



**College of Diplomates
of the
American Board of Endodontics**

Constitution and Bylaws

Revised
April 2018

**College of Diplomates
of the
American Board of Endodontics**

Constitution

Article I. Name

Section 1. The name of this organization shall be the College of Diplomates of the American Board of Endodontics, hereinafter called "the College."

Article II. Purposes and Objectives

Section 1. The purpose of the College is to encourage educationally qualified endodontists to pursue Diplomate status and make available Diplomates to mentor candidates throughout the process of board certification.

Section 2. The objectives of the College include but are not limited to:

- A. Promote professional self-improvement and advancement in the specialty among endodontic students, teachers, educators and practitioners, especially through board certification.
- B. Encourage educationally qualified specialists in endodontics to pursue board certification.
- C. Provide an international network of qualified and willing Diplomates to mentor candidates for board certification in endodontics.
- D. Provide educational opportunities specific to the attainment of board certification and recertification.
- E. Provide the means to recognize and honor those endodontists who have achieved board certification.
- F. Educate endodontists, the dental profession and the public on the value of board certification.
- G. Pursue these purposes in a manner consistent with the purposes, objectives and goals of the American Board of Endodontics and the American Association of Endodontists.

Article III. Membership

Section 1. The College shall have four categories of membership (Active, Charter Life, Retired and Disabled). All members must be Diplomates of the American Board of Endodontics.

Section 2. Charter Life Members are those members who paid a one-time dues assessment for the initial establishment of the College. New enrollment is closed for this category.

Article IV. Officers

Section 1. The elected officers of the College shall be a President, President-Elect, Secretary and Treasurer. The Immediate Past President shall also serve as an officer. However, in the event that the President-Elect or President would reach the 7 year term limit before their year as President, or Immediate Past President, they may have an additional one to two years in office, not to exceed 9 total years, in order to complete the Presidential responsibilities and for consistency in the College.

Section 2. The duties of the officers shall be those normally associated with the official titles and such other duties as the Board of Directors or the membership may assign.

Section 3. The officers of the College shall be elected at the annual meeting by the Directors and begin their terms at the conclusion of the annual meeting of the College.

Section 4. The offices of President and President-Elect shall serve a term of one year. The offices of Secretary and Treasurer shall serve a term of one year and may succeed themselves in office if so chosen by the Directors. The names of the officers shall be announced to the College of Diplomates.

Section 5. In the event of a vacancy in the office of President, the President-Elect shall assume the office of President. In the event of vacancy in the offices of President-Elect, Secretary or Treasurer, the President, with the approval of the board, shall appoint a successor.

Article V. Board of Directors

Section 1. The Board of Directors shall consist of nine (9) Directors.

- A. Each Director shall serve one (1) four-year term.
- B. A Director is eligible to be nominated to serve a second three (3)-year term.
- C. No Director will serve more than seven (7) years, with the exception outlines in Section 1.
- D. A Director who is appointed/elected to fill a vacated, unexpired term shall be eligible for nomination for a four-year term of his/her own. The Director is eligible for nomination to an additional term, not to exceed the seven (7)-year limit.
- E. The President shall be the chair of the Board of Directors.

Section 2. Nominations for Directors and Officers of the College shall be made by the Nomination Committee to the Board of Directors. No member of the Nomination Committee is eligible for nomination to an officer position, outside of the President-Elect automatically moving to President.

- A. The Nomination Committee shall be composed of the President, President- Elect and Immediate Past President.

Section 3. Directors should represent the entire membership of Diplomates and at least two (2) Directors shall be past Directors of the ABE, and one (1) past AAE president, if possible.

Section 4. Election of Directors of the College shall be by vote of the general membership of the College via an online ballot or at an annual meeting of the College.

Section 5. The Board of Directors shall conduct all business of the organization between Annual Meetings via conference calls or special meetings, subject to such direction and limitation as may be voted by the membership. Notification of any conference call must be made at least thirty (30) days prior to the call or meeting via email. For a special/emergency meeting, notice will be given as soon as possible once the need for a meeting is determined. Minutes shall be maintained for all conference calls and special meetings of the board.

- A. A mail/email vote may be taken provided that a telephone conference is convened when requested by one or more members of the Board. Actions approved by mail/email vote shall be reported at the next meeting of the Board of Directors and made a part of the minutes of that meeting.

Section 6. In the event of a vacancy in the position of Director, the President, with the approval of the Board, shall appoint a successor.

Bylaws

Chapter I. Membership Requirements

Section 1. Effective April 1, 1996, membership shall be available for all Diplomates of the American Board of Endodontics, as determined from its current roster of Diplomates and upon receipt of applicable fees.

Section 2. Active Member. The annual dues for Active Members of the College who are Active Diplomates shall be payable each year on or before the first day of March.

