversight of all hard-copy and electronic communication within the Section.

MEMBERSHIP: The committee shall consist of at least five (5) members, including an IT liaison, appointed by the President. The Deputy Registrar shall serve as ex officio.

Section 7. EXECUTIVE

PURPOSE: The Executive Committee shall have charge of the properties and expenditure of funds for the Section, subject to the approval of the Board. It shall decide all matters of expedience that may arise from time to time and perform such other duties as may be prescribed by these Bylaws and the Board.

MEMBERSHIP: The Executive Committee shall consist of the President, President-Elect, Vice President, Immediate Past President, Treasurer, Editor, Registrar, Deputy Registrar, and USA Section Foundation President (*ex officio with no vote*).

Section 8. FELLOWSHIP ORIENTATION PROGRAM

PURPOSE: The Fellowship Orientation Committee shall organize, plan, and implement the Fellowship Orientation Program.

MEMBERSHIP: The committee will be a minimum of five (5) members of the Board of Regents appointed by the President, and the Registrar as an ex officio member.

Section 9. FINANCE

PURPOSE: The Finance Committee shall review all financial matters of the Section and make recommendations to the Section regarding its financial status.

MEMBERSHIP: This committee will consist of a minimum of five (5) members, including the USA Section Treasurer, appointed by the President. The Treasurer of the Section shall be the Chair of this committee. The Registrar shall be an ex officio member.

Section 10. GOVERNANCE

PURPOSE: The Governance Committee shall review, assess, and maintain the Bylaws and Standing Rules, and recommend any revisions or amendments as the Committee shall deem advisable or necessary, or as directed by the Executive Committee or Board, always in consideration of the Bylaws of the College [at Large].

MEMBERSHIP: The Committee will have the President-Elect serve as Chair, the Vice President serve as Vice-Chair with a minimum of three (3) additional members as appointed by the President.

Section 11. LEADERSHIP AND SERVICE ACTIVITIES

PURPOSE: The Leadership and Service Committee shall promote leadership and service throughout the US and abroad.

MEMBERSHIP: The committee shall consist of a minimum of five (5) members, one of whom shall be the Deputy Registrar. Other Section members will be appointed by the president. Up to two (2) representatives from the USA Section Foundation may be appointed by their president to serve on this committee.

Section 12. MEMBERSHIP

PURPOSE:

The Membership Committee shall study, evaluate, and promote membership in the ICD-USA Section. The committee shall be concerned with all aspects of:

- a. Recruitment of candidates for Fellowship in the USA Section
- b. Retention of current ICD Fellows in the USA Section.

MEMBERSHIP:

The committee shall consist of at least 5 (five) members appointed by the President. The Deputy Registrar shall serve as an ex-officio member.

Section 13. NOMINATING

See Article XI, Section 1 through 5.

Section 14. STRATEGIC PLANNING

PURPOSE: The Strategic Planning Committee shall study, review and recommend proposals related to the strategic plans of the Section, including its mission, vision, goals and objectives.

MEMBERSHIP: The Strategic Planning Committee membership shall consist of a minimum of five (5) members, one of whom will be the

Vice President and four shall be appointed by the President, with the Chair and Vice Chair being current members of the Board. The Registrar will serve as an ex officio member of the committee.

Section 15. STUDENT SUPPORT

PURPOSE: To develop and promote programs to support US dental students.

MEMBERSHIP: The committee shall consist of a minimum of five (5) members appointed by the President, one of whom shall be the Vice President. The Registrar shall serve as an *ex officio* member

Section 16. AD HOC COMMITTEE

Special Committees as may be deemed necessary or appropriate to carry out the purpose and policies of the Section may be established by the President and/or the Board of Regents.

Section 17. OPERATIONAL COMMITTEE

Committees as needed to assure the smooth operations of the Section at BOR meetings.

ARTICLE XIII. FISCAL YEAR AND AUDIT

Section 1. FISCAL YEAR

The fiscal year of the Section shall begin on 1 January of each year and end on the following December 31.

