

BYLAWS OF
THE INTERNATIONAL COLLEGE OF DENTISTS
USA SECTION FOUNDATION

ARTICLE I

Membership

Section 1.1. Membership. Every member in good standing in the USA Section shall be considered a member of the Foundation.

Section 1.2. Termination of Membership. Any member may voluntarily terminate his or her membership in the Foundation by written resignation filed with the Secretary of the Foundation.

Section 1.3. Suspension or Expulsion of Membership. A member may be suspended or expelled for cause by a two-thirds vote of the trustees present and voting at any meeting; provided that such member shall have had fourteen (14) days notification, in writing, of the time and place of such meeting and the charges made against him or her.

ARTICLE II

Dues and Assessments

Section 2.1. Annual dues. Members shall not be required to pay annual dues. Annual operating revenues shall be dependent upon voluntary contributions to the Foundation.

Section 2.2. Assessments. There shall be no assessments against the membership.

ARTICLE III

Annual Meeting

Section 3.1. Annual Meeting. The annual meeting of the Foundation shall be held in the fall of each year during the week of the Annual Convocation of the USA Section, or at such other time as may be designated by the Board of Trustees. The failure to hold an annual or regular meeting at a time stated in or fixed in accordance with these Bylaws does not affect the validity of any action taken by the Foundation. The Annual Meeting shall be held at the place specified in the notice of the meeting; otherwise, such meeting shall be held at the Foundation's principal office. At the Annual Meeting, the President and the Treasurer, or their designees, shall report on the activities and financial condition, respectively, of the Foundation.

ARTICLE IV

Board of Trustees

Section 4.1. The Board of Trustees of the Foundation shall be comprised of a president, vice president, secretary, treasurer, and immediate past president and eight (8) Trustees elected from among the Fellows (in good standing) of the USA Section and in addition, the immediate past president of the USA Section and any emeritus officers of the Board that have been authorized by the Board shall serve as non-voting ex officio members of the Board of Trustees.

Section 4.2. Elections.

a) Nominations. To fill a vacancy created when a current Trustee completes his or her term or when a vacancy is not otherwise filled pursuant to Section 4.2(c), the nominating committee shall submit nominations to the Board of Trustees, and the Board of Trustees shall elect trustees as provided in Section 4.2(b).

(b) Trustees. Except as otherwise provided in this Section 4.2, the Trustees of the Foundation shall be elected at the Annual Meeting of the Trustees from among the individuals nominated by the nominating committee. The election of all Trustees shall be by majority vote. The President of the Foundation may vote only upon the occasion of a tie.

(c) Vacancy. If a vacancy occurs due to the death, resignation, or removal of a Trustee prior to the completion of his or her term, the Board of Trustees may appoint a Trustee to serve until the completion of that term of office. The President may call a Special Election of the Board where there is a vacant position(s) not previously filled. The Nominating Committee would be directed to bring forth candidate(s) for open positions. Roll call and vote of the Board may be accomplished by electronic communication.

Section 4.3. Term of office. The term of office for Trustees shall begin and end at one minute past midnight on the day following the last business day of the calendar year. Trustees shall serve a term of office for two (2) years with a maximum of three (3) consecutive terms. After an absence of one (1) year, an individual shall be eligible for additional service on the Board, if nominated. This term limitation shall not apply to any individual who has been elected as an Officer of the Board. Officers shall be governed by the provisions set forth in Article V, Section 1. of these Bylaws. An individual elected to fill an unexpired term of a Trustee shall be eligible to three successive full terms if the unexpired term was in its last half; otherwise the elected Trustee shall be eligible for two successive full terms. The term of office of trustees shall be staggered by dividing the total number of trustees into groups. The groups shall be as near equal in size as possible. One group of trustees shall be elected at each annual meeting of the Board of Trustees.

Section 4.4. Attendance. Any Trustee who is absent from two consecutive meetings, without cause, shall be automatically removed from the Board and shall be so notified by the President of the Foundation. An absence may be excused by the Board in writing prior to or within

thirty (30) days following that absence. An excused absence would not count toward the removal of a Trustee under this Section 4.4.

