

CONSTITUTION AND BY-LAWS
COLLEGE OF DIPLOMATES – AMERICAN BOARD OF PEDIATRIC DENTISTRY

ARTICLE I. NAME

The name of this organization shall be the College of Diplomates of the American Board of Pediatric Dentistry, hereafter referred to as "the College" or "this College."

ARTICLE II. MISSION

The mission of this College is to support Board-Certified Pediatric Dentists' pursuit of excellence by providing exceptional educational experiences and the exchange of ideas in a collegial community.

ARTICLE III. ORGANIZATION

Section 1. **INCORPORATION:** This College is a non-profit corporation organized under the laws of the State of Illinois. If this corporation shall be dissolved at any time, no part of the funds or property shall be distributed to, or among its members, but after payment of all indebtedness of the corporation, the surplus funds and properties shall be utilized for dental education and dental research in such a manner as the then governing body of the College may determine.

Section 2. **OFFICES, AGENTS AND POWERS:** The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office and may designate other offices within or without the State of Illinois as the Board of Directors may from time to time determine. The corporation has such additional powers as are now or may hereafter be granted by the General-Not-For-Profit Corporation Act of the State of Illinois.

Section 3. **MEMBERSHIP:** The membership of this College shall consist of persons whose qualifications shall be established by Chapter I of the Bylaws.

ARTICLE IV. GOVERNMENT

Section 1. **LEGISLATIVE BODY:** The legislative and controlling body of this College shall be the voting membership gathered together in what shall be known as the General Assembly, as provided in Chapter 2 of the Bylaws.

Section 2. **ADMINISTRATIVE BODY:** The administrative body of this College shall be a Board of Directors as provided in Chapter 3 of the Bylaws.

ARTICLE V. OFFICERS

Section 1. **OFFICERS:** The officers of this College shall be a President, a President-Elect, a Vice- President, a Secretary, a Treasurer, and the Immediate Past-President.

Section 2. **ELECTIVE OFFICERS:** The elective officers of this College shall be the President-Elect, the Vice-President and the Secretary, each of whom shall be elected by the General Assembly as provided in Chapter III of the Bylaws.

Section 3. **APPOINTIVE OFFICERS:** The appointive officers of this College shall be the Treasurer. Appointive officers may be designated and appointed by the Board of Directors as deemed desirable and as provided for in Chapter III of the Bylaws.

ARTICLE VI. GENERAL ASSEMBLY

The membership of this College shall meet at least once in each calendar year. The General Assembly shall be conducted in accordance with Chapter II of the Bylaws.

ARTICLE VII. AMENDMENTS

The Constitution may be amended by an affirmative vote of three-fourths (3/4) of the members present, entitled to vote and voting at any general assembly of the members of this College, or at a special meeting called for that purpose, provided notice has been mailed to the membership at least thirty (30) days prior to this action.

This Constitution may be amended at any general assembly of the members or at any special general assembly of the members, called for that purpose, by the unanimous vote of the members present, entitled to vote and voting.

BYLAWS

CHAPTER I. MEMBERSHIP

Section 1. **MEMBERSHIP** There shall be three (3) categories of membership. Charter, Active and Life.

CHARTER: A member shall be designated a charter member provided he/she was a Diplomate of the American Board of Pedodontics prior to September 1, 1967.

ACTIVE: All Diplomates of the American Board of Pediatric Dentistry (formerly the American Board of Pedodontics) are eligible for active membership. Following official announcement of certification by the American Board of Pediatric Dentistry, the Secretary of the College shall record the name of the new diplomate as an active member. These new members shall be vested in the College as new members at the end of the Annual General Assembly following their notification of Diplomate status from the ABPD. There are no dues for the new diplomate's first year of membership. Members must maintain their American Board of Pediatric Dentistry certification credentials and maintain their active status in the College by paying annual dues.

LIFE: Any person who has been an Active member of the College for the previous five (5) years and has reached the age of 65 or has been a member of the College for the previous five (5) years and who retires from dentistry for reasons of infirmity or other acceptable reason, may apply for life membership.

