

1 **American Academy of Implant Dentistry**  
2 **Bylaws**  
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19 **Amended – November 13, 2021**

# AMERICAN ACADEMY OF IMPLANT DENTISTRY

## Bylaws

### ARTICLE I - NAME AND LOCATION

*Section 1.* **Name.** The name of this organization (referred to as the Academy) shall be the American Academy of Implant Dentistry.

*Section 2.* **Location.** The Academy, a not-for-profit organization incorporated in the State of Minnesota, shall maintain a principal office in a location as may be determined by the Board of Trustees. The Academy may have other such offices as may be designated by the Board of Trustees.

### ARTICLE II - MISSION AND PURPOSES

**Mission.** The mission of the Academy shall be to advance the science and practice of implant dentistry through education, research support and to serve as the credentialing standard for implant dentistry for the benefit of mankind.

A) to provide education in implant dentistry to all dentists;

B) to encourage research in implant dentistry;

C) to promote a high standard of ethics in professional relations, between dentists and allied care providers, and with the public;

D) to promote implant dentistry techniques and procedures;

E) generally to do all acts as are permitted by law, and that are consistent with promoting the welfare of the dental profession and the general public.

### ARTICLE III - MEMBERSHIP

*Section 1.* **Classes of Membership.** The classes of membership shall be: Fellow, Associate Fellow, Academic Associate Fellow, Life Member, Honorary Member, General Member, Retired Member, and Student Member. A prerequisite for eligibility and continued membership in a voting category is a license to practice dentistry in any state or country.

*Section 2.* **Fellow Membership.**

A) **Eligibility.** Any licensed dental practitioner shall be eligible for election to the Academy as a Fellow upon fulfilling the requirements as established by the Admissions and Credentials Board (A & C Board) and approved by the Board of Trustees.

48 B) **Election.** Upon favorable certification by the Admissions and Credentials Board, the  
 49 Board of Trustees, at its next regular meeting, shall consider the applicant for election to  
 50 Fellow Membership. Such election shall be by a two-thirds vote of those in attendance.

51 C) **Rights of Fellows.** Fellows are eligible to vote, to receive all Academy publications,  
 52 are eligible to hold any duly elected or appointed office and may be appointed to chair or  
 53 serve on any committee, unless otherwise limited by these Bylaws.

54 Section 3. **Associate Fellow Membership.**

55 A) **Eligibility.** Any licensed dental practitioner shall be eligible for election to the  
 56 Academy as an Associate Fellow upon fulfilling the requirements as established by the  
 57 Admissions and Credentials Board (A & C Board) and approved by the Board of Trustees.

58 B) **Election.** Upon favorable certification by the Admissions & Credentials Board, the  
 59 Board of Trustees, at its next regular meeting, shall consider the applicant for election, and  
 60 may, in its discretion, elect the applicant to Associate Fellow Membership. Such election shall  
 61 be by a two-thirds vote of those in attendance.

62 C) **Rights of Associate Fellows.** Associate Fellows are eligible to vote, to receive all  
 63 Academy publications, are eligible to hold any duly elected or appointed office and may be  
 64 appointed to chair or serve on any committee, unless otherwise limited by these Bylaws.

65 Section 4 **Affiliate Associate Fellow Membership**

66 A) **Eligibility.** Any licensed dental practitioner who successfully completes the written  
 67 examination (Part I) of the Associate Fellow Membership examination process as established  
 68 by the Admissions & Credentials Board and as approved by the Board of Trustees shall be  
 69 eligible for election to the Academy as an Affiliate Associate Fellow.

70 B) **Election.** Upon favorable certification by the Admissions and Credentials Board, the  
 71 Board of Trustees, at its next regular meeting, shall consider the applicant for election to  
 72 Affiliate Associate Fellow Membership. Such election shall be by a two-thirds vote of those  
 73 in attendance.

74 C) **Rights of Affiliate Associate Fellows.** An Affiliate Associate Fellow shall be entitled  
 75 to receive the Academy's scientific publications, but shall be ineligible to vote or hold office,  
 76 although he/she may be appointed to serve on, but not chair, committees unless otherwise  
 77 limited by these Bylaws.

78 Section 5. **Academic Associate Fellow Membership.**

79 A) **Eligibility.** Dentists who are employed as faculty or administrators by accredited  
 80 dental schools on a full-time basis, who prove involvement in the discipline of implant  
 81 dentistry and who have fulfilled any other requirements as established by the A & C Board  
 82 and approved by the Board of Trustees are eligible for election to Academic Associate Fellow  
 83 Membership.

84 B) **Election.** Upon favorable certification by the Admissions & Credentials Board, the  
 85 Board of Trustees, at its next regular meeting, shall consider the applicant for election, and

86 may, in its discretion, elect the applicant to Academic Associate Fellow Membership. Such  
87 election shall be by a two-thirds vote of those in attendance.

