

American Academy of Implant Dentistry Bylaws



Amended – September 29, 2018

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AMERICAN ACADEMY OF IMPLANT DENTISTRY Bylaws

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ARTICLE I - NAME AND LOCATION

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

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

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ARTICLE II - MISSION AND PURPOSES

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

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

51 B) to encourage research in implant dentistry;

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

54 D) to promote implant dentistry techniques and procedures;

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

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ARTICLE III - MEMBERSHIP

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

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

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

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

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

76 Section 3. **Associate Fellow Membership.**

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

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

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

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89 Section 4 **Affiliate Associate Fellow Membership**

90
91 A) **Eligibility.** Any licensed dental practitioner who successfully completes the written
92 examination (Part I) of the Associate Fellow Membership examination process as
93 established by the Admissions & Credentials Board and as approved by the Board of
94 Trustees shall be eligible for election to the Academy as an Affiliate Associate Fellow.

95
96 B) **Election.** Upon favorable certification by the Admissions and Credentials Board, the
97 Board of Trustees, at its next regular meeting, shall consider the applicant for election to
98 Affiliate Associate Fellow Membership. Such election shall be by a two-thirds vote of
99 those in attendance.

100
101 C) **Rights of Affiliate Associate Fellows.** An Affiliate Associate Fellow shall be
102 entitled to receive the Academy's scientific publications, but shall be ineligible to vote or
103 hold office, although he/she may be appointed to serve on, but not chair, committees unless
104 otherwise limited by these Bylaws.

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

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

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

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

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

119 *Section 6.* **Life Member.**

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

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

126 *Section 7.* **Honorary Member.**

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

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

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

140 *Section 8.* **General Member.**

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

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

146 *Section 9.* **Student Member.**

147 A) **Eligibility.** Any student enrolled in an educational program within an
148 accredited dental school or in a full-time, advanced, graduate education training
149 program is eligible to apply for Student Membership.
150

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

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

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

199 *Section 2.* **Fees and Assessments.**

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

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

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

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

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

215
 216 *Section 2.* **Organization.** The Academy shall be organized into four Regional
 217 Districts plus International Membership.

218
 219 *Section 3.* **Composition.** The Regional Districts and International Membership are
 220 named and composed as follows:

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

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

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

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

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

237
 238 *Section 4.* **Regional Districts.** The following principles shall apply to Regional Districts of
 239 the Academy:

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

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

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

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

253 3) **Membership.** All Regional District members must also be members of the
 254 Academy, except there shall be no Honorary Membership within the Regional
 255 Districts.

256 C) **Trustees for the Regional Districts.** Regional District Trustees shall serve two-
 257 year staggered terms and shall be eligible for election to a second two-year term.
 258 Thereafter, a Trustee shall not be eligible for election for a period of at least one year. In
 259 the event of the inability of either to attend an upcoming Board of Trustees meeting, the
 260 President of the Regional District may appoint an alternate Trustee for that meeting only.
 261 The duties of the Trustee shall include:

- 262 1) Representation of the Regional District on the Board of Trustees;
- 263 2) Coordination of Regional District events with other Regional District and
 264 national organization programs;
- 265 3) Such other duties established by the Board of Trustees from time to time.

266
 267 D) **Vacancies.** In the event of a vacancy in a District Trustee position, the President of
 268 the District may appoint a Trustee to fill the balance of the term with the consent
 269 of the Board of Trustees.

270

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

274
 275 A) With the approval of the Board of Trustees the Past Presidents' Council shall
 276 select the annual recipient of the AAID Aaron Gershkoff-Norman Goldberg
 277 Memorial Award, to be presented at the Annual Meeting.

278 B) At the Annual Meeting, those Past Presidents in attendance shall select a
 279 representative from among them who shall be eligible to attend, participate and vote at
 280 Board of Trustees meetings for one year.

281 **ARTICLE VI -BOARD OF TRUSTEES**

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

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

289 B) To consider and to be guided by the lawful resolutions of the membership and
 290 authorized organizational bodies, relative to such policies and priorities, standards, and
 291 operational procedures;

292 C) To establish dues, fees, and assessments;

293 D) To authorize, designate, and define, as deemed appropriate, sections, and such other
 294 organizational bodies as are authorized and set forth in Article V of these Bylaws;

295 E) To elect committees from those nominated by the President and to establish such
 296 other committees as the Board of Trustees, from time to time, deems necessary;

297
 298 F) To receive and provide the membership with reports of Academy officers,
 299 committees, Regional Districts, and other organizational bodies;

300 G) To review and to determine disciplinary matters affecting members;

301 H) To employ an Executive Director and appoint agents to conduct the Academy's
 302 business;

303 I) To present the final decision in all disputes and grievances, the decision being final
 304 and binding upon all parties, except as otherwise provided in these Bylaws.

