

ASSOCIATION FOR CONTINUING DENTAL EDUCATION

BYLAWS

ARTICLE I - NAME AND LOCATION

- Section 1:** The name of this organization shall be the Association for Continuing Dental Education hereinafter referred to as the Association.
- Section 2:** The business address of the organization shall reside with the current Treasurer.
- Section 3:** The association was founded in 1991 when two regional associations merged to provide a single forum for cooperation, collaboration and mutual support among directors of university-based CDE programs.

ARTICLE II - OBJECT

- Section 1:** The object of this Association shall be to bring together those persons representing Continuing Dental Education programs associated with accredited schools of dentistry in Canada and the United States, including Puerto Rico, and other persons representing Continuing Dental Education programs associated with other educational and governmental organizations. The Association shall exist to encourage and advance professional interest in Continuing Dental Education, and to promote high standards in Continuing Dental Education courses offered by schools of dentistry, and thus foster the improvement of the dental health of the public.
- Section 2:** No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, officers, or other persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments to advance its purposes. No substantial part of the activities of the Association shall be for the purpose of propaganda or to influence legislation. The Association shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 502 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3: Upon dissolution of the Association, the Board of Directors shall first pay or make provision for payment of all liabilities of the Association. If any assets or funds remain, The Board shall dispose of them by transfer to one or more organizations established and operated exclusively for charitable, educational or scientific purposes. The recipient organization or organizations must qualify as tax exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any assets not so disposed of shall be disposed of by the "Court of Common Pleas" of the county in which the principal office of the Association is then located.

ARTICLE III - MEMBERSHIP

Section 1: The membership of the Association shall consist of representatives of accredited Schools of Dentistry in Canada and the United States, including Puerto Rico, and representatives of other educational and governmental organizations having organized programs of Continuing Dental Education.

Membership Categories:

- I. Institutional Member** - Upon application, any dental school in Canada and the United States, including Puerto Rico, shall automatically be eligible to be an Institutional Member. Other educational and governmental organizations with a strong interest in Continuing Dental Education and with an organized program in Continuing Dental Education may apply for membership. Election of applicant organizations shall occur at the annual business meeting. Each Institutional Member is represented by Individual Members, including one Delegate.
- A. Delegate** - There shall be only one Delegate representing each institution. The Delegate shall be a person with major administrative responsibility for Continuing Dental Education. The Delegate shall be the senior administrator of the program or shall be appointed by the senior administrator. Delegates may vote, may serve as officers, and may be members of committees.
 - B. Individual Member** - The senior administrator of each member Institution shall automatically be an Individual Member. Other persons with significant administrative responsibility within a program shall be proposed by the senior administrator of their program and accepted by the Board of Directors. Individual Members may serve as officers and as members of committees.
- II. Affiliate Member** - Other persons associated with Continuing Dental Education programs are eligible for Affiliate Membership. Affiliate Members shall be proposed and sponsored by a Delegate and shall be accepted by the Board of Directors. Affiliate Members may not serve as officers, but may serve on committees.
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III. Emeritus Members - Persons previously associated with Continuing Dental Education programs, and who have contributed significantly to the field, are eligible to be Emeritus Members. Emeritus Members shall be proposed and sponsored by a Delegate and shall be accepted by the Board of Directors. Emeritus Members shall be exempt from annual dues. Emeritus members may attend the annual meetings upon payment of the published registration fee.

Section 2: All applications for membership shall be made to the Vice-President of the Association in a manner deemed appropriate by the Board of Directors. The Board shall review the application and, if found to be in order, shall approve the applicant for membership.

Section 3: Membership dues for the current fiscal year (January 1 - December 31) shall become payable with the application for membership and shall be paid to the Treasurer of the Association.

Section 4: Each Institutional Member has access to the By-Laws on the Association website and shall be furnished a copy of the By-Laws by the Secretary upon request. Membership in the Association requires acceptance of these By-Laws.

ARTICLE IV – SUSPENSION AND RESTORATION OF MEMBERSHIP

Section 1: Members may be suspended from membership in the Association for the following causes:

- (a) **Failure to pay membership dues.** Any institutional or individual member in default of payment of dues shall be suspended ipso-facto from all privileges of membership. Failure to pay dues by February 28th in any year will automatically terminate membership.
- (b) Failure to abide by the Association By-Laws. Members are expected to exhibit behavior consistent with the By-Laws of the Association.

