# AMERICAN ACADEMY OF CRANIOFACIAL PAIN

# CONSTITUTION and BYLAWS

Approved August 1, 2009

## ARTICLE I – OFFICES

- 1. The registered agent of the corporation shall be at CT Corporation Services 116 Pine St, Ste 320, Harrisburg, PA 17101
- 2. The corporation may also have offices at such other places as the Officers and Directors may appoint or the activities of the corporation may require.
- 3. The Officers and Directors may change the registered office address at their discretion by a majority vote.

#### ARTICLE II – SEAL

The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

# ARTICLE III - ORGANIZATION AND PURPOSE

- 1. The American Academy of Craniofacial Pain is organized and shall operate as a not-for-profit corporation under the laws of the State of Pennsylvania, and under the provisions of Section 501(c) (3) of the Internal Revenue Code of the United States.
- 2. The American Academy of Craniofacial Pain (formerly the American Academy of Head, Neck and Facial Pain) hereinafter referred to, as "Academy" exists:
  - A) To elevate and enhance the professional standards of diagnosis and management in the field of craniofacial pain and temporomandibular disorders;
  - B) To encourage research and further study of craniofacial pain and temporomandibular disorders;
  - C) For the benefit of the public to recognize those professionals who have specialized knowledge and skills in the diagnosis and management of craniofacial pain and temporomandibular disorders;
  - D) To promote and improve professional levels of competency within this field of health care;
  - E) To encourage the highest standards of excellence for practitioners in the field;
  - F) To determine the professional competence of applicants who serve the public through their practice in this field;
  - G) To issue Fellowship certificates to members of the Academy who have successfully fulfilled the requirements for said status regardless of age, race, creed, sex, color or national origin;
  - H) To establish criteria and administer a program for the recertification of individuals who have been granted Fellowship;

- I) To provide and/or approve ongoing and continuing education to the practitioners in this field, the appropriate allied medical fields, and the public at large;
- J) To establish, maintain and disseminate a comprehensive directory of Academy members for distribution to members of the dental and medical professions; and
- K) Such other purposes as set forth in these Bylaws, and Academy shall undertake no activities which are not permitted by these purposes or by Section 501 (c) (3) of the Internal Revenue Code.
- 3. The discipline of Craniofacial Pain includes the assessment, diagnosis and management of patients with pain disorders in the craniofacial area. This includes the pursuit of knowledge of the underlying pathophysiology and mechanisms of these disorders. Specifically, this includes assessment and diagnosis, and may include management of temporomandibular joint disorders, headache disorders, complex masticatory and interrelated cervical neuromuscular pain disorders, craniofacial related sleep disorders, neuropathic craniofacial pain disorders, neurovascular craniofacial pain disorders, chronic regional pain syndrome, craniofacial dyskinesia, dystonias and related disorders causing persistent pain and dysfunction of the craniofacial structures. The AACP expects members to manage disorders for which they have knowledge and skills and to follow the laws of their respective licensing body.
- 4. The business and affairs of this Academy shall be managed by its Academy Officers and Directors (hereinafter referred to as "Officers and Directors").

#### ARTICLE IV - MEMBERSHIP

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#### 1. Member:

- A) May be extended to any dentist possessing a degree from an accredited university or college.
- B) Must submit a written application and be approved by the Officers and Directors.
- C) Must possess a valid license to practice dentistry that is not revoked or suspended unless retired from dentistry or practicing where a license is not required, (e.g., military, full time teaching, etc.).
- D) Must possess satisfactory moral and ethical standards.
- E) Must pay annual dues.
- F) May vote or serve on any committee.
- G) Benefits and dues determined by the Officers and Directors are to be published in the Policy and Procedure Manual.
- 2. <u>Fellowship-Eligible Member</u>: The requirements and procedures for becoming a Fellowship-Eligible Member may be found in the AACP Membership Policies and Procedures document.
- 3. <u>Fellow Member:</u> The requirements and procedures for achieving Fellowship status may be found in the AACP Membership Policies and Procedures document.
- 4. <u>Distinguished Fellow Member:</u> The requirements and procedures for achieving Distinguished Fellowship status may be found in the AACP Membership Policies and Procedures document.