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

308 A) **Exclusions.** Board of Trustees members shall not hold membership on the
 309 Admissions & Credentials Board which runs concurrently with their membership on the
 310 Board of Trustees.

311 *Section 3.* **Meetings.**

312 A) **Regular Meetings.** The Board of Trustees shall meet at least once during each
 313 official membership meeting of the Academy, and at such additional times, during
 314 membership meetings, as may be requested by two or more members of the Board of
 315 Trustees or the President. The Board of Trustees shall further meet at least two times, in
 316 the course of a year.

- 317 B) **Special Meetings.** Additional special meetings shall be scheduled by the
318 President or after receipt of a written request from five voting Board of Trustees members.
- 319 C) **Emergency Meetings.** Emergency meetings of the Board of Trustees may be
320 called by the President or two (2) voting members of the Board of Trustees with a limited
321 (specific) agenda. All Board of Trustees members must be provided at least 24 hours'
322 advance notice of such emergency meetings.
- 323 D) **Notice.** Notice of any regular or special meeting of the Board of Trustees shall be
324 given at least ten days prior by written or electronic notice.
- 325 E) **Voting.** Voting rights of a member of the Board of Trustees shall not be delegated to
326 another nor exercised by proxy.
- 327 F) **Quorum.** A majority of the Board of Trustees shall constitute a quorum.
- 328 G) **Manner of Acting.** Except as otherwise expressly provided by statute, the Articles
329 of Incorporation, or by these Bylaws, action of a majority of the members present and
330 voting at a meeting of the Board of Trustees at which a quorum is present shall be the
331 action of the Board of Trustees.

332 **ARTICLE VII - OFFICERS**

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

- 334 A) **Elected Officers.** President, President-Elect, Vice President, Secretary,
335 Treasurer, and District Trustees elected by the members of each Regional District.
- 336 B) **Ex-Officio Officer.** Executive Director (employed by the Board of Trustees and
337 serving ex-officio without vote).

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

- 340 A) **Qualifications.** All candidates and nominees for office must be members of a
341 voting category and in good standing for at least 5 years.
- 342 B) **Exclusion.** Members devoting substantial service to any commercial company
343 related to implant dentistry or serving as an officer or director of a national implant
344 organization are ineligible to hold national office. Retired or Life Members are also
345 ineligible to hold national office. All nominees for the Board of Trustees shall complete a
346 disclosure statement.
- 347 C) **Vacancies.**
- 348 1) In the event of a vacancy in the office of President, the President-Elect shall
349 become the President and shall complete the remaining unexpired term and shall
350 also serve as President for the next immediate term. In the event of a vacancy in
351 the office of President-Elect, the Board of Trustees may fill the position for the
352 remainder of the unexpired term. Such person named to fill a vacancy in the office
353 of President-Elect shall not automatically succeed to the office of President, except
354 to fill the unexpired term in the office of President, should a vacancy occur while
355 this appointed person is serving as the appointed President-Elect. Should vacancies
356 in the offices of President and President-Elect occur at the same time, the Board of

357 Trustees shall slate at least one candidate for each office and elect the individuals
 358 to fill the unexpired terms.
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361 D) **Term of Office.** Except for the office of President and President-Elect, all officers
 362 would continue in their respective offices until the election at the next Annual Meeting. The
 363 President of the Academy is elected to serve until the next Annual Meeting and shall not
 364 succeed him/herself in office. The President-Elect automatically becomes the President when the
 365 latter's term of office expires.

366 *Section 3.* **Duties of Officers.**

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

- 369 1) act in an advisory capacity and as an ex-officio member of all committees except
 370 where noted;
- 371 2) see that all orders and resolutions of the Board of Trustees are affected;
- 372 3) nominate committee members to be elected by the Board of Trustees;
- 373 4) with the approval of the majority of the Board of Trustees, call additional
 374 general membership meetings;
- 375 5) provide supervision of the Executive Director; and
- 376 6) perform such other duties which usually pertain to that office, and duties
 377 as directed by the Board of Trustees.

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

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

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

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

- 393 1) keep and maintain minutes;
- 394 2) preserve all papers and records belonging to the Academy;
- 395 3) perform other duties which usually pertain to the office of Secretary.

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

- 399 1) oversee all the funds and securities of the Academy, and shall attend to
 400 the receipts and expenditures of all monies authorized by these Bylaws and
 401 approved by either the President or such other member duly designated by the
 402 Board of Trustees;
- 403 2) make a detailed report to the Academy at each Annual Meeting and at
 404 each Board of Trustees' meeting unless dispensed with by majority vote;
- 405 3) be authorized to employ a certified public accountant to make an audit of all
 406 accounts and financial materials prior to producing an annual report to be delivered at
 407 the Annual Meeting of the Academy;
- 408 4) present a budget for the coming year's revenues and expenses, for approval
 409 by the Board of Trustees;
- 410 5) perform other duties which usually pertain to the office of Treasurer.