Section 2. **PRIVILEGES:**

All Charter, Active and Life members may:

1. Vote on all issues brought before the general assembly.
2. Hold office and serve on committees.
3. Attend meetings open to the general membership including the Annual Meeting.
4. Receive copies of all General Assembly communications.

Section 3: **DUES**

A. **ACTIVE AND CHARTER MEMBERS:** The annual dues for Active and Charter members shall be the same. The dues shall be payable at the beginning of the calendar year.

B. **LIFE MEMBERS:** Life members shall pay no dues.

C. **NON-PAYMENT OF DUES:** Any member in default of dues by February 15th of the calendar year shall be terminated and no longer be an active member. A person who has been terminated for non-payment of dues shall be reinstated by payment of current dues.

CHAPTER II. GENERAL ASSEMBLY

Section 1. **DEFINITION:** The General Assembly shall constitute a meeting of the members for the purpose of conducting the business of the College. Guests may be invited to attend the General Assembly, with approval of the Board of Directors.

Section 2. **TIME AND PLACE:** A general assembly of the members shall be held each calendar year in conjunction with the Annual Meeting of the American Academy of Pediatric Dentistry.

Section 3. **NOTICE:** Written notice of at least thirty (30) days prior to the annual meeting shall be given to each member by mail or other means of communication.

Section 4. **SPECIAL MEETINGS:** Special meetings of the members may be called at any time by the President or by a majority of the Board of Directors. Notice of any special meeting shall be given to each member at least thirty (30) days in advance and shall state, in addition to the time and the place, the general nature of the business to be transacted.

Section 5. **VOTING:** Each member of this College shall, at every General Assembly, be entitled to one vote in person upon each subject properly submitted for vote.

Section 6. **QUORUM:** A quorum shall be a minimum of 50 active members

CHAPTER III. BOARD OF DIRECTORS

Section 1. **COMPOSITION:** The Board of Directors shall consist of twelve (12) members: the President, President-Elect, Vice-President, the Secretary, the Treasurer, the Immediate Past President and five (5) regional Directors, one from each geographic district, and one Director representing the New Diplomates (those who are in their initial five years of College membership).

A quorum of the Board of Directors shall be half plus one of the members of the Board of Directors.

A member of the Board of Directors shall be any member of the College in good standing.

One additional appointed, voting Director position on the Board of Directors is for a member in good standing who is within his/her initial five years of College membership. This Director is appointed to the Board having been nominated to the position by the Nominations Committee and is charged to bring to the Board of Directors issues relevant to those who are at the beginning of their careers as Diplomates. This position is for three years; a Director serving in this position may be nominated for a voting District Director position after his/her three-year term appointment has been completed.

The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Immediate Past President, Vice President, Secretary, and Treasurer. The committee shall have and exercise the authority of the Board of Directors in the management of the business of the College between meetings of the Board of Directors.

The Board of Directors shall meet minimally once per year in conjunction with the annual General Assembly and one other interim meeting to review the business of the College and any interim actions of the Executive Committee. The interim meeting may be held through conference call, teleconferencing or other electronic means of communication.

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board, and such person or persons may fix the time, place and method of meeting for any special meeting of the Board so called. Such meetings may be held through conference call, teleconferencing, or other electronic means of communication.

Section 2. **GEOGRAPHICAL DISTRICTS:** There shall be five (5) districts. A member shall be identified with a geographic district according to the member's mailing address listed with the College except for those employed in the Federal Service. The geographical districts will be similar to the trustee districts of the American Academy of Pediatric Dentistry and will be numbered and composed as follows:

Northeastern District: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont; Members of the Federal Services; Canadian Provinces of Newfoundland, New Brunswick, Nova Scotia, Prince Edward Island, and Quebec.

Southeastern District: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, West Virginia and the Commonwealth of Puerto Rico.