- 5. <u>Master of Excellence Member:</u> The requirements and procedures for achieving Mastership of Excellence status may be found in the AACP Membership Policies and Procedures document.
- 6. <u>Honorary Fellowship Status:</u> The requirements and procedures for being afforded Honorary Fellowship Status may be found in the AACP Membership Policies and Procedures document.
- 7. <u>Retired Member:</u> The requirement and procedures for obtaining Retired Member Status may be found in the AACP Membership Policies and Procedures document.
- 8. <u>Associate Member:</u> The requirements and procedures for becoming an Associate Member may be found in the AACP Membership Policies and Procedures document.
- 9. <u>International Chapter Member</u>: The requirements and procedures for becoming an International Chapter Member may be found in the AACP Membership Policies and Procedures document.

### ARTICLE V – GENERAL INFORMATION

- 1. <u>Membership Certificates:</u> Membership in the Academy may be evidenced by a certificate stating the appropriate membership level for each individual. Said certificates shall be signed by the appropriate Officers and Directors and bear a likeness of the corporate seal.
- 2. <u>Suspension and Revocation:</u> The Officers and Directors of the Academy shall have the power to temporarily suspend or permanently revoke any membership certificate at any level;
  - A) In cases where there is sufficient evidence that the person to whom the certificate was issued has not fulfilled the certification requirements or has failed to conduct an ethical practice as covered in the AACP Code of Ethics; and
  - B) Upon the failure of a member at any level of membership to remit his/her annual dues in a timely fashion; however, no suspension or revocation shall occur unless the member has (i) been mailed a written notice to his/her address shown in the records of the Academy that his/her annual dues are in arrears and (ii) failed to make payment within thirty (30) days from the date said notice is mailed.
  - C) Decisions of the Officers and Directors in these matters shall be final.
- 3. <u>Examinations:</u> The scheduling and procedures for Academy examinations may be found in the AACP Membership Policies and Procedures document.
- 4. <u>Recertification:</u> The requirements for Academy Fellowship recertification may be found in the AACP Membership Policies and Procedures document.
- 5. <u>Fellow designations with signatures:</u> Fellows may use the designation of FAACP where appropriate.

# ARTICLE VI – MEETING OF MEMBERS

- 1. The term member in Article IV is to include all voting levels of membership.
- 2. An annual business meeting of the members shall be held at a location to be determined by the Officers and Directors at least ninety (90) days in advance.

- 3. If the annual meeting shall not be called and held within six (6) months after the designated time, any member may call such a meeting.
- 4. Special meetings of the members may be called at any time by the President of the Academy, Officers and Directors, or by members entitled to cast at least ten (10%) percent of the votes which all members are entitled to cast at the particular meeting. At any time, upon written request of any qualified person or persons who has called a special meeting, it shall be the duty of the Academy Secretary to fix the time of the meeting which shall be held not more than ninety (90) days after the receipt of the request. If the Academy Secretary shall neglect or refuse to fix the time of the meeting, the qualified person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.
- 5. A meeting of members properly called shall be able to transact business only if a quorum is present. A quorum at the annual members' business meeting shall be a majority of the registered Academy members at the continuing education symposium. The presence of a majority of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business except as may be otherwise provided by the Bylaws or by the Articles of Incorporation. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of Officers and Directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for purpose of acting upon any resolution or other matter set forth in the notice of the meeting.
- 6. Every member of the Academy shall be entitled to one vote. No member shall sell his vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the Academy. If, at any meeting, the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote and his/her right, title and interest in or to the Academy and its property, shall cease on the termination of his/her membership. In addition, any member of the Academy whose annual dues are more than thirty (30) days in arrears shall forfeit his/her right to vote as a member of the Academy.
- 7. Voting may be by ballot, mail or any reasonable means determined by the Officers and Directors.
- 8. In advance of any meeting of the members, the Officers and Directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as judge.

9. Meetings of members may be conducted in person or by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each another. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

