

American Academy of Implant Dentistry

Bylaws



Amended – November 11, 2024

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.

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

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

Section 3. **Associate Fellow Membership.**

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

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

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

Section 4 **Affiliate Associate Fellow Membership**

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

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

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

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

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

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

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

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

Section 6. Life Member.

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

B) **Rights of Life Members.** Life Members are eligible to vote, to receive all Academy publications, and such other benefits as the Board of Trustees may authorize. Life Members may be appointed to chair or serve on any committee, unless otherwise limited by these Bylaws, but they may not hold elective office.

Section 7. Honorary Member.

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

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

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

Section 8. General Member.

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

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

Section 9. Student Member.

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

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

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

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

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

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

B) **Rights of Retired Members.** Retired Members shall continue to enjoy all rights and privileges of their previous member classification, receive all Academy publications, and such other benefits as the Board of Trustees may authorize. They may chair or serve on committees unless otherwise limited by these Bylaws, but they may not hold elected office.

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

A) **Reinstatement.**

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

*Section 12. **Transfer of Membership.** Neither membership nor the rights and privileges of membership shall be transferable.*

*Section 13. **Suspension or Expulsion***

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

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

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

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

ARTICLE IV - DUES, ASSESSMENTS, AND FEES

*Section 1. **Dues.** Dues and fees shall be established annually by the Board of Trustees. Dues for*

158 voting members may be increased not more than 10% every year without approval by the
 159 membership. Any increases in dues outside of those guidelines would require membership
 160 approval.

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

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

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

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

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

176 *Section 2.* **Fees and Assessments.**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

229 C) **Trustees for the Regional Districts.** Regional District Trustees shall serve two-year
 230 staggered terms and shall be eligible for election to a second two-year term. Thereafter, a
 231 Trustee shall not be eligible for election for a period of at least one year. In the event of the

inability of either to attend an upcoming Board of Trustees meeting, the President of the Regional District may appoint an alternate Trustee with voting rights for that meeting only. The duties of the Trustee shall include:

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

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

- A) With the approval of the Board of Trustees the Past Presidents' Council shall select the annual recipient of the AAID Aaron Gershkoff-Norman Goldberg Memorial Award, to be presented at the Annual Meeting.
- B) At the Annual Meeting, those Past Presidents in attendance or real-time virtual attendance shall select a representative from among them who shall be eligible to attend, participate and vote at Board of Trustees meetings for one year.
- C) In the event of the inability of the Past Presidents representative to attend an upcoming Board of Trustees meeting, the current representative may appoint a member of the Council to serve as proxy with voting rights for that meeting only. If the representative is unable to appoint a proxy, the AAID Immediate Past President will appoint the proxy from members of the Council.
- D) **Vacancies.** In the event of a vacancy in the Past President representative position, the AAID Immediate Past President will appoint a member of the Council to fill the balance of the term with the consent of the Board of Trustees.

ARTICLE VI -BOARD OF TRUSTEES

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

- A) To establish official policies, priorities, standards, and operational procedures for the professional, efficient, and proper administration and management of the Academy's affairs, consistent with these Bylaws;

- 267 B) To consider and to be guided by the lawful resolutions of the membership and
 268 authorized organizational bodies, relative to such policies and priorities, standards, and
 269 operational procedures;
- 270 C) To establish dues, fees, and assessments;
- 271 D) To authorize, designate, and define, as deemed appropriate, sections, and such other
 272 organizational bodies as are authorized and set forth in Article V of these Bylaws;
- 273 E) To elect committees from those nominated by the President and to establish such other
 274 committees as the Board of Trustees, from time to time, deems necessary;
- 275 F) To receive and provide the membership with reports of Academy officers,
 276 committees, Regional Districts, and other organizational bodies;
- 277 G) To review and to determine disciplinary matters affecting members;
- 278 H) To employ an Executive Director and appoint agents to conduct the Academy's
 279 business upon the recommendation of the Executive Committee nomination process;
- 280 I) To present the final decision in all disputes and grievances, the decision being final
 281 and binding upon all parties, except as otherwise provided in these Bylaws.

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

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

288 *Section 3.* **Meetings.**

- 289 A) **Regular Meetings.** The Board of Trustees shall meet at least once during each official
 290 membership meeting of the Academy, and at such additional times, during membership
 291 meetings, as may be requested by two or more members of the Board of Trustees or the
 292 President. The Board of Trustees shall meet at least two times, per year at a location to be
 293 approved by the Board of Trustees.
- 294 B) **Special Meetings.** Additional special meetings shall be scheduled by the President or
 295 after receipt of a written request from five voting Board of Trustees members.
- 296 C) **Emergency Meetings.** Emergency meetings of the Board of Trustees may be called
 297 by the President or two (2) voting members of the Board of Trustees with a limited (specific)
 298 agenda. All Board of Trustees members must be provided at least 24 hours' advance notice
 299 of such emergency meetings.
- 300 D) **Notice.** Notice of any regular or special meeting of the Board of Trustees shall be
 301 given at least ten days prior by written or electronic notice.