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412 **ARTICLE VIII - EXECUTIVE AND STAFF**

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

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

- 417 A) be the chief executive officer of the Academy, responsible for all management
 418 operations, business affairs, and property;
- 419 B) manage and direct all activities of the Academy as prescribed by the Board of
 420 Trustees and serve as an ex-officio member of the Board of Trustees and all Academy
 421 committees without vote;
- 422 C) be employed by and responsible to the Board of Trustees;
- 423 D) receive notice of, and shall attend, meetings of the Board of Trustees;
- 424 E) employ and may discipline and terminate members of the staff, fix their
 425 compensation within approved budget guidelines, supervise and evaluate their
 426 performance, establish titles, and delegate responsibilities as shall be in the best
 427 interests of the Academy;
- 428 F) be responsible for the administrative affairs of the Academy, serving as
 429 custodian of all records, books, reports, minutes, and documents;
- 430 G) sign any deeds, mortgages, bonds, contracts, or other instruments which the Board
 431 of Trustees has authorized to be executed; and
- 432 H) perform such other duties as may be assigned by the Board of Trustees.
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ARTICLE IX - COMMITTEES

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

440 A) **Appointment.** The President will nominate and the Board of Trustees shall elect all
441 committee members.

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

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

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

453 C) **Exclusions.**

454 1) Members of the Board of Trustees shall be excluded from serving on the
455 Admissions & Credentials Board concurrently with their term of office on the Board
456 of Trustees.

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

463 *Section 3).* **Bylaws Committee.** The Bylaws Committee shall ensure that the Bylaws of the
464 Academy remain consistent with the standards, objectives, and purposes of the Academy and that
465 the Bylaws respond to the professional and efficient administration, management, and operation of
466 the Academy.

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

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

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

474

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

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

484 *Section 6.* **Finance Committee.** The Finance Committee shall be chaired by the Treasurer
485 and shall consist of the President, the President-Elect, the Vice President, and the Secretary, who
486 shall review the Academy's financial records annually and report its findings to the Board of
487 Trustees and to the Academy at the Annual Meeting. It shall further prepare an annual budget
488 which will be submitted to the Board of Trustees and the membership at each Annual Meeting.

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

491
492 1) The Nominating Committee shall consist of five members: the President-Elect,
493 the Immediate Past President (who will chair the Nominating Committee), a Past
494 President appointed by the President, a member of the Board of Trustees, and a
495 voting member who is not a Past President or a member of the Board of Trustees,
496 with the latter two elected by the Board of Trustees.

497
498 2) The names of candidates nominated by this committee shall be transmitted to
499 the voting members at least 60 days in advance of the election at the Annual
500 Meeting.

501
502 3) Nothing herein contained shall prevent voting members from nominating a
503 candidate provided that the nomination petition is submitted to the chairman of the
504 Nominating Committee or that person's designee at least 30 days in advance of the
505 election at the Annual Meeting for distribution to the voting membership at least 21
506 days in advance of the election.

507
508 4) A nominee not announced by the Nominating Committee must include the
509 signatures of at least 5 percent of the voting membership on the petition.

510
511 5) The Committee shall obtain a disclosure statement from each candidate
512 nominated by the Committee or by petition and make this information
513 available to the voting members.

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

518 **ARTICLE X - COMMITTEE OPERATIONS**

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

562 D) **Parliamentary Authority.** In all matters not covered by its Bylaws and
 563 standing rules, this organization shall be governed by the current edition of the *American*
 564 *Institute of Parliamentarians Standard Code of Parliamentary Procedure*. The
 565 parliamentary authority may be suspended only on a three-fourths affirmative vote of the
 566 voting members present at any meeting.

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

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

571 **ARTICLE XIII AMENDMENTS**

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

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

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

580 B) Recommendations of the Bylaws Committee shall not be withheld from the
 581 membership and shall be predicated upon the Committee's assessment as to the substance
 582 and form of such amendment, as relates to the welfare, objectives and standards of the
 583 Academy. The Committee may recommend approval or disapproval of a proposed Bylaw
 584 amendment as submitted to it or may recommend approval upon modification of the
 585 proposed amendment by the Committee as to form, but not as to substance, for
 586 consideration by the voting membership.

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

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

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592 **ARTICLE XIV INDEMNIFICATION AND INSURANCE**

593 *Section 1.* The Academy have the power to indemnify any person who is or was an officer, Trustee,
 594 committee member, employee or agent of the Academy against any liability incurred by such
 595 person and arising out of any actions or omissions on behalf of the Academy to the full extent
 596 permitted by law.
 597
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 599

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

604 liability.

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ARTICLE XV DISSOLUTION

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

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