Section 2. AUDIT

- a. At the fall meeting of the Board of Regents, the Executive Committee shall be directed to determine the type of audit required for the year.
- b. At the close of each fiscal year, the Executive Committee shall cause the books of the Treasurer to be examined by a professional accountant.
- c. The auditor's written report shall be furnished to the Executive and Finance Committees no later than April 1 of each year.

ARTICLE XIV. COLLEGE KEYS, CERTIFICATES, COLORS

Section 1. COLORS

The colors of the College shall be gold and dark green.

Section 2. KEYS, CERTIFICATES, AND COLLEGE EMBLEM

- a. Members of the College shall receive the official Certificate of Membership, College Key and College Emblem. The Certificate of Membership shall be suitably framed and, with the College Key and College Emblem shall be presented during the Induction Ceremony conducted at the time and place of the Annual Convocation Ceremony of the U.S.A. Section of the College. Presentation exceptions may be made by action of the Board of Regents. Master and Honorary Members shall receive a framed certificate which shall be presented at a time and place designated by the Board of Regents.
- b. The use of the Certificate of Membership, College Key and College Emblem may not be transferred, assigned, pledged, or otherwise disposed of. In the event of delinquency or expulsion for disciplinary reasons, the Certificate of Membership, College Key, and other College property shall not be displayed in public. The wearing of the College Key or College Emblem by a non-member of the College is strictly forbidden.
- c. A Chapter may award one or more Certificates of Appreciation within their Chapter. Criteria for selection of candidates for this recognition should be developed by each Chapter. Such recognition shall be reported to the Registrar of the Section.

ARTICLE XV. ON THE DEATH OF FELLOWS

The death of a Member of the Section shall be recorded forthwith on the Register of Membership, and the name thus recorded shall be announced at the Annual Meeting of the Board of Regents of the Section.

ARTICLE XVI. GRIEVANCES AND DISCIPLINE

Section 1. PROCEDURE

The Board of Regents shall have the duty, with or without formal complaint, to investigate in a summary and informal manner any professional misconduct on the part of any member of the Section. If after such investigation, a majority of the Board finds there is probable cause to believe such member is guilty of professional misconduct, or conduct discreditable to the dignity and honor of the College, or seditious of the statutes thereof, or of these Bylaws, or has acted to the damage or detriment of the College, the Board shall cause a formal hearing to be held.

- a. The formal hearing shall be held after notice as to the time and place thereof has been served on such member either personally or by 'Registered Mail' with 'Return Receipt Requested' to the last known business or residence address. Such notice of hearing shall set forth in brief form the specific act, or acts, of misconduct with which such member is charged.
- b. The Board of Regents shall have the power to summon witnesses, and if members of the Section neglect or refuse to appear such neglect or refusal may be treated as misconduct. The witnesses shall vouch on their honor to testify truthfully.
- c. The Board of Regents shall thereupon proceed to hear and determine the matter, and if a majority of the Board finds that such member is guilty of misconduct, it may adjudge that such member be censured or suspended or expelled from the College, and the judgment, in writing, shall be presented and announced by the President at the next Annual Meeting.
- d. A copy of the finding and decision of the Board of Regents shall be served upon such member personally or sent by Registered Mail with 'Return Receipt Requested' to the last known business or residence address.
- e. The final action of the Board of Regents shall be entered upon the records of the College and be in file in the Section Office.

Section 2. DISCIPLINARY AUTHORITY

- a. The Code of Ethics of the American Dental Association and its advisory opinion may be the basic document in judging the misconduct of the accused member.
- b. The Board of Regents shall have the power to execute appropriately the determined method of discipline.