88 C) **Rights of Academic Associate Fellow Members.** All Associate Academic Fellow  
89 members shall have those rights and duties to which Associate Fellows are entitled under the  
90 Bylaws, except the right to hold national elected office until completing five years of  
91 continuous membership as an Academic Associate Fellow.

92 *Section 6.* **Life Member.**

93 A) **Eligibility.** Any voting member in good standing for 20 (twenty) consecutive years, or  
94 a total of 30 (thirty) years of interrupted membership and no longer earning income from  
95 active dental practice may apply for Life Membership as approved by the Board of Trustees.

96 B) **Rights of Life Members.** Life Members shall continue to enjoy all rights and  
97 privileges of their previous member classification. Life Members may be appointed to chair  
98 or serve on any committee, unless otherwise limited by these Bylaws, but they may not hold  
99 elective office.

100 *Section 7.* **Honorary Member.**

101 A) **Eligibility.** Honorary Membership may be granted to persons who are not involved in  
102 the clinical practice of implant dentistry but are engaged in dental, medical, scientific, or  
103 allied field research, instruction, education, or administration, and who have brought  
104 significant advances, contributions, and distinction to the science of implant dentistry. Not  
105 more than two Honorary Members shall be eligible for election by the Board of Trustees in  
106 any one year.

107 B) **Nomination and Election.** Candidates for Honorary Membership shall be nominated  
108 by a written petition signed by five or more voting members, each of whom shall be in good  
109 standing. This petition shall be filed with the Headquarters Office for submission to the Board  
110 of Trustees which may elect these candidates to Honorary Membership.

111 C) **Rights of Honorary Members.** Honorary Members shall receive all Academy  
112 publications. They shall be ineligible to vote or hold elective office, although they may serve  
113 on committees unless otherwise limited by these Bylaws.

114 *Section 8.* **General Member.**

115 A) **Eligibility.** Any person demonstrating interest in the science of implant dentistry may be  
116 eligible to become a General Member.

117 B) **Rights of General Members.** A General Member shall receive the Academy's scientific  
118 publications, but shall be ineligible to vote or hold office, although they may serve on  
119 committees unless otherwise limited by these Bylaws.

120 *Section 9.* **Student Member.**

121 A) **Eligibility.** Any student enrolled in an educational program within an accredited  
122 dental school or in a full-time, advanced, graduate education training program is eligible to  
123 apply for Student Membership.

124 B) **Rights of Student Members.** Student Members are eligible to receive publications  
 125 and attend business and scientific meetings. Student Members may not vote nor hold elected  
 126 office, although they may serve on committees unless otherwise limited by these Bylaws.

127 *Section 10. **Retired Member.***

128 A) **Eligibility.** Any current member may apply for Retired Membership who:

129 1) has retired from active practice or employment and no longer earns income  
 130 from the performance of service as a member of the faculty of a dental school, as a  
 131 dental administrator or consultant, or as a practitioner of any activity for which a  
 132 license to practice dentistry or dental hygiene is required;

133 2) or is 65 years of age or older, has continuous voting membership for a  
 134 minimum of 15 years, and practices 5 or fewer days per month.

135 B) **Rights of Retired Members.** Retired Members shall continue to enjoy all rights and  
 136 privileges of their previous member classification. They may chair or serve on committees  
 137 unless otherwise limited by these Bylaws, but they may not hold elected office.

138 *Section 11. **Duration of Membership.*** All rights, privileges, and interests of a member in the  
 139 Academy shall cease upon the termination of membership.

140 A) **Reinstatement.**

141 1) **Application.** Any former Fellow or Associate Fellow member may apply for  
 142 reinstatement by re-examination or certification as determined by the A & C Board  
 143 and approved by the Board of Trustees.

144 *Section 11. **Transfer of Membership.*** Neither membership nor the rights and privileges of  
 145 membership shall be transferable.

146 *Section 12. **Suspension or Expulsion***

147 Any member found to be in substantiated violation of the AAID Bylaws, Code of Ethics or  
 148 other due cause may, by majority vote of the Board of Trustees, be suspended or expelled  
 149 with due process as follows:

150 1) The matter will be forwarded to the Ethics Committee within 30 days.

151 2) The Ethics Committee shall be members not currently serving on the Board of  
 152 Trustees.

153 3) The Board of Trustees shall vote on the Ethics Committee recommendation  
 154 within 60 days from when the Ethics Committee received the violation allegation.

