The American College of Dentists, Inc., a non-profit, non-stock society incorporated in Maryland hereby designates the following rules and regulations as its corporate Bylaws.

**Preamble**

The American College of Dentists in order to promote the highest ideals, develop good human relations and understanding and extend the benefits of good dental health to all, declares and adopts the following principles and objectives as ways and means for the attainment of these goals:

a. To promote within the dental profession the highest ethical standards, stimulate interprofessional relationships, and urge upon the professional person recognition of his responsibility to participate in the affairs of society as a citizen of the community;

b. To take an active role in the support of dental education and research;

c. To encourage qualified persons to enter the profession of dentistry;

d. To encourage graduate education and improve continuing educational efforts by dentists and auxiliaries;

e. To encourage the free exchange of ideas and experiences in the interest of the patient;

f. To foster the extension and improvement of measures for the prevention and control of oral disorders;

g. To confer Fellowship in the College on individuals in recognition of meritorious achievement and their potential for contributions in dental science, art, education, literature, human relations, and other areas that contribute to human welfare and to give encouragement to them to further the objectives of the College.
Article I
ORGANIZATION

Section 1. NAME: The name of the corporation shall be the American College of Dentists, hereafter referred to as the College.

Section 2. OBJECTIVES: The College is a non-profit organization dedicated to the purpose and objectives stated in Article II of its Articles of Incorporation and the Preamble to these Bylaws.

Section 3. MEMBERSHIP: Membership in the College hereafter called Fellowship, shall consist of those persons, known as Fellows, who shall be selected in conformity with Article II of these Bylaws.

Section 4. REGENCIES: The College shall be organized into eight Regencies as follows:
   a. Composition—Each Regency shall consist of all Fellows whose official address is within the Regency.
   b. Purpose—Each Regency shall nominate and elect a Fellow, an Elected Regent from that Regency only, to the Board of Regents as provided in Article V, Section 2.
Regency 1
a. Atlantic Provinces, Canada – New Brunswick, Newfoundland, Nova Scotia, Prince Edward Island
b. Hudson-Mohawk
c. New England – Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont
d. New York
e. Quebec, Canada
f. Western New York

Regency 2
a. Europe
b. Federal Services
c. Maryland
e. New Jersey
f. Philadelphia-Delaware Valley
g. Western Pennsylvania
h. Virginia

Regency 3
a. Alabama
b. Florida
c. Georgia
d. Carolinas – Includes both North and South Carolina
e. Puerto Rico

Regency 4
a. Indiana
b. Kentucky
c. Michigan
d. Ohio
e. Ontario, Canada
f. West Virginia

Regency 5
a. Illinois
b. Iowa
c. Kansas
d. Missouri
e. Nebraska
f. Upper Midwest – Minnesota, North Dakota, South Dakota
g. Wisconsin
Regency 6
Arkansas
Louisiana
Mississippi
Oklahoma
Tennessee
Texas

Regency 7
Arizona
Northern California
Southern California
Hawaii
Nevada
New Mexico

Regency 8
British Columbia, Canada
Colorado (Wyoming)
International Fellows – Fellows not from Europe or Canada and do not have a Section
Montana
Oregon (Idaho)
Utah
Washington (Alaska)
Western Canada – Alberta Manitoba Saskatchewan

Affiliated Sections under no Regency
American Society for Dental Ethics

Section 5. GOVERNMENT: The government of the College is vested in its Fellows, as exercised in their voting rights and in the groups named in Section 6 of this Article.

Section 6. OPERATION: The operation of the College shall be vested in a Board of Directors, hereinafter called the Board of Regents (Article V, Section 1) and such Committees as may be from time to time appointed by the President and approved by the Board of Regents.

Section 7. ELECTED OFFICERS: The Elected Officers of the College shall be a President, a President-elect, a Vice President, a Treasurer, and an Immediate Past President.