#### ARTICLE VII – OFFICERS AND DIRECTORS

- 1. The business and affairs of this Academy shall be managed by its Officers and Directors who shall be natural persons of full age, and who shall be Fellows of the Academy. There shall be 23 Officers and Directors comprised of the following individuals: The six (6) Academy Officers each serving a (2) year term, the nine (9) rotating Directors elected from the Fellows of the Academy, each serving a (3) year term and the (8) Founding Directors who will serve a (6) year term beginning August 3, 2009. The Officers and Directors shall perform all administrative functions of the Academy concerning membership therein and their decisions shall be final.
- 2. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Officers and Directors may exercise all such powers of the Academy and do all such lawful acts as are not by statute or by the Articles of these Bylaws directed or required to be exercised by members.
- 3. The meetings of Officers and Directors may be held at such times and at such place or places as a majority of the Officers and Directors may from time to time appoint, or as may be designated in the notice calling the meeting. A majority of the Officers and Directors shall be required at every meeting in order to constitute a quorum for the transaction of business and the acts of the majority of the Officers and Directors present at a meeting at which a quorum is present shall be the acts of the Officers and Directors.
- 4. Written or personal notice of every meeting of the Officers and Directors shall be given to each Officer and Director.
- 5. Meetings of the Officers and Directors may be conducted in person or by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each another. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- 6. Any action that could be taken at a meeting of the Officers and Directors may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the Officers and Directors in office and shall be filed with the Secretary of the Academy.
- 7. The Officers and Directors may establish one or more committees preferably including one or more Officers and Directors of the Academy on each committee.
- 8. The Officers and Directors may designate one or more Officers and Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Officers and Directors shall serve at the pleasure of the Officers and Directors.

- 9. The Officers and Directors, or any individual Officer or Director, may be removed from office without assigning any cause by the vote of Fellows entitled to cast at least a majority of votes which all Fellows present would be entitled to cast at any annual or other regular election of the Officers and Directors. In cases where the Officers and Directors or any one or more Officers and Directors are so removed, new Officers and Directors may be elected at the same meeting.
- 10. The Officers and Directors may declare vacant the office of a Director if he/she is declared of unsound mind by an order of the court or is convicted of a felony, have their dental license revoked or suspended, or if within sixty (60) days after notice of his/her selection he/she does not accept such office either in writing or by attending a meeting of the Officers and Directors, and fulfill such other requirements of qualification as the Bylaws may specify.
- 11. Vacancies, whether by removal or vacancy, shall be filled by a vote of the majority of the remaining Officers and Directors. Individuals selected shall serve the balance of the unexpired term of the Officer or Director.
- 12. Founding Director consist of the original fifteen (15) Founding members. Founding Director who resign from the Academy Officers and Directors shall meet simultaneously with the Academy Officers and Directors. The members of the Founders Committee shall have all the privileges of the active Academy Officers and Directors with the exception of not being eligible to vote on Board decisions. The Founders Committee members are allowed to attend the regular Academy Officers and Directors' activities as invited guests and counsel when solicited. They are not to be actively involved in direct administrative activities of the current Academy Officers and Directors unless called upon by the presiding officer. They may serve on all committees, as committee chairs and may be renominated to the board.
- 13. The Founders Committee shall act in an advisory role to the Officers and Directors for the benefit of the Academy. Removal from this committee can be accomplished by a vote of two-thirds (2/3) of the existing Officers and Directors of the Academy when just cause for such removal has been determined. A Founding Director member who has resigned may serve on the Officers and Directors again by the proviso outlined for new Officers and Directors.
- 14. Past Presidents, at the end of their two-year terms shall automatically become members of the Past Presidents' Council. The Past Presidents' Council shall meet simultaneously with the Academy's active Officers and Directors, but shall not vote on Officer and Director decisions.
- 15. The Past Presidents' Council shall act in an advisory role to the Officers and Directors for the benefit of the Academy. Removal from this Council may be accomplished by a vote of two-thirds (2/3) of the existing Officers and Directors of the Academy when just cause for removal has been determined by the Officers and Directors. A Past President who has completed his or her term may serve again as an Officer or Director by the proviso outlined for new Officers and Directors.