155 **ARTICLE IV - DUES, ASSESSMENTS, AND FEES**

156 *Section 1. **Dues.*** Dues and fees shall be established annually by the Board of Trustees. Dues for  
 157 voting members may be increased not more than 10% every year without approval by the

158 membership. Any increases in dues outside of those guidelines would require membership  
159 approval.

160 A) **Payment of Dues.** Membership dues of all classes shall be payable on the 1st day of  
161 January each year.

162 B) **Delinquency of Affiliate Associate Fellow/General/Student (Resident) Members:**  
163 The membership of Affiliate Associate Fellow/General/Student (Resident) Members whose  
164 dues are not received by March 31 will automatically be canceled.

165 C) **Delinquency of Voting Members:** Voting Members whose dues are not received by  
166 March 31 will be notified by the Headquarters Office that their membership rights and  
167 benefits are suspended. The names of Voting Members whose dues are still in arrears on  
168 May 15 will be referred to the Board of Trustees, which by majority vote, may terminate their  
169 voting membership.

170 D) **Waiver of Dues.** The Board of Trustees may prescribe procedures for extending the  
171 time for payment of dues or waiver of dues and continuation of membership privileges upon  
172 written request of a member and for good cause shown.

173 E) **Refund of Dues.** Upon termination of membership for any reason, there shall be no  
174 refund of dues, assessments, or fees except as determined by the Board of Trustees.

175 *Section 2.* **Fees and Assessments.**

176 A) **Fees.** The Board of Trustees shall establish application, initiation, and program fees as  
177 it determines to be in the best interests of the Academy.

178 B) **Assessments.** The Board of Trustees may levy monetary assessments upon the voting  
179 membership provided that such assessments are levied by a two-thirds vote. No assessment in  
180 excess of \$100 can be levied without membership approval.

181 C) **Other Organizational Bodies.** As is provided in Article V, members may organize in  
182 regional districts and other organizational bodies within the Academy. Such organizational  
183 bodies shall not levy dues or assessments but are permitted to adopt reasonable fees in  
184 connection with their programs and activities, subject to review by the Board of Trustees.

185 **ARTICLE V - ORGANIZATION OF THE ACADEMY**

186 *Section 1.* **National Organization.** The Academy is a national society, although membership is  
187 not limited to United States citizens or resident aliens. Its members operate and function through a  
188 national organization of officers, Board of Trustees, and committees and by attendance and  
189 involvement at national scientific and regional sessions and business meetings.

190 *Section 2.* **Organization.** The Academy shall be organized into four Regional Districts plus  
191 International Membership.

192 *Section 3.* **Composition.** The Regional Districts and International Membership are named and  
193 composed as follows:

194 **Central District.** The following states are within the CENTRAL DISTRICT: Illinois, Indiana, Iowa,  
 195 Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota,  
 196 Wisconsin, and areas of Canada to include Manitoba, Nunavut, and Ontario.

197 **Northeast District.** The following states are within the NORTHEAST DISTRICT: Connecticut,  
 198 Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey,  
 199 New York, Pennsylvania, Rhode Island, Vermont, and areas of Canada to include Quebec, New  
 200 Brunswick, Nova Scotia, Prince Edward Island and Newfoundland.

201 **Southern District.** The following states are within the SOUTHERN DISTRICT: Alabama,  
 202 Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina,  
 203 Tennessee, Texas, Virginia, West Virginia, and Puerto Rico.

204 **Western District.** The following states are within the WESTERN DISTRICT: Alaska, Arizona,  
 205 California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington,  
 206 Wyoming, and areas of Canada to include Saskatchewan, Alberta, Yukon Territory and British  
 207 Columbia.

208 **International Members.** The INTERNATIONAL MEMBERSHIP is composed of those members  
 209 from outside of the United States and Canada.

210 *Section 4.* **Regional Districts.** The following principles shall apply to Regional Districts of the  
 211 Academy:

212 A) **Purpose.** In order to accomplish the mission and purposes detailed in Article II of the  
 213 Bylaws, all members of the Academy, of every class, shall be members of a Regional  
 214 District, as encompassing members' geographic locales.

215 B) **Operations.** Regional Districts shall be governed by these Bylaws and such  
 216 resolutions affecting them as are determined by the Board of Trustees.

217 1) **Regional Officers.** Each Regional District shall annually elect regional  
 218 officers from the Academy's voting member category, including a President, a  
 219 President-Elect, and two District Trustees to represent the Regional District on the  
 220 Academy's Board of Trustees. Regional Districts may also choose to elect any of the  
 221 following officers: Vice President, Secretary, or Treasurer.

222 2) **Association.** Any member wishing to be a member of a different Regional  
 223 District, other than the Regional District encompassing that member's geographic  
 224 locale, may do so, upon approval of the Board of Trustees.

225 3) **Membership.** All Regional District members must also be members of the  
 226 Academy, except there shall be no Honorary Membership within the Regional  
 227 Districts.