Section 8. APPOINTED OFFICERS: The Appointed Officers of the College shall be an Executive Director and an Editor, each of whom shall be appointed by the Board of Regents as provided in Article IV, Section 2 of these Bylaws.
Article II
FELLOWSHIP AND AFFILIATE MEMBERSHIP

Section 1. CLASSES OF FELLOWSHIP AND AFFILIATE MEMBERSHIP: The Fellowship of the College shall consist of Active, Life and Honorary Fellows.

a. Active Fellows—Persons elected to be Active Fellows shall be dentists who, through unselfish devotion, have made notable contributions to the advancement of the dental profession. Such contributions may have been made in various fields of endeavor such as education, literature, science, organizational activities, and community service—provided that the contributions have been in the interest of the public and/or the profession. Active Fellows of the American College of Dentists must hold membership in the American Dental Association, the Canadian Dental Association, or other appropriate equivalents. This membership requirement can be waived by the Board of Regents for special cause in individual cases when deemed in the best interests of the College. Those Fellows without dental degrees who were elected to the College prior to 1984 shall continue to hold all the rights and privileges of Active Fellowship. Active Fellows shall have all the privileges of Fellowship including the right to vote and hold office. Please refer to Article III, Section 4. b.

b. Active/Retired Fellows—Persons who have retired completely from dentistry shall qualify for Active/Retired status and pay reduced annual dues. To qualify, an individual must have been a Fellow of the College for a minimum of five years. They shall have all the privileges of Active Fellows.

c. Life Fellows—On January 1st following the attainment of age seventy (70) and after at least one (1) year of Fellowship in good standing, Active Fellows shall be awarded Life Fellowship. They shall have all the privileges of Active Fellowship, except that dues payment becomes voluntary instead of compulsory (See Article III, Section 4.c.).

d. Honorary Fellows—Persons elected by the Board of Regents to be Honorary Fellows shall be individuals who, through eminent service, have prompted the advancement of dentistry and human welfare. Honorary Fellows shall have all the privileges of Fellowship except those of voting and holding elective office. Honorary Fellows belonging to a Section authorized to have Affiliate Members may hold elective office in that Section and vote in Section-level activities of that Section.

Affiliate Membership is a non-Fellow membership class that is restricted to Sections authorized by the Board of Regents to have Affiliate Members. Sections authorized to have Affiliate Members are normally non-geographically based and characterized by a common issue or interest.
e. **Affiliate Members** – Persons accepted for membership in Sections authorized to have Affiliate Members who are not already Fellows of the College shall be Affiliate Members. Selection of persons for Affiliate Membership shall be conducted by the Section under the overall guidance and oversight of the Board of Regents. Affiliate Members cannot vote, hold elective office, nominate dentists for Fellowship, or submit nominations for national awards. The exception is that Affiliate Members may hold elective office in their Section and vote in Section-level activities of their Section. Affiliate Members cannot conduct official Section business unless they hold elective office in their Section. Affiliate Members should share the common issue or interest of their Section and they do not have to hold a dental degree. Affiliate Members do not have to hold membership in the American Dental Association or international equivalent, although they are strongly encouraged to do so. Affiliate Members pay reduced national dues to the College.

Section 2. **METHOD OF SELECTION FOR ACTIVE FELLOWSHIP:** Active Fellowship shall be conferred only after a proper nomination has been appraised by the Committee on Credentials, which shall evaluate it in terms of the nominee's outstanding professional qualities, his/her contributions and unselfish devotion to the dental profession. The reports of the Local Consultants and the Section Officers shall be considered before the Credentials Committee recommends to the Board of Regents that an invitation to Fellowship be extended. Acceptance of the invitation to Fellowship indicates concurrence with the conditions of Fellowship. Personal applications for Fellowship shall not be considered.

Section 3. **NOMINATION PRIVILEGE:** Any Fellow of the College in good standing, joined by a second Fellow of the College in good standing, may nominate individuals for Active Fellowship.

Section 4. **NOMINATION PROCEDURE:** A nomination must be submitted to the Executive Office on a fully executed copy of the official nomination form on or before the deadline established by the Board of Regents. The membership shall be given at least six (6) months’ notice of any change to the submission deadline for nominations. After a nomination has been received, the name of the nominee shall be submitted to the Executive Director of the College, to selected Local Consultants, and to the officers of the Section in which the nominee resides, or the Federal Service in which the nominee serves, so that they may support the nomination or interpose possible valid objections with clear statements of fact, in writing, before action by the Credentials Committee and final action by the Board of Regents. Knowledge of the nomination shall be shared only by the nominators, Executive Director, the Credentials Committee, Local Consultants, Section Officers and Board of Regents until the invitation to Fellowship is extended.

Section 5. **ELECTION TO FELLOWSHIP:** After a nominee has been recommended for Active Fellowship by the Committee on Credentials, he/she may be elected to Fellowship by a majority vote of the Board of Regents.