Section 4.5. Restrictions. Fellows of the International College of Dentists who are serving in elected positions within any of the USA Section's Districts of the College shall not be restricted from service on the Board of Trustees of the Foundation, however the following officers of the Section, President, President Elect, Vice President, Secretary and Treasurer, may not serve on the Board of Trustees; except that the immediate past president of the USA Section who shall be non-voting ex-officio member of the Board of Trustees.

Section 4.6. Compensation. Trustees may be reimbursed for reasonable and necessary expenditures and disbursements incurred while attending meetings of the Board of Trustees and for expenses incurred in the transaction of business of the Foundation.

Section 4.7. Quorum. A majority of the Trustees in office when action is taken, but in no event fewer than four (4) Trustees, shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Trustees; provided that at least two (2) officers are present. If a quorum is present when a vote is taken, the affirmative vote of a majority of the trustees present when the act is taken shall be the act of the Board of Trustees, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 4.8. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if the action is taken by all trustees. The action must be evidenced by at least one (1) written consent describing the action to be taken, approved by each trustee and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last trustee approves the consent, unless the consent specifies a prior or subsequent effective date.

Section 4.9. Authority. The Board of Trustees shall have the authority to grant, contribute, sell, lease, convey, mortgage, or otherwise encumber or dispose of any and all of the assets of the Foundation at any meeting of the Board of Trustees with the following restrictions:

a) All proceeds derived from the disposition of any asset of the Foundation must be devoted to the purposes of the Foundation.

b) A written record of any and all dispositions of assets of the Foundation must be kept by the Board of Trustees and recorded in the minutes of the Foundation.

c) All grants and contributions shall conform to the guidelines and monetary restrictions delineated in the Manual of the Foundation, which shall be an addendum to these Bylaws.

d) Assets or funds of the Foundation shall not be committed, expended, or disposed of without a majority vote of Trustees present at an official meeting of the Board of Trustees, except as executed by the Executive Committee when acting on behalf of the Board

Section 4.10. Meetings.

a) Fall Meeting. The Fall Meeting of the Board of Trustees shall be held during the week of the Annual Convocation of the USA Section. The Board of Trustees may award grants and conduct other business of the Foundation.

b) Spring Meeting. The Board of Trustees shall meet in the spring of each year in conjunction with the biannual meetings of the USA Section's Board of Regents. At this meeting, the Board of Trustees may award grants and conduct other business of the Foundation.

c) Special Meetings. Special meetings of the Board of Trustees may be called by the President of the Foundation at such time and place as may be necessary or advisable for the transaction of such business requiring attention or action prior to the next regularly scheduled meeting of the Board. The President shall also call a special meeting upon the written request of three (3) Trustees.

d) Notice of Meetings. Trustees shall be notified at least thirty (30) days prior to all regular meetings and at least seven (7) days prior to some special meeting. Notice must specify the date, time, place and purpose or purposes of the meeting, and must be given to each trustee either personally or by regular mail, electronic mail, facsimile transmission or telephone.

e) Participation. A trustee may participate in a special meeting of the Board of Trustees by or through the use of any means of communication by which all trustees participating may simultaneously hear each other during the meeting. A trustee participating by this method is considered to be present in person at the meeting.

f) Time and Place of Meetings. The President of the Foundation shall determine the time and location for all meetings of the Foundation, in accordance with the requirements of this Section 4.10.

g) Presiding Officer. The President of the Foundation shall preside at all meetings of the Foundation.

h) Agenda. The published Agenda for Meetings of the Board of Trustees shall include the following:

Call to Order	Committee Reports
Recording of Attendance	Old Business
Approval of Minutes	New Business
President's Report (Status of the Foundation)	Nominations (if vacancy)
Vice President's Report	Election of Officers (if vacancy)
Secretary's Report	Next Meeting Date
Treasurer's Report (Financial Status)	

Section 4.11. Purposes. It shall be the duty of the Board of Trustees to state and promote the purposes of the Foundation and to prescribe how the funds of the Foundation shall be used to promote those purposes. The purposes shall be delineated in the Policy Manual and may be changed from time to time as determined necessary by the Board of Trustees.

Section 4.12. Scholarships and Grants. It shall be the duty of the Board of Trustees to develop rules and regulations for the awarding of scholarships and grants from the Foundation assets, including guidelines related to grant recipients, amounts, terms, and durations. All rules and regulations shall be in writing and shall be delineated in the Policy Manual of the Foundation. The Trustees shall have the authority to amend the rules and regulations as necessary and in accordance with the procedures delineated in the Policy Manual.