228 C) **Trustees for the Regional Districts.** Regional District Trustees shall serve two-year  
 229 staggered terms and shall be eligible for election to a second two-year term. Thereafter, a  
 230 Trustee shall not be eligible for election for a period of at least one year. In the event of the  
 231 inability of either to attend an upcoming Board of Trustees meeting, the President of the  
 232 Regional District may appoint an alternate Trustee with voting rights for that meeting only.  
 233 The duties of the Trustee shall include:

- 234 1) Representation of the Regional District on the Board of Trustees;
- 235 2) Coordination of Regional District events with other Regional District and  
236 national organization programs;
- 237 3) Such other duties established by the Board of Trustees from time to time.
- 238 D) **Vacancies.** In the event of a vacancy in a District Trustee position, the President of  
239 the District may appoint a Trustee to fill the balance of the term with the consent of  
240 the Board of Trustees.

241 *Section 5) **Past Presidents' Council.** To retain the active participation, involvement, and  
242 experience of past Academy Presidents, the Past Presidents' Council is established to afford the  
243 Academy the benefit of the wealth of knowledge and contributions available from such members.*

- 244 A) With the approval of the Board of Trustees the Past Presidents' Council shall select  
245 the annual recipient of the AAID Aaron Gershkoff-Norman Goldberg Memorial Award, to be  
246 presented at the Annual Meeting.
- 247 B) At the Annual Meeting, those Past Presidents in attendance or real-time virtual  
248 attendance shall select a representative from among them who shall be eligible to attend,  
249 participate and vote at Board of Trustees meetings for one year.

## 250 **ARTICLE VI -BOARD OF TRUSTEES**

251 *Section 1. **Authority and Responsibilities.** The Board of Trustees shall act as the managing  
252 body of the Academy. In addition to such other powers and responsibilities as may be conferred by  
253 law, and elsewhere in these Bylaws, the following authority and responsibilities are vested solely and  
254 exclusively within the province of the Board of Trustees:*

- 255 A) To establish official policies, priorities, standards, and operational procedures for the  
256 professional, efficient, and proper administration and management of the Academy's affairs,  
257 consistent with these Bylaws;
- 258 B) To consider and to be guided by the lawful resolutions of the membership and  
259 authorized organizational bodies, relative to such policies and priorities, standards, and  
260 operational procedures;
- 261 C) To establish dues, fees, and assessments;
- 262 D) To authorize, designate, and define, as deemed appropriate, sections, and such other  
263 organizational bodies as are authorized and set forth in Article V of these Bylaws;
- 264 E) To elect committees from those nominated by the President and to establish such other  
265 committees as the Board of Trustees, from time to time, deems necessary;
- 266 F) To receive and provide the membership with reports of Academy officers,  
267 committees, Regional Districts, and other organizational bodies;



- 268 G) To review and to determine disciplinary matters affecting members;
- 269 H) To employ an Executive Director and appoint agents to conduct the Academy's  
270 business upon the recommendation of the Executive Committee nomination process;
- 271 I) To present the final decision in all disputes and grievances, the decision being final  
272 and binding upon all parties, except as otherwise provided in these Bylaws.

273 *Section 2.* **Composition.** The Board of Trustees shall comprise the following: President,  
274 President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Past Presidents'  
275 Council representative and the District Trustees.

- 276 A) **Exclusions.** Board of Trustees members shall not hold membership on the  
277 Admissions & Credentials Board which runs concurrently with their membership on the  
278 Board of Trustees.

279 *Section 3.* **Meetings.**

- 280 A) **Regular Meetings.** The Board of Trustees shall meet at least once during each official  
281 membership meeting of the Academy, and at such additional times, during membership  
282 meetings, as may be requested by two or more members of the Board of Trustees or the  
283 President. The Board of Trustees shall meet at least two times, per year at a location to be  
284 approved by the Board of Trustees.

- 285 B) **Special Meetings.** Additional special meetings shall be scheduled by the President or  
286 after receipt of a written request from five voting Board of Trustees members.

- 287 C) **Emergency Meetings.** Emergency meetings of the Board of Trustees may be called  
288 by the President or two (2) voting members of the Board of Trustees with a limited (specific)  
289 agenda. All Board of Trustees members must be provided at least 24 hours' advance notice  
290 of such emergency meetings.

- 291 D) **Notice.** Notice of any regular or special meeting of the Board of Trustees shall be  
292 given at least ten days prior by written or electronic notice.

- 293 E) **Voting.** Voting rights of a member of the Board of Trustees shall not be delegated to  
294 another nor exercised by proxy. As facilitator of the Board of Trustees meetings, the President  
295 shall only vote to break or make a tie.