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

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

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

ARTICLE VII - OFFICERS

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

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

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

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

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

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

C) **Vacancies.**

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

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

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

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

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

343 *Section 3.* **Duties of Officers.**

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

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

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

349 3) nominate committee members to be elected by the Board of Trustees;

350 4) with the approval of the majority of the Board of Trustees, call additional
 351 general membership meetings;

352 5) provide supervision of the Executive Director; and

353 6) perform such other duties which usually pertain to that office, and duties as
 354 directed by the Board of Trustees.

355 B) **President-Elect.** The President-Elect shall attend meetings of the Academy and of the
 356 Board of Trustees to become familiar with the duties of that office. In the temporary absence
 357 of the President, the President-Elect shall preside at the meetings of the Academy and the
 358 Board of Trustees and perform the duties and exercise the powers of the President.

359 C) **Vice President.** The Vice President shall attend meetings of the Academy and of the
 360 Board of Trustees, and in the case of absence of the President and the President-Elect, shall
 361 preside at all meetings of the Academy and the Board of Trustees and perform the duties and
 362 exercise the powers of the President. The Vice President shall perform such other duties
 363 which usually pertain to that office, and duties as directed by the Board of Trustees.

364 D) **District Trustees.** District Trustees must be voting members who shall attend
 365 meetings of the Academy and the Board of Trustees, perform such other duties which usually
 366 pertain to their offices, and perform duties as directed by the Board of Trustees.

367 E) **Secretary.** The Secretary shall attend meetings of the Academy and Board of Trustees
 368 and shall perform the following, or at the Secretary's discretion, delegate to the Executive
 369 Director:

370 1) keep and maintain minutes;

371 2) preserve all papers and records belonging to the Academy;

3) perform other duties which usually pertain to the office of Secretary.

F) **Treasurer.** The Treasurer shall attend meetings of the Academy and Board of Trustees, and shall perform the following, or at the Treasurer's discretion, delegate to the Executive Director:

1) oversee all the funds and securities of the Academy, and shall attend to the receipts and expenditures of all monies authorized by these Bylaws and approved by either the President or such other member duly designated by the Board of Trustees;

2) make a detailed report to the Academy at each Annual Meeting and at each Board of Trustees' meeting unless dispensed with by majority vote;

3) be authorized to employ a certified public accountant to make an audit of all accounts and financial materials prior to producing an annual report to be delivered at the Annual Meeting of the Academy;

4) present a budget for the coming year's revenues and expenses, for approval by the Board of Trustees;

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

ARTICLE VIII - EXECUTIVE AND STAFF

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

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

A) be the chief executive officer of the Academy, responsible for all management operations, business affairs, and property;

B) manage and direct all activities of the Academy as prescribed by the Board of Trustees and serve as an ex-officio member of the Board of Trustees and all Academy committees without vote;

C) be employed by and responsible to the Board of Trustees;

D) receive notice of, and shall attend, meetings of the Board of Trustees;

E) employ and may discipline and terminate members of the staff, fix their compensation within approved budget guidelines, supervise, and evaluate their performance, establish titles, and delegate responsibilities as shall be in the best interests of the Academy;

F) be responsible for the administrative affairs of the Academy, serving as custodian of all records, books, reports, minutes, and documents;

G) sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed; and

406 H) perform such other duties as may be assigned by the Board of Trustees.

407 **ARTICLE IX - COMMITTEES**

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

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

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

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

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

428 C) **Exclusions.**

429 1) Members of the Board of Trustees shall be excluded from serving on the
430 Admissions & Credentials Board concurrently with their term of office on the Board
431 of Trustees.

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

438 *Section 3).* **Bylaws Committee.** The Bylaws Committee shall ensure that the Bylaws of the
439 Academy remain consistent with the standards, objectives, and purposes of the Academy and that the
440 Bylaws respond to the professional and efficient administration, management, and operation of the
441 Academy.

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

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

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

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

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

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

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

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

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

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

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

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

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

ARTICLE X - COMMITTEE OPERATIONS

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

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

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

A) **Quorum.** At any committee meeting, a majority of that committee shall constitute a quorum.

B) **Manner of Acting.** Except as otherwise expressly provided by statute, the Articles of Incorporation, or by these Bylaws, action of a majority of committee members present and voting at a committee meeting at which a quorum is present shall be the action of the committee.

C) **Voting By Mail.** Written proposals may be submitted to a committee for a vote by mail, or other electronic medium. Within ten days of such submission, each committee member shall forward a vote on the proposal to the Headquarters Office.

ARTICLE XI - MEETINGS AND SESSIONS

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

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

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

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

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

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

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

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

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

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

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

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

540 **ARTICLE XII - PROFESSIONAL CONDUCT OF ACADEMY MEMBERS**

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

544 **ARTICLE XIII AMENDMENTS**

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

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

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

553 B) Recommendations of the Bylaws Committee shall not be withheld from the
 554 membership and shall be predicated upon the Committee's assessment as to the substance and
 555 form of such amendment, as relates to the welfare, objectives, and standards of the Academy.
 556 The Committee may recommend approval or disapproval of a proposed Bylaw amendment as
 557 submitted to it or may recommend approval upon modification of the proposed amendment
 558 by the Committee as to form, but not as to substance, for consideration by the voting
 559 membership.

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

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

564 **ARTICLE XIV INDEMNIFICATION AND INSURANCE**

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

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

573 **ARTICLE XV DISSOLUTION**

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