Section 6. **ADMISSION:** The procedures attending admission of Fellowship and conferring of Fellowships shall be determined by the Board of Regents. The title of Fellow of the American College of Dentists (F.A.C.D.) may not be used by, and the certificate of the College shall not be presented to, any individual before Fellowship has been conferred upon him/her.
Section 7. CONFERRING OF FELLOWSHIP:

a. Fellowship shall be conferred by the President, or the President-elect, or the Vice President, acting on behalf of the total Fellowship of the College.

b. Fellowships shall be conferred during annual Convocations of the College. In emergencies precluding annual Convocations, the Board of Regents may authorize and designate Officers of Sections to confer Fellowships in the name of the College.

c. In an instance of the unavoidable absence of a Fellow-elect, or for any unusual reason, on recommendation of the Board of Regents, Fellowship may be conferred in absentia.

Section 8. RECALL OF INVITATION TO FELLOWSHIP: The Board of Regents may recall by 2/3 majority vote, an invitation extended to any individual who fails to complete all requirements for Fellowship by the close of the first Annual Meeting following the issuance of the original invitation, or over a reasonably extended period thereafter; also, recall may occur following receipt of valid information which questions the candidate's qualifications as initially appraised by the Committee on Credentials and Board of Regents.

Section 9. CODE OF CONDUCT GOVERNING FELLOWSHIP: A Code of Conduct establishing principles of professional behavior for Fellows shall be maintained as a document separate from these Bylaws. Alleged infractions of this Code of Conduct shall be investigated in accordance with Section 10 of this Article.

Section 10. INVESTIGATION OF ALLEGED INFRACTIONS OF THE CODE OF CONDUCT:

a. Alleged infractions of the Code of Conduct must be reported, in writing, to the Membership Committee;

b. The Committee shall make an appropriate investigation of, and when possible, attest to the validity of the alleged infraction;

c. The Committee shall have the authority to dismiss unfounded or unsubstantiated allegations;

d. If the infraction is determined to be valid, the accused Fellow is notified in writing of the charges and is asked to provide the Committee with a written statement regarding the alleged infraction;

e. The Membership Committee's recommendations are forwarded to the Board of Regents for action.
Section 11. APPELLATE PROCEDURES:

a. If action by the Board of Regents results in a recommendation for divestiture of Fellowship or serious reprimand, the accused Fellow shall be entitled to a hearing before the Board of Regents at a time and location to be determined by the Board of Regents.

b. The accused Fellow and the Board of Regents shall have the right to counsel and to cross-examine witnesses.

c. The hearing shall be limited to evidence and witnesses related to the alleged infraction only.

d. The decision of the Board of Regents shall be final and presented to the accused Fellow in writing no more than 14 days following the hearing.

Section 12. RETURN OF FELLOWSHIP CERTIFICATE: Upon divestiture of Fellowship, a Fellow shall be asked to return the Certificate of Fellowship to the Executive Office or the Secretary of the Section to which he/she belonged.

Section 13. CODE OF CONDUCT GOVERNING AFFILIATE MEMBERS: A Code of Conduct establishing principles of professional behavior for Affiliate Members shall be maintained as a document separate from these Bylaws. Alleged infractions of this Code of Conduct shall be investigated in accordance with Section 14 of this Article.

Section 14. INVESTIGATION OF ALLEGED INFRACTIONS OF THE CODE OF CONDUCT:

a. Alleged infractions of the Code of Conduct must be reported, in writing, to the Membership Committee;

b. The Committee shall make an appropriate investigation of, and when possible, attest to the validity of the alleged infraction;

c. The Committee shall have the authority to dismiss unfounded or unsubstantiated allegations;

d. If the infraction is determined to be valid, the accused Affiliate Member is notified in writing of the charges and is asked to provide the Committee with a written statement regarding the alleged infraction;

e. The Membership Committee’s recommendations are forwarded to the Board of Regents for action.

Section 15. APPELLATE PROCEDURES FOR AFFILIATE MEMBERS:

a. If action by the Board of Regents results in termination of Affiliate Membership or serious reprimand, the accused Affiliate Member shall be entitled to a hearing before the Board of Regents at a time and location to be determined by the Board of Regents.

b. The accused Affiliate Member and the Board of Regents shall have the right to counsel and to cross-examine witnesses.

c. The hearing shall be limited to evidence and witnesses related to the alleged infraction only.

d. The decision of the Board of Regents shall be final and presented to the accused Affiliate Member in writing no more than 14 days following the hearing.
Article III
FEES, DUES, AUDIT

Section 1. FELLOWSHIP FEE: The amount of the Fellowship fee shall be determined by the Board of Regents.