- 296 F) **Quorum.** A majority of the Board of Trustees shall constitute a quorum.

- 297 G) **Manner of Acting.** Except as otherwise expressly provided by statute, the Articles of  
298 Incorporation, or by these Bylaws, action of a majority of the members present and voting at a  
299 meeting of the Board of Trustees at which a quorum is present shall be the action of the Board  
300 of Trustees.

301 **ARTICLE VII - OFFICERS**

302 *Section 1.* **National Officers.** The officers of the Academy shall be the following:

303 A) **Elected Officers.** President, President-Elect, Vice President, Secretary, Treasurer, and  
304 District Trustees elected by the members of each Regional District.

305 B) **Ex-Officio Officer.** Executive Director (employed by the Board of Trustees and  
306 serving ex-officio without vote).

307 *Section 2.* **Eligibility for Office.** The following principles shall be applicable to the eligibility to  
308 hold office:

309 A) **Qualifications.** All candidates and nominees for office must be members of a voting  
310 category and in good standing for at least 5 years.

311 B) **Exclusion.** Members devoting substantial service to any commercial company related  
312 to implant dentistry or serving as an officer or director of a national implant organization are  
313 ineligible to hold national office. Retired or Life Members are also ineligible to hold national  
314 office. All nominees for the Board of Trustees shall complete a disclosure statement.

315 C) **Vacancies.**

316 1) In the event of a vacancy in the office of President, the President-Elect shall  
317 become the President and shall complete the remaining unexpired term and shall also  
318 serve as President for the next immediate term.

319 2) In the event of a vacancy in an office of the Executive Committee, the Board  
320 of Trustees may fill the position for the remainder of the unexpired term from the  
321 recommendation of the Executive Committee.

322 Such person named to fill a vacancy in the office of President-Elect shall not  
323 automatically succeed to the office of President, except to fill the unexpired term in  
324 the office of President, should a vacancy occur while this appointed person is serving  
325 as the appointed President-Elect.

326 Should vacancies in the offices of President and President-Elect occur at the same  
327 time, the Nominating Committee shall slate at least one candidate for each office and  
328 the Board of Trustees shall elect the individuals to fill the unexpired terms.

329 D) **Term of Office.** Except for the office of President and President-Elect, all officers  
330 would continue in their respective offices until the election at the next Annual Meeting. The  
331 President of the Academy is elected to serve until the next Annual Meeting and shall not  
332 succeed him/herself in office. The President-Elect automatically becomes the President when  
333 the latter's term of office expires.

334 *Section 3.* **Duties of Officers.**

335 A) **President.** The President shall preside at meetings of the Academy and the Board of  
336 Trustees. In addition, the President shall:

337 1) act in an advisory capacity and as an ex-officio member of all committees  
338 except where noted;

339 2) see that all orders and resolutions of the Board of Trustees are affected;

- 340                   3)       nominate committee members to be elected by the Board of Trustees;
- 341                   4)       with the approval of the majority of the Board of Trustees, call additional  
342                   general membership meetings;
- 343                   5)       provide supervision of the Executive Director; and
- 344                   6)       perform such other duties which usually pertain to that office, and duties as  
345                   directed by the Board of Trustees.
- 346       B)       **President-Elect.** The President-Elect shall attend meetings of the Academy and of the  
347       Board of Trustees to become familiar with the duties of that office. In the temporary absence  
348       of the President, the President-Elect shall preside at the meetings of the Academy and the  
349       Board of Trustees and perform the duties and exercise the powers of the President.
- 350       C)       **Vice President.** The Vice President shall attend meetings of the Academy and of the  
351       Board of Trustees, and in the case of absence of the President and the President-Elect, shall  
352       preside at all meetings of the Academy and the Board of Trustees and perform the duties and  
353       exercise the powers of the President. The Vice President shall perform such other duties  
354       which usually pertain to that office, and duties as directed by the Board of Trustees.
- 355       D)       **District Trustees.** District Trustees must be voting members who shall attend  
356       meetings of the Academy and the Board of Trustees, perform such other duties which usually  
357       pertain to their offices, and perform duties as directed by the Board of Trustees.
- 358       E)       **Secretary.** The Secretary shall attend meetings of the Academy and Board of Trustees  
359       and shall perform the following, or at the Secretary's discretion, delegate to the Executive  
360       Director:
- 361                   1)       keep and maintain minutes;
- 362                   2)       preserve all papers and records belonging to the Academy;
- 363                   3)       perform other duties which usually pertain to the office of Secretary.
- 364       F)       **Treasurer.** The Treasurer shall attend meetings of the Academy and Board of  
365       Trustees, and shall perform the following, or at the Treasurer's discretion, delegate to the  
366       Executive Director:
- 367                   1)       oversee all the funds and securities of the Academy, and shall attend to the  
368                   receipts and expenditures of all monies authorized by these Bylaws and approved by  
369                   either the President or such other member duly designated by the Board of Trustees;
- 370                   2)       make a detailed report to the Academy at each Annual Meeting and at each  
371                   Board of Trustees' meeting unless dispensed with by majority vote;
- 372                   3)       be authorized to employ a certified public accountant to make an audit of all  
373                   accounts and financial materials prior to producing an annual report to be delivered at  
374                   the Annual Meeting of the Academy:
- 375                   4)       present a budget for the coming year's revenues and expenses, for approval by  
376                   the Board of Trustees;