Section 3. DISCIPLINE OF ELECTED OFFICIALS

The following procedures shall be implemented when an elected USA ICD official does not perform his/her duties:

- a. The Executive Committee will communicate with official, inquiring about any problems (personal or professional) that are impeding their activities, sending a copy of the position responsibilities and noting the responsibilities that need attention. The committee will request the official to respond by a certain date, while offering to assist the person however possible.
- b. If no response is received from the official, the Deputy Registrar will be informed with a summary of the problem and contact information for the official. The Deputy Registrar will communicate the following to the official:
 - i. The USA Section appreciates their willingness to be an ICD official.
 - ii. The USA Section only functions completely and effectively if all ICD personnel fulfill their responsibilities.
 - iii. If the official needs help, the Deputy Registrar will identify opportunities for assistance or guidance.
 - iv. A request for a response to the Deputy Registrar within a specified time.
 - v. Lack of response will result in the matter being brought to the USA ICD Executive Committee for further action which may result in disciplinary proceedings being instituted by the Board as per Article XVI, Section 1 of these bylaws.
- c. If disciplinary proceedings are instituted and the individual is removed from office, replacement for the vacant position will be implemented as described in the appropriate articles of these bylaws.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

The current edition of "American Institute of Parliamentarians" governs this organization and all parliamentary procedures not provided for in the Certificate of Incorporation, Bylaws or Standing Resolutions.

ARTICLE XVIII. AMENDMENTS TO BYLAWS

These Bylaws may be amended by a two-thirds vote of the members of the Board of Regents present at a Meeting thereof, provided that notice of the proposed amendment shall have been mailed or emailed to each member of the Board of Regents at least fifteen (15) days prior to the Meeting.

- a. All proposals for amendments shall be submitted to the Governance Committee for its consideration. Amendment to the Bylaws may be presented by the Governance Committee or upon the petition of any member of the Board of Regents. The Registrar shall be responsible for mailing of the notices of

- proposal to amend the Bylaws.
- b. The Bylaws may be amended without previous notice if three-fourths of the Board present votes to consider the proposed amendment at a Meeting of the Board of Regents.
 - c. From the date of ratification of this revision of these Bylaws, the Governance Committee in consultation with the Registrar should peruse the Document, and either recommends that no printed revision is necessary or that a printed revision should be made. The recommendation must be in writing to the Board for action.

**APPENDIX A
INDUCTION CEREMONY**

(To be presented by the USA Section President)

“Being admitted into the Fellowship of a professional organization of distinction is one of the most significant experiences of a person's vocational career. In the profession of dentistry, such reception signifies that through devoted service and high ethical standards he/she has brought honor to the profession and that, in return, is being honored by that profession. In 1928, the International College of Dentists was created for these purposes: To recognize ability, to promote ethical practice, and to honor meritorious service.

In order that you may have a deeper appreciation of the honor now being conferred upon you, and in order that we all may grasp more fully the aims, objectives and purpose of the International College of Dentists, I direct your attention to Article II of its Bylaws which clearly sets forth that the organization's specific purpose is recognition of conspicuous and meritorious service within the profession of dentistry; the promotion of cordial relations among the practitioners of the healing arts including medicine and collateral branches; cooperation with members of various organizations interested in the progress of dentistry; endeavoring to unite all recognized and well-qualified members of the dental profession of the United States and the world by promoting the growth and diffusion of dental knowledge; recognizing established impressive competency and character; to uphold, assist and maintain a high standard in dental education and practice regulation; foster and aid the clinical practice of dentistry in hospitals as well as in private practice; foster measures of the prevention of disease attributable to dental disorders; and to maintain the dignity of the profession in instructions to laymen in oral hygiene, and to better understanding of the aims of the profession.

Then may I remind you of the Fellowship Pledge by which you are pledged to live in strict accordance with the ideals, rules and regulations of the College; and at all times adhere to the principles of the "Golden Rule" in your relations with your patients and colleagues.

This occasion marks the arrival of a time in your life when recognition of your work and accomplishments is due. Your qualifications have been examined by the Credentials Committee, the Board of Regents, the Counselors and Deputy Regents. You have met or exceeded all requirements for membership.

And may I admonish you that this occasion does not mark you as having fulfilled your professional achievements. As in all other associations, you will receive in proportion to what you give.

Now, by authority of the Board of Regents and the power vested in me as President of the United States of America Section of the International College of Dentists, it gives me great pleasure and distinct honor to confer upon you Fellowship in the College. I extend to you the right hand of Fellowship which is an ancient and honorable sign of friendship and thus extend to you the rights and privileges of this College, wishing you continued health and success in your professional career. Under the guidance of God we shall work together for the common purpose of alleviating human suffering.”