Section 3. Retired Member. A member who has maintained membership for ten (10) consecutive years and is completely retired from teaching and/or practice and has attained the age of sixty-five (65) will be eligible for Retired Status. The member must also be a Retired member of the American Association of Endodontists. Effective Jan. 1, 2017, if membership is current, Retired members will not be required to pay annual dues.

Section 4. Disabled Member. Disabled Status will be approved upon the presentation of appropriate documentation to the Executive Secretary and approved by the Board of Directors. Disabled status will be reviewed annually, unless the attending physician verifies a permanent disability. Disabled members will not be required to pay annual dues.

Section 5. Membership shall terminate automatically upon termination of Diplomate status with the American Board of Endodontics either for nonpayment of annual registration fees or for cause.

Section 6. Diplomates will be given one (1) year of complimentary Active member status in the College the year that they are recognized as Diplomates.

Section 7. Current Directors of the ABE may be members of the College, but may not serve in an active role such as Director, mentor or committee member.

Chapter II. Ethics and Professional Conduct

Section 1. The principles of ethics and professional conduct of the College shall be the Principles of Ethics and Code of Professional Conduct of the American Dental Association.

Chapter III. Rights and Privileges of Members

Section 1. All Active members shall have all of the privileges of membership, including the right to vote at an annual meeting or via online ballot, to nominate and hold office and to receive the publication of the College, "The Pinnacle."

Chapter IV. Meeting of Members

Section 1. An annual meeting of the members shall be held at such time as the Board of Directors may determine, at a time and place selected by the Board of Directors, with preference given to the annual meeting being held in conjunction with the Annual Session of the American Association of Endodontists.

- A. If not elected via online ballot, the annual meeting is for the purpose of electing Directors as well as for the transaction of such other business as may come before the College.

Section 2. Special meetings of the members may be called by the President or the Board of Directors.

Section 3. The members attending the annual meeting shall constitute a quorum at such meeting.

- A. An affirmative vote of the majority of the members represented at the meeting and entitled to vote on a matter shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation or these bylaws.
- B. A majority of the Board of Directors (five (5) members) shall constitute a quorum for the transaction of business at any interim meeting of the Board.

Section 4. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise required by law or by these bylaws.

Chapter V. Standing Committees

Section 1. The standing committees of the College shall be the Biannual Conference, Education, Membership, Publicity and Mentoring Committees.

Section 2. Special committees shall be appointed by the President, subject to the approval of the Board of Directors. All special committees shall terminate at the Annual Meeting.

Chapter VI. Resignation, Loss of Good Standing and Reinstatement of Membership

Section 1. Any member may resign by filing a written resignation with the Secretary. Nonpayment of dues/fees is not to be considered a formal resignation.

Section 2. The Secretary shall notify members whose membership is not renewed for failure to pay applicable dues/fees on or before March 1 of each year. Active and Retired members who fail to remit their annual dues prior to April 30 of each year shall be removed from the Membership Directory.

Section 3. Active and Retired members terminated for nonpayment of annual dues/fees shall be reinstated by payment of all past dues/fees for up to and including three (3) years.

Chapter VII. Staff

Section 1. The Board of Directors shall employ a salaried staff whose terms and conditions of employment shall be set forth by the Board of Directors and have such duties, responsibilities and authority as delegated by the President or Board of Directors.

Chapter VIII. Terms of Office

Section 1. Terms of office shall begin at the end of the Annual Meeting at which the election is held.

Section 2. The terms of office for the President and the President-Elect shall extend through the next Annual Meeting. The President-Elect shall succeed the outgoing President.

Section 3. The Secretary and Treasurer are elected annually, but may serve multiple years as determined to be necessary by the Directors of the College.

Section 4. In the event of vacancy in any office, the President, with the approval of the Board of Directors, shall appoint a successor to fill that vacancy until the next annual election.

Section 5. Any officer may be removed from office by a vote of the majority of the Board of Directors.

Chapter IX. Executive Committee and Other Committees/Working Groups

Section 1. The Executive Committee shall be composed of the officers of the College. The President will serve as the chair of the Executive Committee.

Section 2. The Executive Committee shall manage the affairs of the College between meetings of the Board of Directors.

- A. The Executive Committee shall conduct the day-to-day business of the College including, but not limited to, management of the financial, legal, organizational and planning functions.
- B. Policy decisions for the College must be approved by the Board of Directors.
- C. The Executive Committee shall develop an agenda for the Annual Business Meeting.

Section 3. Other committees/working groups not having and exercising the authority of the Board of Directors in the management of the College may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

- A. Except as otherwise provided in such resolution, members of each such committee/working group shall be Directors of the College and the President of the College shall appoint the members thereof.
- B. Any member thereof may be removed by the Board whenever, in their judgment, the best interests of the College shall be served by such removal.