Section 2. ANNUAL DUES:

a. The amount of annual dues shall be determined by the Board of Regents.
b. The option of prepaying dues for life may be extended to Fellows of the College.
c. The program of dues prepayment may be amended or discontinued by the Board of Regents following sixty (60) days' notice.

Section 3. ASSESSMENTS: The Board of Regents may recommend special assessments to the Fellowship, but no assessments may become operative until approved by a majority vote of the Fellows as recorded by mail ballot conducted as described in Article X of the Bylaws.

Section 4. REMISSION OF FEES AND DUES:

a. For special cause in individual cases, the Board of Regents may remit Fellowship fees, annual dues, and special assessments.
b. Honorary Fellows shall be exempt from the payment of Fellowship fees, annual dues, and assessments.
c. Life Fellowship—In the case of Life Fellows, payment of annual dues shall be voluntary instead of compulsory beginning January 1st following attainment of age seventy (70), and after at least one (1) year of Active Fellowship in good standing (See Article II, Section 1.c.).
d. Active Fellows of the College, who have retired completely from practice, teaching, and administration in dentistry, no longer earning an income from dentistry, and have attained the age of 65, are eligible and may petition the Board of Regents for retired status.

Section 5. DELINQUENT DUES: Fellows who have not paid annual dues by March 31st shall be assessed a late fee to be determined by the Board of Regents. Delinquency beyond June 30th shall result in forfeiture of Fellowship.

Section 6. AUDIT: An audit shall be conducted annually by a Certified Public Accountant and presented to the Board of Regents at its first meeting after the audit has been received by the Executive Office.
Article IV
OFFICERS, DUES, VACANCIES

Section 1. ELECTED OFFICERS:

a. President—The President shall preside at all meetings of the College, the Board of Regents, and Executive Committee. He/she shall preside at the induction ceremony for new Fellows. He/she shall appoint the Chair and members of all committees, unless otherwise provided for in the Bylaws. He/she shall serve as an ex-officio member without vote of all committees of the College. He/she shall perform all functions necessary to the office of the President, represent the organization, and fulfill those duties prescribed by the Bylaws or requested by the Board of Regents or Executive Committee. The President, upon completing the responsibilities of the office, shall be awarded a Life Fellowship.

b. President-elect—The President-elect shall perform the duties of the President in the absence of the President. He/she shall assist the President as requested, and he/she shall become fully acquainted with procedures in preparation for succession to the office of the President.

c. Vice President—In the absence of the President and President-elect, the Vice President shall perform the duties of the President. He/she shall act as the Regents' coordinator and as a liaison officer to promote good public and professional relations.

d. Treasurer—The Treasurer shall be accountable for keeping current records of all receipts and disbursements of the funds and financial transactions as furnished by the Executive Director. He/she shall make periodic reports to the Board of Regents, and report to the Fellowship at the Annual Meeting.

e. Immediate Past President—The Immediate Past President shall serve as a member of the Board of Regents and Executive Committee for one year immediately following the term of office as President.

Section 2. APPOINTED OFFICERS: The Executive Director and Editor shall be Appointed Officers of the College. Each shall be appointed by the Board of Regents for such periods and on such terms as the Regents may determine for the proper administration of their respective duties.

a. Executive Director—The Executive Director shall be the Secretary of the College, shall attend and keep records of all meetings of the Board of Regents, Executive Committee, and committees thereof. He/she shall be ex-officio, non-voting member of said committees. Under the supervision of and with the concurrence of the Treasurer, he/she shall receive all funds of the College, place said funds in appropriate financial institutions, and satisfy the debt obligations of the College. He/she shall perform such other duties as usually pertains to the office, or as the Board of Regents may direct. At the expense of the College, he/she shall furnish a blanket bond as directed by the Board of Regents. He/she shall have the responsibility for all details attending the annual Convocation. He/she shall serve as business manager of the Journal of the American College of Dentists.
b. Editor—Under the direction of the Board of Regents, the Editor shall be responsible for the *Journal of the American College of Dentists*. He/she shall be an ex-officio member of the Board of Regents and the Communications Committee, without vote.

Section 3. OFFICE VACANCY: In the event an Officer is unable to serve the remainder of his/her term, the President, with the approval of the Board of Regents, will designate his/her replacement.

**Article V**

**BOARD OF REGENTS**

Section 1. COMPOSITION: The Board of Regents shall consist of the President, the President-elect, the Vice President, the Treasurer, the Immediate Past President, and up to twelve (12) additional active Fellows in good standing who shall be known as Regents, characterized as eight (8) Elected Regents and up to four (4) At Large Regents. The Executive Director and the Editor shall be ex-officio members of the Board without vote.