- 16. The Officers and Directors shall act as the nominating committee for the selection of new Officers and Directors. Following a majority vote of approval by the members, the new Officers and Directors will commence to serve the Academy on the first business day after the annual summer meeting. The Officers and Directors composition shall be as follows:
  - A) Academy Officers and Directors shall include the Officers, each of whom shall serve two-year terms (see Section 16.C. below) plus nine rotating Directors who shall serve three-year staggered terms, and Founding Directors who will serve a (6) year term beginning August 3, 2009. Officers and Directors must have attained and maintain the membership level of Fellow of the Academy. Directors shall be nominated by the existing Officers and Directors and elected by the membership. Existing Officers and Directors may be re-nominated for a second term.
  - B) The Academy Officers and Directors shall be selected by the Officers and Directors from amongst the current Officers and Directors of the Academy. A pre-requisite to the position of an Officer in the Academy is to have completed service of at least two years as a Director.
  - C) The Officers of the Academy shall consist of President, President-Elect, Immediate Past-President, Secretary, Treasurer and Program Chair. All officers shall be elected for two (2) year terms. Terms of office shall begin on the first business day following the end of the annual summer continuing education meeting after they are elected.
  - D) The nine rotating Directors shall be elected from the Fellows of the Academy to serve three-year terms, thereby maintaining continuity of the Board in its transition. Directors may be reelected for a second term if nominated by the Officers and Directors and reelected by the Academy membership. If a Member of the Officers and Directors is elected an Officer or is unable to fulfill his/her term, that position will be declared vacant and the unexpired term will be filled by a new Director appointed by the Officers and Directors in order to maintain nine (9) rotating Director positions. For example, if a Director becomes President-Elect, that position will be declared vacant and a new Director will be appointed by the Officers and Directors to fulfill the unexpired Director term of the new President-Elect.
  - E) The Editor of publications for the Academy shall be an Ex-Officio member of the Officers and Directors, if not already a member of the Officers and Directors. The Editor, if not a member of the Officers and Directors, will not vote in Officers and Directors decisions.

### ARTICLE VIII - ACADEMY OFFICERS

- 1. Officers and Directors of the Academy are to be elected and serve as outlined in Article VII, Section 16 of these Bylaws. The executive committee of the Academy Officers and Directors shall consist of the six officers President, President-Elect, Immediate Past-President, Secretary, Treasurer and Program Chair.
- 2. The President of the Academy shall be the Chief Executive Officer of the Academy; shall preside at all meetings of the members and Officers and Directors; shall have general and active management of the affairs of the Academy; shall see that all orders and resolutions of the Officers and Directors are carried into effect, subject, however, to the right of the

Officers and Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Academy. He/She shall execute bonds, mortgages, and other documents requiring a seal, under the seal of the Academy. He/She shall be an Ex-Officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

- 3. The President-Elect will be the first successor to President. The President-Elect shall be responsible for coordinating with the Academy Central Office the activities of exhibitors for continuing education meetings. The President-Elect shall be the Chair of the Central Office Committee. The President-Elect shall act in all cases for, and as the President of the Academy in the latter's absence or incapacity and shall perform such other duties as may be required from time to time.
- 4. The Immediate Past-President of the Academy shall serve as chief advisor to the active Officers and Directors.
- 5. The Secretary shall attend all sessions of the Academy Officers and Directors and all meetings of the members and act as clerk thereof, and record all the votes of the Academy and the minutes of all its transactions shall be kept for that purpose. In this capacity, the Secretary is responsible for ensuring that the minutes of all Officer and Director meetings (i.e., biannual meetings plus special, called meetings) are accurately recorded and transcribed. If the Secretary is not available for a meeting, the Academy President may designate an Officer or Director to fulfill the Secretary's duties for such meeting. Once transcribed, minutes for each meeting shall be submitted to the Academy President for review and signature. After the President has signed the minutes, the Secretary shall distribute the minutes to all of the Officers and Directors. The minutes shall then be submitted for a final vote of approval at the next Officers and Directors meeting that is held in conjunction with an Academy symposium or mid-winter meeting. The Secretary shall also perform like duties for all committees of the Academy Officers and Directors when required. He/She shall keep safe custody the corporate seal of the Academy, and when authorized by the Officers and Directors, affix the same to any instrument requiring it.
- 6. The Treasurer shall have custody of the Academy funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Academy and shall keep the monies of the Academy in a separate account to the credit of the Academy. He/She shall disburse the funds of the Academy as may be ordered by the Officers and Directors, taking proper vouchers for such disbursement, and shall render to the President and Officers and Directors at the regular meetings of the Officers and Directors, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Academy.
- 7. The Academy Program Chair shall be responsible for all activities associated with the Academy's continuing education meetings. The responsibilities shall range from site selection and logistical arrangements to content and selection of program presenters. A multitude of tasks are involved. Support from the Board, Academy staff and Program Committee is of paramount importance. The Program Chair may appoint others for specific tasks (e.g., logistics, site selection, speakers' arrangements, etc), yet remains responsible for the completion of all related duties.

8. Officers may be removed by a three-fourths majority vote of the Officers and Directors whenever in its judgment the interests of the Academy will be served thereby.