Section 2:

- (a) **Restoration of Membership due to failure to pay membership dues:** An institutional or individual member whose membership has been terminated by any of the foregoing provisions may be restored to membership by informal application directed to the Treasurer. Such an application shall be accompanied by a payment of dues for the current year and/or documented evidence that the factor which led to the suspension or termination of membership has been fully corrected.
 - (b) **Restoration of Membership due to failure to abide by the Association By-Laws:** An institutional or individual member whose membership has been terminated by any of the foregoing provisions may be restored to membership by formal application directed to the Vice-President. Such an application shall be accompanied by evidence that the factor which led to the suspension or termination of membership has been fully corrected.
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ARTICLE V - FISCAL YEAR

Section 1: The fiscal year for this Association shall begin on January 1st and terminate on December 31st of each year. The records of the Association shall be available for inspection at any time by any member of the Board of Directors and shall also be available for inspection at any time by any member of the Budget and Finance Committee. A report shall be presented at the business meeting of the Association's next annual session.

ARTICLE VI - DUES AND PENALTIES

Section 1: The annual dues of the Association shall be payable on or before January 15th of each year. Failure to pay dues by February 28th will automatically invoke the provision for suspension of membership as set forth in Article IV, Section 1 (a).

ARTICLE VII - MEETINGS OF THE ASSOCIATION

Section 1: The members of the Association shall convene at least once on an annual basis, at a meeting designated as the Annual Business Meeting for the election of officers and for the conduct of other specific and required business. This business meeting shall be convened at a specific time and place selected by the Board of Directors and announced at least ninety (90) days in advance.

Should specific circumstances prevail, a special meeting may be called by petition of 25% of the Voting Members.

Section 2: The Board of Directors shall be primarily responsible for the agenda and shall implement the same with such appointments as are deemed advisable or expedient under the varying circumstances of each meeting.

Section 3: A quorum shall consist of at least 25% of the Association Delegates.

Section 4: Issues shall be decided by simple majority of the Delegates present at each meeting.

ARTICLE VIII - OFFICERS AND BOARD OF DIRECTORS

Section 1: The officers of the Association shall consist of the following:

- (a) A President
 - (b) A President-Elect
 - (c) A Vice-President
 - (d) A Secretary
 - (e) A Treasurer
 - (f) An Immediate Past President
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All but the President and Immediate Past President shall be elected at the annual election to be held at the annual business meeting designated for such purpose. The President-Elect automatically assumes the Office of President at the next annual meeting following election to President-Elect.

- Section 2:** Nominations for the respective offices shall be made by a nominating committee consisting of the Board of Directors and chaired by the Immediate-Past President. The Immediate Past-President will present the slate of nominees at the annual business meeting. Nominations may also be made from the floor.
- Section 3:** The Treasurer shall be elected for a term of three years. All other officers shall be elected for a term of one year and shall continue in office until their respective successors are elected and assume the responsibilities of office.
- Section 4:** The government of the Association shall be vested in a Board of Directors consisting of six members.
- Section 5:** The Board of Directors shall consist of the President, the President-Elect, the Vice-President, the Secretary, the Treasurer, and the Immediate Past President.
- Section 6:** Vacancies which occur among officers and the Board of Directors shall be filled by appointment of the President in consultation with the other remaining officers. The replacement shall hold the vacated office until the next annual meeting.

ARTICLE IX - DUTIES OF OFFICERS

- Section 1: The President shall:**
- A. Promote the Association among dental professionals, educators and oral healthcare providers.
 - B. Serve as the primary public representative of the association and shall be the presiding officer.
 - C. Appoint others as may be necessary to complete the work of the Association.
 - D. Construct agendas, schedules and proceeds at all official ACDE meetings, to include the annual meeting and the Officer's meeting at ADEA.
 - E. Prepare agendas and set-up ACDE Board telecommunications meetings (generally one in early fall, one in early winter, and two during the summer prior to the annual meeting).
 - F. Supervise the execution of any ACDE tasks as assigned by the membership at the annual meeting, and reports periodically to the membership about issues and progress on tasks.
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- G. Liaison with other national leaders on continuing dental education issues and improvements as the representative of all university-based CDE programs in North America.
- H. Direct the Board in its efforts (with regard to both content and logistics) as it works to prepare for the annual meeting, and mentors the efforts of the individual Board members assigned these specific tasks.

Section 2: The President-Elect shall:

- A. Promote the Association among dental professionals, educators and oral healthcare providers.
- B. Serve as the annual program chair.
- C. Assist the President when called upon.
- D. Plan the Annual Meeting and compose the Meeting at a Glance.
- E. Work with the President in securing a speaker for the annual meeting. This duty includes the handling/signing of the speaker contract.
- F. Contact the Treasurer regarding deposit due to speaker.
- G. Plan and chair the pre-conference workshop (if applicable) and informal information exchange.
- H. Order the plaque to be presented to President at Annual Meeting.
- I. Distribute to members marketing material at the Annual Meeting for the next ACDE Annual Meeting.
- J. Succeed to the office of the President.