Section 2. NOMINATION OF ELECTED REGENTS:

a. Each Elected Regent, whose term of office will be completed at the next Annual Meeting, must activate a Regency Nominating Committee.

b. The Regency Nominating Committee shall consist of one Fellow from each Section in the Regency.

c. This Regency Nominating Committee shall consider all nominations for the position of Regent and shall select one (1) Fellow in good standing for this elective office. The slate shall be submitted to the Executive Director at least 120 days prior to the Annual Meeting (See Article XII—Election of Officers and Regents).

Section 3. ELECTION OF ELECTED REGENTS: Following nominations presented by the Regency Nominating Committee, or by petitions, or write-ins, two Fellows shall be elected as Elected Regents annually (Article XII) each to serve for a period of four (4) years.

Section 4. ELECTED REGENT VACANCY:

a. In the event of an Elected Regent vacancy for any reason, the Section from which the vacancy occurred shall nominate to the Board of Regents a replacement from that Section to fill the remainder of the vacated Regent’s term. The Board of Regents shall act on the Section’s nomination. If approved by the Board of Regents, the nominee shall be appointed as a Regent to fill the remainder of the vacated Regent’s term. In the event the Section’s nominee is not approved for appointment, then another nomination shall be sought from the Section and acted upon by the Board of Regents.

b. If for any reason an Elected Regent moves out of his/her Regency during the first three-and-a-half years of the four-year term, the office will be declared vacant and will be filled as in Elected Regent Vacancy above.
Section 5. APPOINTMENT OF AT LARGE REGENTS: There shall be no more than four At Large Regents. The Officers shall serve as the Nominating Committee for At Large Regents. One Fellow may be appointed annually by the Board of Regents to serve as an At Large Regent for a period of four (4) years. An appointment to replace a retiring At Large Regent shall be made within the last year of the retiring Regent’s term.

Section 6. AT LARGE REGENT VACANCY: In the event of a vacancy for any reason, such vacancy may be filled by another Fellow appointed by the Board of Regents to serve as an At Large Regent for the remainder of the unexpired term.

Section 7. ELIGIBILITY FOR RE-ELECTION OR RE-APPOINTMENT: For at least one year after the completion of a four-year term, the retiring Elected or At Large Regent shall be ineligible for re-election or re-appointment, respectively, as a Regent.

Section 8. ELECTION OF OFFICERS: Officers shall be selected in the manner described in Article VI, Section 1.c., and Article XII for a term of one year, except the Treasurer, who shall be elected to a term of two years and shall serve no more than two consecutive terms.

Section 9. DUTIES OF THE BOARD:

a. The Board of Regents shall conduct the business of the College (except as otherwise provided), shall receive, consider, and act upon the report of the Committee on Credentials, shall issue invitations to Fellowship, shall review and vote upon recommendations for Honorary Fellowship and awards, and shall approve the manner in which Fellowships are to be conferred.

b. The Board of Regents shall review the purposes and objectives of the College at intervals to determine whether these purposes and objectives are abreast of both new developments within the field of dentistry and of national trends which touch the interests of the profession and the public. The Board of Regents shall evaluate the current activities of the College against the attainment of these ends and shall establish programs to serve the general purposes and objectives of the College.

c. The Board of Regents shall establish operating policies which shall be in harmony with the Bylaws of the College. A majority vote of the Board of Regents shall be required to change an operating policy.

d. The Board of Regents shall establish appropriate awards, consistent with the purposes and objectives of the College.

e. The Board of Regents shall organize a meeting of the Regents and their Section Representatives at the time the Annual Meeting.
Section 10. MEETINGS OF THE BOARD OF REGENTS:

a. The Board of Regents shall have two (2) stated meetings each year, one of which shall be held during the Annual Meeting of the College.
b. Special meetings may be called by a majority vote of the Board of Regents.
c. A majority of the voting members of the Board of Regents shall constitute a quorum.
d. In special instances or to dispose of pending matters, the President may authorize, with concurrence of the Executive Committee, a ballot to record the decisions of the Board of Regents.

Section 11. COMMITTEES AND TASK FORCES OF THE BOARD OF REGENTS:

a. Committees of the Board are charged with performing continuing functions (e.g., consider, investigate, perform functions within their charge, recommend actions to the Board) that address administrative, operational and/or governance issues. These Committees are constituted of Board members, although the Committee may request input from consultants. Members are appointed by the President to serve staggered terms, with one new member appointed annually to each Committee. The most senior appointed member shall serve as Chair of the Committee, except for the Executive Committee. Committees report to the Board at least once per year.