Section 4.13. Projects. The Board of Trustees shall have the responsibility to review the development, establishment, and creation of all projects proposed by the Joint Projects Committee (sub-committee of Grants Committee). They shall determine the amount of funding the Foundation will allocate to those joint projects. The Board of Trustees may consider and approve the funding of other projects that meet its purposes.

Section 4.14. Publications. The Board of Trustees shall publish, or cause to be published, at appropriate intervals, in an official publication of the International College of Dentists including electronic publications, the purposes of the Foundation, the rules and regulations governing grants and scholarships, informative material on programs that promote the purposes of the Foundation, and requests for increased financial support. This information shall be for the general information of prospective recipients as well as the members of the Foundation.

Section 4.15. Continuing Education Programs. The Board of Trustees, after consultation with the USA Section Board of Regents, shall review and determine the appropriateness of the Joint Continuing Education Program Committee's recommendations in providing the financial resources and necessary planning for proposed continuing education events.

Article V

Officers

Section 5, 1, Officers and Duties. The Officers of the Foundation shall be a President, a Vice President, a Secretary, a Treasurer, and the Immediate Past President. The Officers shall have the duties and exercise the powers usually pertaining to such office and such other duties and authority as designated in these Bylaws. Officers shall be elected by the Board of Trustees.

- a) President: The President shall:
 - 1) Be the Chief Executive Officer of the Foundation
 - 2) Establish the time for all meetings
 - 3) Preside at all Meetings
 - 4) Appoint members and chairs of Standing Committees and Task Forces

- b) Vice President: The Vice President shall:
 - 1) Preside in the absence of the President.
 - 2) Assist the President in the performance of his duties, when requested

- c) Secretary: The Secretary shall:
 - 1) Keep the minutes of all meetings and maintain accurate records of

- all Foundation activities.
- 2) Present written documentation of all Foundation activities to the Trustees at each meeting Board,
 - 3) Be responsible for the Seal of the Foundation
- d) Treasurer: The Treasurer shall:
- 1) Be the Chief Financial Officer of the Foundation.
 - 2) Be responsible for the financial records, receipts, deposits and expense of all proceeds in accordance with the directives of the Board of Trustees.
 - 3) Present written documentation of all Foundation activities as well as financial accounting to the Trustees at each meeting of the Board.
 - 4) Furnish, at the expense of the Foundation, a suitable surety bond in an amount determined by the Board of Trustees.
- e) Immediate Past President
- 1) Assist the Executive Committee and Board of Trustees as directed or needed.

Section 5.2. Term of Office Officers shall be limited to a term of two years in any one position except for the Treasurer and Secretary who may be re-elected to additional two-year terms.

ARTICLE VI

Committees

Committees shall be a vital part of the organizational structure of this Foundation. Chairmen of all Committees shall submit a written report to the Board at each regularly scheduled Board meeting. Furthermore, the Board of Trustees or the President of the Foundation may request additional reports.

Section 6.1. Executive Committee. The Executive Committee of the Foundation shall consist of the officers of the Foundation. During intervals between meetings of the Board of Trustees, the Executive Committee shall have and exercise all the authority of the Board of Trustees in the management of the Corporation, except where prohibited by-law. In addition, the Executive Committee, to the extent specified by the Board of Trustees, may exercise the authority of the Board of Trustees, except where prohibited by law. The Executive Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board of Trustees and shall present any action taken for approval at the next scheduled Board of Trustees meeting.

Section 6.2. Standing Committees.

- a) **Duties and Functions:** The duties and functions of all standing committees shall be detailed in the Policy Manual of the Foundation.
- b) **Appointments:** The President of the Foundation shall appoint the members of standing committees and shall name the Chairman of each, except as noted below or in the Policy Manual
- c) **Term:** Members of standing committees shall be appointed for one calendar year. All terms shall expire at one-minute past midnight on the day after the last business day of the year.
- d) **Members:** Unless otherwise restricted by the *Bylaws* or *Rules of Order*, a member of the Foundation, Section, including consultants and staff, duly appointed, may serve on Standing Committees.