377 5) perform other duties which usually pertain to the office of Treasurer.

378 **ARTICLE VIII - EXECUTIVE AND STAFF**

379 *Section 1.* **Authority.** The Board of Trustees shall employ a chief executive officer who shall  
380 have the title of Executive Director and whose term and conditions of employment shall be specified  
381 by the Board of Trustees.

382 *Section 2.* **Duties of the Executive Director.** The Executive Director shall:

- 383 A) be the chief executive officer of the Academy, responsible for all management  
384 operations, business affairs, and property;
- 385 B) manage and direct all activities of the Academy as prescribed by the Board of Trustees  
386 and serve as an ex-officio member of the Board of Trustees and all Academy committees  
387 without vote;
- 388 C) be employed by and responsible to the Board of Trustees;
- 389 D) receive notice of, and shall attend, meetings of the Board of Trustees;
- 390 E) employ and may discipline and terminate members of the staff, fix their compensation  
391 within approved budget guidelines, supervise, and evaluate their performance, establish titles,  
392 and delegate responsibilities as shall be in the best interests of the Academy;
- 393 F) be responsible for the administrative affairs of the Academy, serving as custodian of  
394 all records, books, reports, minutes, and documents;
- 395 G) sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of  
396 Trustees has authorized to be executed; and
- 397 H) perform such other duties as may be assigned by the Board of Trustees.

398 **ARTICLE IX - COMMITTEES**

399 *Section 1.* **Establishment.** Committees are established to provide continuity to the activities,  
400 functions, and programs beyond the tenure of annual administrations, and to retain the experience  
401 acquired by committee members in the discharge of their committee responsibilities during the  
402 tenure of annual administration.

403 A) **Appointment.** The President will nominate, and the Board of Trustees shall elect all  
404 committee members except the Minutes Approval Committee, which the President may  
405 appoint three members (the Secretary and two Trustees not within the same district) in  
406 attendance of that meeting to review the minutes. Reviewed minutes are then made available  
407 to those members in attendance.

408 *Section 2.* **Admissions & Credentials Board**

409 A) **Responsibilities.** Consistent with the applicable eligibility and experiential  
 410 requirements of membership, the Admissions & Credentials Board shall certify whether or  
 411 not a candidate or applicant may be elected to voting membership in the appropriate class.

412 B) **Composition.** The Admissions & Credentials Board shall consist of 12 Fellows and/or  
 413 Life members (who were Fellows), four of whom shall be elected annually by the Board of  
 414 Trustees to serve a three (3) year staggered term. In the event of the inability of any member  
 415 to serve, a successor shall be elected by the Board of Trustees to complete the term. Members  
 416 shall be elected with a view toward wide geographic distribution with representation from  
 417 each Regional District. The President shall appoint the chairperson from amongst the  
 418 committee members, excluding any first-year member.

419 C) **Exclusions.**

420 1) Members of the Board of Trustees shall be excluded from serving on the  
 421 Admissions & Credentials Board concurrently with their term of office on the Board  
 422 of Trustees.

423 2) Members of the Admissions & Credentials Board may succeed themselves in  
 424 two consecutive three-year terms. They may, however, be re-elected to that position  
 425 by the Board of Trustees after having remained out of that position for a period of not  
 426 less than one year. If appointed to fill an unexpired term and the time remaining is one  
 427 (1) year or less, this term will not be counted in the maximum two (2) consecutive  
 428 three (3) year terms.

429 *Section 3).* **Bylaws Committee.** The Bylaws Committee shall ensure that the Bylaws of the  
 430 Academy remain consistent with the standards, objectives, and purposes of the Academy and that the  
 431 Bylaws respond to the professional and efficient administration, management, and operation of the  
 432 Academy.

433 1) The Bylaws Committee, on its own initiative shall propose amendments to the  
 434 Bylaws and shall attend to the proper framing of proposed changes referred to it by  
 435 the Board of Trustees.

436 2) It shall further assist the Executive Director with the presentation of proposed  
 437 amendments to the general membership business meeting.