1. Executive Committee – The Executive Committee shall consist of the President, President-elect, Vice President, Treasurer, Immediate Past President, and the Regents of senior (fourth year) standing. The Executive Director and the Editor shall serve as ex-officio members, without vote. It shall have the power to act for the Board of Regents between meetings of the Board but cannot change any prior decision of the Board. The Executive Committee may suggest changes in previous actions for Board reconsideration. The Executive Committee will be responsible for monitoring the implementation of the College’s strategic plans. Meetings of the Executive Committee shall be called as needed by the President or upon the request of three members of the Committee. Recommendations of the Executive Committee shall be reported to the Board of Regents.

2. Finance Committee – The Finance Committee shall consist of the Treasurer and three Regents appointed by the President. Appointed members shall serve three-year terms. The Committee shall be responsible for reviewing and updating the financial and investment policies of the College, reviewing the detailed operational budget and financial reports of the College and reporting to the Board of Regents. The Committee shall meet at least once per year.
3. Awards Committee – The Awards Committee shall consist of at least four (4) but no more than five (5) Regents appointed to serve four-year terms. The Committee shall be responsible for reviewing nominations for Honorary Fellowship and for the Awards of the College and submitting recommendations to the Board of Regents during the Spring meeting. The Committee shall be responsible for recommending any changes or revisions to the Award materials and procedures. The Committee shall meet once per year.

4. Membership Committee—The Membership Committee shall consist of at least four (4) but no more than five (5) Regents appointed to serve four-year terms. The Committee shall be responsible for periodic review of membership-related policies, services, and procedures, including the Code of Conduct, and materials/procedures for Fellowship nominations and invitations, no-dues requests, reinstatements, resignations, etc. and submitting recommendations to the Board of Regents. The Committee shall also be responsible for reporting on investigations of alleged infractions of the Code of Conduct, as stated in Article II, Section 10. The Committee will meet at least once per year.

5. Bylaws Committee—The Bylaws Committee shall consist of at least four (4) but no more than five (5) Regents serving four-year terms. The Committee shall review the Bylaws, consider all proposed amendments, and submit recommendations for changes to the Board of Regents at least six months prior to the Annual Meeting.

6. Communications Committee—The Communications Committee shall consist of at least four (4) but no more than five (5) voting members from the Board of Regents to each serve a four-year term. The Editor of the JACD and Executive Director shall serve as ex-officio members, without vote, of the Committee. The Chair may utilize consultants to the Communications Committee as needed. The Board of Regents shall appoint a Chair of the Committee. The Committee will be responsible for reviewing the overall directions of the College’s internal and external communications and developing suggestions for future strategies, as appropriate. The Committee will report to the Board of Regents at least once per year.

7. Sections Committee—The Sections Committee shall consist of at least four (4) but no more than five (5) Regents serving four-year terms. The Committee shall review and consider business related to Section activities, or otherwise directed by the President, and submit recommendations for consideration by the Board of Regents. The Committee will meet at least once per year.

b. Task Forces of the Board are created on an as-needed basis to study and recommend action and/or policy and/or carry out a specific task. In creating a Task Force, the Board of Regents will develop the specific charge for the group, the reporting schedule, and determine the date for completion of work. The President shall appoint the Task Force members and chair from the Regents and Officers. Upon completion of its work and submission of a final report to the Board, the Task Force will be disbanded automatically.
Section 1. STANDING COMMITTEES: Standing Committees are charged with performing continuing functions that address administrative, operational and/or programmatic efforts of the College. These Committees shall be constituted of Fellows in good standing. Committees may request the involvement of non-Fellow consultants. Committees report to the Board at least once per year.