Section 3: The Vice-President shall:

- A. Promote the Association among dental professionals, educators and oral healthcare providers.
- B. Perform such duties as may be assigned by the President.
- C. Serve as chair of the Site Selection Committee for the annual meeting 3 years out.
 - 1. Complete an inspection of the proposed meeting location
 - 2. Sign the contract for the meeting space
 - 3. Send a deposit for meeting space if required and submit proof of Association's tax exempt status if applicable
- D. Serve as chair of the Budget and Finance Committee.
 - 1. Prepare and manage the budget for the current year annual meeting
 - 2. Procure efficient catering and audio visual contracts for the current year annual meeting
 - 3. Assure Association's tax exempt status is on file with such vendors as the current year meeting site, caterer and audio visual contractor

- E. Serve as chair of the Membership Committee.
 - 1. Ensure new and young members have a mentor
 - 2. Promote membership in the Association

Section 4: The Secretary shall:

- A. Promote the Association among dental professionals, educators and oral healthcare providers.
- B. Develop and distribute all meeting minutes of all officers and association meetings.
- C. Secure or develop and distribute via mail/email all communications to the members regarding the annual meeting and other events and issues.
- D. Track and communicate all ACDE website updates to the ACDE webmaster.
- E. Maintain and update the membership roster after the annual meeting and as needed throughout the year.
- F. Process all membership applications.

Section 5: The Treasurer shall:

- A. Promote the Association among dental professionals, educators and oral healthcare providers.
 - B. Be responsible for the collection, safekeeping and expenditure of all funds of the organization and for the maintenance of accurate, official financial records. The Treasurer shall be responsible for prompt notice and collection of membership dues.
 - C. Submit to the Association an annual report and shall report to the officers, for their action, those who are delinquent in dues.
 - D. Deposit and safeguard the funds of the Association in a separate account clearly designated with the Association's name.
 - 1. These designated funds shall be withdrawn and dispersed by the Association check duly signed by the Treasurer or other officer who may from time to time be designated and only as directed by law, by these By-Laws, the membership, the Board of Directors, or other authority provided for in these By-Laws.
 - E. Procure and deliver to the President of the Association a Surety Bond, in the amount designated by the officers, covering the administration of the office. This bond shall be paid by the Association.
 - F. Assist in the preparation of the annual budget, and serve as an ex-officio member of the Budget and Finance Committee.
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- G. Assist the Vice-President with the site selection for the annual meeting.

ARTICLE X - ELECTION AND INSTALLATION OF OFFICERS

- Section 1:** The officers of the Association shall be elected by Delegates at the annual meeting designated for that purpose. Nominees shall be presented to the membership by the Nominating Committee. More than one nominee may be submitted for each office. Nominations shall be permitted from the floor.
- Section 2:** The succession of officers shall be carried out as described in ARTICLE VIII.
- Section 3:** The installation of officers shall be conducted as the last order of business at the closing of the annual meeting of the members.

ARTICLE XI - COMMITTEES

- Section 1:** The President shall appoint Committees and Chairs in consultation with the Board of Directors. Suggested Committees are:
- (a) Budget and Finance Committee
 - (b) By-Laws Committee
 - (c) Nominating Committee
 - (d) Membership/Mentoring Committee
 - (e) Site Selection Committee

ARTICLE XII - RULES OF ORDER

- Section 1:** The current edition of Sturgis' Standard Code of Parliamentary Procedure governs this organization in all parliamentary situations that are not provided for in the law or in these By-Laws or adopted rules.

ARTICLE XIII - POLICIES

- Section 1:** Policies may be established by the Board of Directors and approved by the Board and by a majority of Delegates at the annual meeting. Policies shall be available to the members via the Association website.

ARTICLE XIV - AMENDMENTS

- Section 1:** Amendments to these By-Laws may be made by two-thirds vote of Voting Members present at any annual business meeting of the Association, provided however, that as a condition precedent to the presentation of any such amendment for adoption, the By-Laws Committee shall have reviewed the proposed amendment to ascertain its appropriateness and submitted it for review by all Voting Members at least thirty days prior to
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the meeting. A unanimous vote of those Voting Members present at any annual meeting is required to pass an amendment not circulated thirty days previous to the meeting.

Section 2: A unanimous vote of those present is required to set aside a By-Law for that meeting.

Adopted Tuesday, August 9, 2005 at the annual meeting held in Boston MA.

History: The first version of this document was adopted August, 1991 and revised Jan. 11, 1993, March 5, 1993, July 20, 1993, July 29, 1994, August 11, 1997, August 4, 1998, and August 9, 2005.