438 3) The Bylaws Committee shall be comprised of voting members. The President-  
 439 Elect shall serve as chair.

440 *Section 4).* **Education Committee.** The Education Committee shall be responsible for the  
 441 continuing development of the Academy's educational efforts.

442 *Section 5.* **Executive Committee.** The Executive Committee shall consist of the President,  
 443 President-Elect, Vice-President, Secretary, Treasurer and Immediate Past President. The Executive  
 444 Director shall be an ex-officio, non-voting member. The Executive Committee may act in the place  
 445 and stead of the Board of Trustees between Board meetings on all matters, except those specifically  
 446 reserved to the Board by law or these Bylaws, pursuant to a delegation of authority to the Executive  
 447 Committee by the Board of Trustees. Actions of the Executive Committee shall be ratified at the  
 448 next Board Meeting.

449 *Section 6. **Finance Committee.** The Finance Committee shall be chaired by the Treasurer and  
 450 shall consist of the Secretary and three credentialed members who are not members of the Board of  
 451 Trustees. The Finance Committee shall review the Academy's financial records annually and reports  
 452 its findings to the Board of Trustees and to the Academy at the Annual Meeting. It shall further  
 453 prepare an annual budget which will be submitted to the Board of Trustees and the membership at  
 454 each Annual Meeting.*

455 *Section 7. **Nominating Committee.** The Nominating Committee shall nominate Academy  
 456 members eligible for election to office for the ensuing year.*

457 1) The Nominating Committee shall consist of five members: the President-Elect,  
 458 the Immediate Past President (who will chair the Nominating Committee), a Past  
 459 President appointed by the President, a member of the Board of Trustees, and a voting  
 460 member who is not a Past President or a member of the Board of Trustees, with the  
 461 latter two elected by the Board of Trustees.

462 2) The names of candidates nominated by this committee shall be transmitted to  
 463 the voting members at least 60 days in advance of the election at the Annual Meeting.

464 3) Nothing herein contained shall prevent voting members from nominating a  
 465 candidate provided that the nomination petition is submitted to the chair of the  
 466 Nominating Committee or that person's designee at least 30 days in advance of the  
 467 election at the Annual Meeting for distribution to the voting membership at least 21  
 468 days in advance of the election.

469 4) A nominee not announced by the Nominating Committee must include the  
 470 signatures of at least 5 percent of the voting membership on the petition.

471 5) The Committee shall obtain a disclosure statement from each candidate  
 472 nominated by the Committee or by petition and make this information available to the  
 473 voting members.

474 *Section 8. **Special Committees.** The Board of Trustees, or the President upon ratification by the  
 475 Board of Trustees, may appoint such other committees, sub-committees or task forces as are  
 476 necessary and which are not in conflict with other provisions of these bylaws, and the duties of such  
 477 committees shall be prescribed by the Board of Trustees upon their appointment.*

## 478 **ARTICLE X - COMMITTEE OPERATIONS**

479 *Section 1. **Scope of Committee Actions.** With the exception of the Nominating Committee, all  
 480 Committee recommendations must be approved by the Board of Trustees prior to their enactment.*

481 *Section 2. **Removal.** Any committee, or committee member with just cause and notification and  
 482 with reasonable opportunity to respond, may be discharged or removed by action of a majority of the  
 483 Board of Trustees present at a meeting.*

484 *Section 3. **Voting.** Voting rights of a committee member shall not be delegated to another nor  
 485 exercised by proxy.*

- 486 A) **Quorum.** At any committee meeting, a majority of that committee shall constitute a  
487 quorum.
- 488 B) **Manner of Acting.** Except as otherwise expressly provided by statute, the Articles of  
489 Incorporation, or by these Bylaws, action of a majority of committee members present and  
490 voting at a committee meeting at which a quorum is present shall be the action of the  
491 committee.
- 492 C) **Voting By Mail.** Written proposals may be submitted to a committee for a vote by  
493 mail, or other electronic medium. Within ten days of such submission, each committee  
494 member shall forward a vote on the proposal to the Headquarters Office.

495 **ARTICLE XI - MEETINGS AND SESSIONS**

496 *Section 1.* **Annual Meeting.** The membership of the Academy shall convene once annually, and  
497 at such additional special meetings as the President may call, with the approval of the Board of  
498 Trustees. At every Annual Meeting, the Academy shall conduct a scientific session and a business  
499 meeting.

500 *Section 2.* **Special Meetings.** Special meetings shall have a specific agenda and the meeting  
501 notice to voting members shall be mailed at least 45 days prior to the meeting date. No unrelated old  
502 or new business may be brought before the members.

503 *Section 3.* **Membership Business Meetings.** A membership business meeting shall be held  
504 during each official Annual Meeting.