a. Credentials Committee:
   1. The Credentials Committee shall consist of five Fellows in good standing who shall remain anonymous. Committee members shall serve a term of five years, with one new member selected annually. The most senior member of the Committee shall chair the Committee. Fellows who have served on the Credentials Committee may not be reappointed after completion of their term. Annually, each Board member may submit to the Executive Director the names of two (2) Fellows as nominees for this Committee.
   2. The Executive Director shall prepare a secret ballot of eligible nominees for the Board of Regents, and the Board shall vote on this slate. The Executive Director shall then ask the nominee receiving the highest number of votes to serve. If unable to serve, the nominee receiving the next highest vote shall be asked to serve.
   3. In the event of a vacancy for any reason, such vacancy shall be filled for the remainder of the year by the most immediate past committee member who will serve. The remainder of the unexpired term shall be filled according to the normal procedure of nomination to the Committee on Credentials.
   4. The Committee on Credentials shall make careful study and appraisal of the character and achievement of all nominees for Active Fellowship, as submitted by the nominators through the Executive Director, on fully executed official nomination forms and from further information supplied by the Local Consultants and Section Officers. The Committee on Credentials shall submit its recommendations for Fellowship to the Board of Regents.
   5. Each year subsequent to the close of the period for receiving nominations for Fellowship, the Committee on Credentials shall hold a meeting for an appraisal of the nominations received. Special meetings may be held by the Committee on Credentials, if necessary, to carry on its duties. In special instances or to dispose of pending matters, the Committee on Credentials may use a mail ballot to record its decision.
b. Nominating Committee:
   1. A Nominating Committee, consisting of the President and President-elect and the three most recent Past Presidents who are able to serve will be activated each year by the President. The Immediate Past President shall serve as the Chair. The Executive Director shall be ex-officio members without a vote.
   2. The Executive Director will issue a call to the Fellowship of the College to submit the names and curriculum vitae and/or resumes of Fellows in good standing as nominations for the Officer positions of Treasurer, Vice President and President-elect. This request will be issued at least eight months prior to the Annual Meeting.
   3. The Nominating Committee shall convene at least four months prior to the Annual Meeting of the College, on the call of the Chair.
   4. The Nominating Committee will carefully review and consider all nominations submitted for the Officer positions.
   5. The Nominating Committee shall select a slate of nominees for Officers, consisting of one (1) Fellow in good standing for each elective office. The slate shall be submitted to the Executive Director at least 120 days prior to the Annual Meeting. (See Article XII—Election of Officers and Regents.)

Section 2. TASK FORCES: Task Forces may be created by the Board of Regents on an as-needed basis to study and recommend action and/or policy, and/or carry out a specific task. In creating a Task Force, the Board of Regents will develop the specific charge for the group, the reporting schedule, and determine the date for completion of work. The Chair of the Task Force may be selected by the Board of Regents or left as the first order of business for the Task Force. Upon completion of its work and submission of a final report to the Board, the Task Force will be disbanded. Members of the Task Force shall include Fellows in good standing, and when appropriate, non-Fellows with expertise in the area of focus of the Task Force.

Article VII
MEETINGS OF THE COLLEGE

Section 1. ANNUAL MEETING: The College shall hold a meeting at least once each calendar year.

Section 2. CONVOCATION: One of the sessions of the Annual Meeting of the College shall be the Convocation for the conferring of Fellowships.

Section 3. SPECIAL MEETINGS: The Board of Regents, by a majority vote, may call a special meeting of the College. No other person or group of persons has authority to call special meetings.

Section 4. NOTICE OF MEETINGS: Notice of time and place of meetings, both regular and special, shall be given at least three weeks prior to the appointed date.

Section 5. QUORUM: Thirty-five (35) Fellows shall constitute a quorum for conducting business at an annual or special meeting of the College.
Article VIII
PUBLICATIONS

Section 1. PUBLICATIONS:

a. Official Publications—The Journal of the American College of Dentists and ACD News are the official publications and as such are dedicated to the purposes and objectives of the College.

b. Other Publications—The Board of Regents may from time to time request publication of various other types of journals, papers or newsletters.

Article IX
SECTIONS OF THE COLLEGE

Section 1. FUNCTIONS OF THE SECTIONS: The function of the Sections is to promote the purposes and objectives of the College at the local level. While the Sections are given broad latitude in the way they function and carry on their activities, such activities, methods, and decisions must not run counter to the principles and policies of the College.

Section 2. SECTION ORGANIZATION, APPLICATION AND APPROVAL:

a. Each Fellow of the College must be a Fellow of a Section of the College, except Life Fellows who may elect to be members of a Section of their choice except those outside of the boundaries of the U.S. and Canada.

b. Local groups of Fellows may petition the Board of Regents to be chartered as a Section of the College. (See Section 3 of this Article.)

c. The dues of Sections shall be appropriate to the requirements of the Sections.

d. It shall be mandatory that each Section have at least one (1) business meeting each year. Joint meetings with other organizations are not to be considered official meetings of the American College of Dentists Sections.

e. At least one Fellow in good standing of any Fellowship class must serve on the Executive Committee or equivalent of Sections authorized to have Affiliate Members.