Section 4. Each member of a committee/working group shall continue as such until the next annual meeting of the Board of Directors of the College and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 5. One member of each committee shall be appointed chair by the President of the College.

Section 6. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Each committee may adopt rules for its governance not inconsistent with the Illinois General Not-for-Profit Corporation Act of 1986, as amended, the Articles of Incorporation, these bylaws or rules duly adopted by the Board of Directors.

Chapter X. Duties of Officers

Section 1. The officers shall perform the duties prescribed by these bylaws, by the membership and by the parliamentary authority, and such other duties as usually pertain to their office.

Section 2. The President shall preside at all meetings of the College and the Board of Directors. The President shall be the principal executive officer of the College, shall in general supervise and control the affairs of the College and appoint all committees not otherwise provided for in these bylaws, and their chairs, subject to the approval of the Board of Directors.

Section 3. In the absence of the President or in the event of his /her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any President-Elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 4. The Secretary shall see that all notices are duly given in accordance with these bylaws or as requested by law, and oversee custodianship of corporate records by the Executive Secretary. S/he shall also oversee correspondence directed to the College and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

Section 5. The Treasurer shall attend all meetings of the Board of Directors, General Assembly and Executive Committee, and have charge and custody of all funds and securities of the College. S/he shall receive and give receipts for money due and payable to the College from any sources whatsoever and deposit all such money in the name of the College in such banks, trust companies or other depositories as shall be determined in accordance with these bylaws. S/he shall present a quarterly financial report to the Board of Directors and submit a yearly financial statement to the membership at the General Assembly Meeting. S/he shall evaluate disbursements by employed staff and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. Directors shall assist the officers in the fulfillment of their duties, and perform such other duties for the benefit of the College as may be requested by the President or Board of Directors.

Section 7. The Executive Secretary is an employee of the College. The Executive Secretary shall attend all meetings of the Board of Directors, General Assembly and Executive Committee and be responsible for recording, maintaining and publishing the official minutes of those meetings. The Executive Secretary shall see that all notices are duly given in accordance with these bylaws or as requested by law and be custodian of corporate records. S/he shall also respond to correspondence directed to the College, and in general perform all duties incident to the office of Executive Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

Chapter XI. Dues, Fees and Assessments

Section 1. Annual dues, registration fees, special assessments or fees for any special educational or social function of the College shall be determined by the Board of Directors.

Chapter XII. Contracts, Checks, Deposits and Funds

Section 1. The Board of Directors may authorize any officer or officers, agent or agents of the College, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the College, and such authority may be general or confined to specific instances.

Section 2. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the College, shall be signed by such officers, agent or

agents of the College and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or another assigned Director.

Section 3. All funds of the College shall be deposited to the credit of the College in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of the College any contribution, gift, bequest or device for the general purposes or for any special purpose of the College.

Chapter XIII. Books and Records

Section 1. The College shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Section 2. The fiscal year of the College shall be determined by the Board of Directors and runs January 1 through December 31.

Chapter XIV. Registered Office and Agent

Section 1. The College shall have and continuously maintain in the state of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the state of Illinois and such other registered agents as the Board of Directors may from time to time determine.

Section 2. The College is organized under and shall operate as an Illinois not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the Illinois General Not-for-Profit Corporation Act of 1986, as amended.

Section 3. No part of the net earnings of the College shall inure to the benefit of, or be distributable to its members, Directors, officers or other private persons.

Chapter XV. Indemnification

Section 1. The College shall indemnify all officers, Directors and mentors of the College to the fullest extent authorized or permitted by the corporate law of the state of Illinois.

Section 2. The College shall be entitled to purchase insurance for indemnification of officers and Directors to the full extent as determined from time to time by the College's Board of Directors.

Chapter XVI. Amendments

Section 1. The Constitution and Bylaws may be amended by the majority of voters present at an annual meeting or a majority of those who participate in an online ballot. The College will communicate all changes in policy and fees through direct correspondence to affected members, on the COD website and through *The Pinnacle* newsletter. Voting may be conducted by either:

- A. Email, provided notification includes the proposed amendment(s) and voting is open for thirty (30) days; or
- B. At any regular or special business meeting of the College, provided that written notice of the proposed amendment(s) has been sent to all members at least 30 days prior to the meeting via email or in *The Pinnacle* newsletter.

Section 2. The Constitution and Bylaws Committee and the Board of Directors shall present their comments on all proposed amendments.

Section 3. The Board of Directors has the authority to waive all procedural and publication requirements on all proposed bylaws amendments, pending final approval by the membership at the annual meeting or special meeting of the College.

Chapter XVII. Dissolution

Section 1. In the event of the dissolution of this organization, all funds remaining after satisfaction of existing obligations shall be transferred as an unrestricted gift to the American Board of Endodontics or its successor.