## ARTICLE IX – BOOKS AND RECORDS

- 1. The Academy shall keep an original or duplicate record of the proceedings of the members and the Officers and Directors meetings, the original or copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Academy, and an original or duplicate membership register, giving the names of the members and showing their respective addresses and the class and other details of the membership of each. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at the Central Office of the Academy.
- 2. Every member shall, upon written demand under oath, stating the purpose thereof, have a right to examine in person or by agent or attorney, during the usual hours of business for any proper purpose, the member register, books and records of account and records of proceedings of the members' and Officers and Directors' meetings, and demand copies or extracts from there. A proper purpose shall mean a purpose reasonably related to the interests of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspect, the demand under oath shall be accompanied by a Power of Attorney, or such other writing which authorizes the attorney or other agent to so acknowledge on behalf of the member. The demand under oath shall be directed to the Academy at its place of business, wherever situated.

## ARTICLE X – TRANSACTION OF BUSINESS

- 1. The Academy shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds (2/3) of the members in office of the Officers and Directors. Unless otherwise restricted in these Bylaws, no vote or consent of the members shall be required to make effective such action by the Officers and Directors. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
- 2. Whenever the lawful activities of the Academy involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Academy, and in no case shall be divided or distributed in any manner whatsoever among the members, Officers and Directors or officers of the Academy.
- 3. All checks or demands for money and notes of the Academy shall be signed by a person or persons as the Officers and Directors may from time to time designate.

#### ARTICLE XI - ANNUAL REPORT

The Officers and Directors shall present annually and make available to the members upon request, a report verified by the President and Treasurer of the Academy or by a majority of the Officers and Directors, showing in appropriate detail the following:

- A) The assets and liabilities, including the trust funds, of the Academy as of the end of the fiscal year immediately preceding the date of the report.
- B) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- C) The revenue of receipts of the Academy of both funds unrestricted and restricted to particular groups, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Academy.
- D) The expenses or disbursements of the Academy for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Academy.
- E) The budget shall be prepared by the Treasurer and the Finance Committee to be presented at Board meetings. An eighteen (18) month budget shall be maintained.
- F) The number of members of the Academy as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report and a statement of the place where the names and addresses of the current members may be found. This report is to be filed with the minutes of the meeting of members.

# ARTICLE XII – NOTICES

- 1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, by telegraph, or fax, charges prepaid, to his/her address appearing on the books of the Academy, or in the case of Officers and Directors, supplied by him/her to the Academy for the purpose of notice. If the notice is sent by mail or other means, it shall be deemed to have been given to the persons entitled thereto when deposited in the United States mail, with a telegraph office or record of fax for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or by these Bylaws.
- 2. Whenever any written notice is required to be given under the provisions of the statute or the Articles or Bylaws of this Academy, a waiver thereof in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither business to be transacted nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

#### ARTICLE XIII – MISCELLANEOUS PROVISIONS

- 1. The fiscal year of the Academy shall be from October 1 through September 30.
- 2. One or more persons may participate in a meeting of the Officers and Directors or of the members by means of conference telephone or similar communications equipment by means of which all people participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- 3. So long as the Academy shall continue to be organized on a non-stock basis, the Officers and Directors shall have the authority to provide for the members to make capital contributions in such amounts and upon such terms as are fixed by the Officers and Directors in accordance with the provisions of Section 7541 of the Non-profit Corporation Law of 1972.
- 4. The Officers and Directors, by resolution, may authorize the Academy to accept contributions from members or non-members on terms and conditions not inconsistent with the provisions of Section 7541 of the Non-profit Corporation Law of 1972, and to issue certificates thereof.

#### ARTICLE XIV – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the Corporation in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

#### ARTICLE XV - AMENDMENTS

Bylaws may be adopted, amended or repealed by the vote of the members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the members for that purpose. Such notification of changes can be carried out via fax, email or postal mail. Notwithstanding the above, no amendment shall be valid which encourages, requires or permits the Academy to engage in any activities not permitted by the Section 501 (c) (3) of the Internal Revenue Code.

| I certify that this is a true and correct copy of the B | ylaws approved August 1, 2009.                                  |
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|   | Jeanne K Bailey President American Academy of Craniofacial Pain |
| State of  |   |
| Acknowledged before me, this day of                     | ,   |
|   | Notary Public   |
| My commission expires:                                  |   |
| Approved by AACP membership<br>August 1, 2009           |   |