Standing Committees:

1. **Awards:** The Awards Committee shall receive, solicit, assess and submit its nominations for award recipients to the Board of Trustees for approval.
2. **Communications:** The Communications Committee and its sub-committees shall develop a strategic process that builds mutually beneficial relationships with internal and external constituencies, including activities related to public relations, history, Foundation publications, and the Foundation website.
3. **Finance:** The Finance Committee shall review and record all financial matters and actions of the Foundation and make appropriate recommendations to the Board of Trustees. The Treasurer shall serve as the Chair of this committee and the other committee members shall be the Vice President and a Trustee appointed to the committee by the President.
4. **Fundraising:** The Fundraising Committee shall identify and implement financial support strategies from Fellows, corporate sponsors, and others by appropriate methods, including estate planning, planned giving, annual solicitations, Century Club, KEY Room, advertising, and other such endeavors.
5. **Governance:** The Governance shall review, assess, and recommend revisions or amendments of Bylaws, rules or policies of the foundation presented to it by the Board of Trustees. The committee shall periodically review Bylaws, rules and policies of the foundation and recommend any necessary changes
6. **Grants:** The Grants Committee shall receive, solicit, assess and submit its recommendations for grant proposals and projects requests to the Board of Trustees for approval. The Joint Projects Committee shall be within this committee.
7. **Nominating:** The Nominating Committee shall receive, identify and submit nominees for Foundation offices to the Board of Trustees. The Foundation President shall appoint two members from USA Section and two Trustees from the Foundation to comprise this committee.
8. **Strategic Planning:** The Strategic Planning Committee shall develop and recommend proposals related to the strategic plan of the Foundation. It shall periodically review, the mission, the vision, goals and objectives of the Foundation and recommend any necessary changes.

Section 6.3. Ad Hoc Committees: Special or ad hoc committees may be appointed by either the Board of Trustees or the President of the Foundation as needed. A special or ad hoc committee shall survive terms of office and shall continue to exist until the task for which it is created is complete.

ARTICLE VII

Finances and Financial Reports

Section 7.1 Safety and Preservation of Funds. All funds of the Foundation shall be deposited by the Treasurer in such bank or other financial institution as the Board of Trustees of the Foundation shall designate, and may be withdrawn for Foundation purposes as duly provided by the Board of Trustees of the Foundation. The safety and preservation of said funds shall be the prime consideration in the selection of a suitable depository. The financial policy of the Foundation shall be delineated in the Policy Manual.

Section 7.2. Surety Bond. At the direction of the Board of Trustees, the Treasurer shall obtain, at Foundation expense, a Surety Bond in such amount as may be established by the Board of Trustees. Once obtained, the Surety Bond shall continue to be renewed until the expiration of the term of office expires, unless otherwise directed by the Board of Trustees. The Surety Bond shall be placed in safe keeping with copy in the Record Book of the Foundation.

Section.7. 3. Financial Reports. Within ninety (90) days after the conclusion of the fiscal year, the President, together with the Treasurer, shall prepare a written report of activities of the Foundation during the preceding year. This report shall include a complete financial statement. Following a review by a Certified Public Accountant, the report shall be distributed to the Board of Trustees of the Foundation and to the Registrar of the USA Section. If no written objection to the report is received from a member of the Board of Trustees within thirty (30) additional days, the President shall prepare a summary of the report to be distributed to the members of the Foundation by inclusion in the next official publication of the USA Section.

Section 7.4. Internal Revenue Service Reports. The Treasurer shall, at Foundation expense, have the accountant timely file all necessary reports to the Internal Revenue Service. The financial report, identified in Section 1 of this Article VIII shall be furnished the accountant along with the two (2) previous years' tax returns. The Treasurer shall have the responsibility for follow-up to insure the timely filing of all returns and the payment for all services.

ARTICLE VIII

Rules of Order

***The Standard Code of Parliamentary Procedure, American Institute of Parliamentarians*, latest revised edition, shall govern all matters not provided by these Bylaws and not in conflict with the Section, College or Laws of the Land.**

ARTICLE IX

Amendments

Any provision of these Bylaws may be amended in part or deleted in its entirety, by an affirmative vote of two-thirds of the Trustees in attendance at any official meeting of the Foundation, provided the proposed Amendment shall have been proposed at a previous meeting of the Board and published in the minutes of that meeting. These Bylaws may also be amended at a same meeting at which the amendments are proposed if that amendment receives the unanimous approval of all Trustees present; provided that a majority of the Trustees is present,

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