505 A) **Voting.** Eligibility to vote shall be determined by the rights and privileges accorded  
506 by the Bylaws.

507 B) **Quorum.** At least ten percent of the voting membership, in good standing, shall be a  
508 quorum. If a quorum has been present at the beginning of a meeting and voting members  
509 have withdrawn from the meeting so that less than a quorum remains, the voting members  
510 still present may continue to transact business until adjournment. The chair shall terminate  
511 the meeting should the attendance drop below five percent. However, if less than a 10%  
512 quorum is present, no action affecting dues, assessments or Bylaws can be taken.

513 C) **Elections.** The annual election of officers will be conducted at the membership  
514 business meeting.

515 1) Candidates receiving the highest number of votes for each office shall be  
516 declared elected.

517 2) If there is a tie, then balloting continues of the tied candidates until a candidate  
518 receives a majority.

519 3) In the event candidates are unopposed, they can be voted by acclamation.

520 4) The meeting cannot be adjourned until election results have been completed.

521 D) **Electronic Meetings.** Meetings of the Board of Trustees and of the membership may  
 522 be held utilizing a technology that permits all members to participate through synchronous  
 523 aural and oral communication.

524 E) **Parliamentary Authority.** In all matters not covered by its Bylaws and standing  
 525 rules, this organization shall be governed by the current edition of the *American Institute of*  
 526 *Parliamentarians Standard Code of Parliamentary Procedure*. The parliamentary authority  
 527 may be suspended only on a three-fourths affirmative vote of the voting members present at  
 528 any meeting. If the *American Institute of Parliamentarians Standard Code of Parliamentary*  
 529 *Procedure* is silent on a topic, the current edition of *Robert's Rules of Order Newly Revised*  
 530 should be consulted.

## 531 **ARTICLE XII - PROFESSIONAL CONDUCT OF ACADEMY MEMBERS**

532 *Section 1.* **Professional Conduct.** Each member of the Academy shall strive to discharge  
 533 professional endeavors in a manner consistent with the highest standards of professionalism and  
 534 ethics.

## 535 **ARTICLE XIII AMENDMENTS**

536 *Section 1.* **Amendments.** These Bylaws may be amended at any Annual Membership Meeting  
 537 of the Academy, by a two-thirds vote of the attending eligible voting members, in good standing:

538 *Section 2.* **Submission of Amendments.** An amendment must be proposed in writing and may  
 539 either be proposed by the Board of Trustees, the Bylaws Committee, or by five or more Academy  
 540 members in good standing eligible to vote.

541 A) If proposed by members, the proposed amendment must be filed with the Executive  
 542 Director at least 90 days in advance of the meeting and must be reviewed by the Bylaws  
 543 Committee, to which all proposed amendments are referred.

544 B) Recommendations of the Bylaws Committee shall not be withheld from the  
 545 membership and shall be predicated upon the Committee's assessment as to the substance and  
 546 form of such amendment, as relates to the welfare, objectives, and standards of the Academy.  
 547 The Committee may recommend approval or disapproval of a proposed Bylaw amendment as  
 548 submitted to it or may recommend approval upon modification of the proposed amendment  
 549 by the Committee as to form, but not as to substance, for consideration by the voting  
 550 membership.

551 C) The Bylaws Committee shall submit the amendments to the Executive Director at  
 552 least 45 days prior to the meeting, and

553 D) Copies of the proposed amendments shall be transmitted to the voting members by the  
 554 Executive Director at least 30 days prior to the meeting.



555

**ARTICLE XIV INDEMNIFICATION AND INSURANCE**

556 *Section 1.* The Academy has the power to indemnify any person who is or was an officer,  
557 Trustee, committee member, employee, or agent of the Academy against any liability incurred by  
558 such person and arising out of any actions or omissions on behalf of the Academy to the full extent  
559 permitted by law.

560 *Section 2.* The Academy shall purchase and maintain liability insurance on behalf of any person  
561 who is or was an officer, trustee, committee member, employee, or agent of the Academy against any  
562 liability incurred by such person and arising out of the person's services on behalf of the Academy,  
563 whether or not the Academy would have the power to indemnify the person against such liability.

564

**ARTICLE XV DISSOLUTION**

565 The Academy shall use its funds only to accomplish the objectives and purposes set forth in its Articles  
566 of Incorporation and these bylaws, and no part of its funds shall inure or be distributed to the members  
567 of the Academy. On dissolution of the Academy, any funds remaining after payment of or provision  
568 for liabilities shall be distributed to one or more regularly organized and qualified professional  
569 societies, trade associations, charitable, scientific, or educational organizations exempt from taxation  
570 under Internal Revenue Code Sections 501(c)(3) or (6) selected by the Academy's Board of Trustees.