Section 3. BYLAWS OF A SECTION:

a. To be chartered as a Section, a local group of Fellows must adopt Bylaws for its government in harmony with the Articles of Incorporation and Bylaws of the College. A copy of the Section Bylaws and the charter petition must be submitted to the Executive Director of the College.

b. Amendments to Section Bylaws must be approved by the Board of Regents.

Section 4. CHARTER: Upon approval of the petition and the Section Bylaws by the Board of Regents, a Section Charter shall be issued.
Section 5. JURISDICTION: The Board of Regents shall have jurisdiction over the Sections on all matters affecting the College and the Fellows and the Board of Regents shall have the authority to resolve any issue thereof.

Section 6. DISSOLUTION OF A SECTION: Any Section may be dissolved, either on official request of the Section, or for cause, by the Board of Regents; however, dissolution of a Section shall not affect any individual rights and obligations of Fellowship in the College.

**Article X**

**RULES OF ORDER**

Section 1. PARLIAMENTARY PROCEDURE: In all cases where specific provisions have not been made, a contemporary parliamentary procedure guide of the Board’s selection shall apply to all meetings.

Section 2. SPECIFIC RULES:

a. The Board of Regents may establish rules on voting by mail ballot on ad interim matters, provided that no one of these rules establishes a margin of vote below that required for a decision at a regular meeting.

b. A recommendation for Active Fellowship in the College shall require a majority vote of the Credentials Committee. The approval for Active Fellowship shall require at least a two-thirds (2/3) majority vote of the Board of Regents.

**Article XI**

**NOMINATIONS**

Nominations for Elected Officers, Elected Regents, and At Large Regents shall be made by the respective Nominating Committees, which shall each present a slate of nominees to the Board of Regents for approval. The approved nominees shall be announced to the membership within forty-five (45) days of approval. If nominations for Elected Officers and Elected Regents are unchallenged, approved nominees become official ninety (90) days prior to the Annual Meeting and shall assume office at the expiration of the respective incumbents’ terms or, if an office is vacant, at the next Annual Meeting. At Large Regents are appointed as described in Article V, Section 5, and not subject to challenge.

**Article XII**

**ELECTION OF OFFICERS AND REGENTS**

The nomination of an Elected Officer or Elected Regent may be challenged by a petition signed by twenty-five (25) Fellows in good standing. A petition must be submitted to and received by the Executive Director at least ninety (90) days prior to the Annual Meeting. If a valid petition is received, an election shall ensue, and an official ballot shall be made available to the appropriate membership segment for voting within ninety (90) days of the Annual Meeting. The ballot shall carry the names of all nominees relevant to the election.
To be counted, ballots must be received by a predesignated Certified Public Accountant within thirty (30) days of the date that ballots are made available for voting. Ballots shall be counted under the supervision of the Certified Public Accountant who shall make a written report to the Executive Director at least fifteen (15) days prior to the Annual Meeting.

**Article XIII**
**RIGHT OF INDEMNIFICATION**

Every director or employee of the association shall be indemnified by the association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him/her in connection with any proceeding to which he/she may be made party, or in which he/she may become involved, by reason of his/her being or having been a director, officer, or employee of the association, or any settlement thereof, whether or not he/she is a director, officer, or employee at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of will misfeasance or malfeasance in the performance of his/her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

**Article XIV**
**AMENDMENTS, STYLE, AND OBSOLESCENCE**

Section 1: AMENDMENTS. The Board of Regents shall approve a proposed amendment prior to balloting the membership on the amendment. When balloting is indicated, an official ballot shall be made available to the membership no later than sixty (60) days prior to the Annual Meeting. To be counted, ballots must be received, counted, and reported by a Certified Public Accountant as described in Article XII of these Bylaws. Adoption of amendments to the Bylaws requires approval by a two-thirds (2/3) majority of the recorded vote of the Fellows.

Section 2. STYLE AND OBSOLESCENCE. The Board of Regents may make stylistic changes to the Bylaws, to include layout and classification scheme, provided the purpose, meaning, and interpretative value are preserved. In the event provisions of the Bylaws become obsolete, the Board of Regents may adapt or ignore such obsolete provisions until the offending language is officially deleted or modified through the Amendment process described in Article XIV, Section 1.

**Article XV**
**EFFECTIVE DATE**

These Bylaws supersede previous Bylaws and were adopted by the Board of Regents on October 25, 1973, adopted by mail ballot February 8, 1974 and became effective at 12:00 a.m. on March 25, 1974, and includes amendments subsequent to that date. Amendments were adopted on October 6, 2010, November 5, 2015 and July 1, 2019.