Northcentral District: Illinois, Indiana, Iowa, Michigan, Minnesota, Ohio, Nebraska, North Dakota, South Dakota, and Wisconsin; Canadian Provinces of Manitoba and Ontario.

Western District: Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, Wyoming; the Canadian Provinces of Alberta, British Columbia, Northwest Territories, Nunavut, Saskatchewan, and Yukon Territory.

Southwestern District: Arkansas, Colorado, Kansas, Louisiana, Missouri, New Mexico, Oklahoma, Texas; Mexico.

Section 3. **QUALIFICATIONS:** A member of the Board of Directors shall be any member of the College in good standing.

Section 4. **TERM OF OFFICE:** At the first general assembly (1965) six (6) directors shall be elected, two (2) for a one (1) year term, two (2) for a two (2) year term and two (2) for a three (3) year term. In addition, the officers of the College, as delineated in Article V of the Constitution, shall be elected for a one year term except for the Treasurer as an appointed officer who may succeed him/herself in office. At each annual general assembly thereafter, two (2) directors shall be elected for a three (3) year term and the elective officers for a one (1) year term and shall serve until their successors assume office.

Section 5. **VACANCIES:** Nominations to fill a vacant Director position on the Board of Directors shall be proposed by the President and confirmed by a majority vote of the remaining Board of Directors. The individual selected shall be from the same District as his/her predecessor and shall serve to complete the remainder of the term. This individual is eligible to be nominated for this District's Director position if the term remainder is one year or less.

Section 6. **POWERS:** The Board of Directors shall be the managing body of the College, subject to the Laws of Illinois, the Articles of Incorporation, the Constitution and Bylaws of the College and the mandate of the General Assembly. The Board of Directors shall:

Have the power to establish rules and regulations consistent with these Bylaws to govern its organization, procedures and conduct.

Have the power to nominate a slate of Officers of the College at the Board of Directors meeting prior to the Annual General Assembly where voting occurs to elect the Officers. The Board of Directors shall nominate a slate of Officers including a President-Elect, a Vice-President and a Secretary, all of whom must be selected from the members or past members of the Board of Directors after having been presented to the Board of Directors through the Nominations Committee, or processes otherwise stated in these Bylaws.

Have the power to delegate all or any of the powers or duties of an Officer or Director to any other Officer or Director for any reason deemed sufficient by the Board of Directors. But, no Officer or Director shall execute, acknowledge, or verify any instrument in more than one capacity.

Have the power to require any Officer or Agent of the College to file with the College a satisfactory bond, at the expense of the College.

Section 7. **ACTION BY UNANIMOUS WRITTEN CONSENT:** If and when the Directors, severally or collectively, consent unanimously in writing for any action to be taken by the College, such action shall be as valid as any action taken at a meeting of the Board of Directors.

CHAPTER IV. ELECTED AND APPOINTED OFFICERS

Section 1. **TITLE:** The officers of this College shall be the President, President-Elect, Vice-President, and Secretary. The Treasurer is an appointed officer of the College. In addition, the position of Executive Director or Executive Management Group is an appointed administrative position of the College. The Immediate Past-President is an ex-officio officer of the Board of Directors. The elected Officers shall be presented to the membership through the Nominations Committee, then elected by majority vote at the Annual Meeting of the General Assembly.

Section 2. **DUTIES:**

PRESIDENT: The President shall be the chief executive officer of the College. The President shall preside over all meetings of the Board of Directors and the meeting of the General Assembly. The President shall have the powers and duties of general supervision and management customarily vested in the office of the president. The President shall serve a one (1) year term.

PRESIDENT-ELECT: The President-Elect shall be responsible for establishing membership credentials and supervise balloting of votes held by the College or its Executive Committee. The President-Elect shall be the Chairperson of the Program Committee. The President-Elect shall perform the duties and exercise the powers of the President during the absence or disability of the President. The President-Elect shall serve a one (1) year elected term.

VICE-PRESIDENT: The Vice-President shall be a member of the Program Committee. The Vice-President shall exercise the powers of the President-Elect during the absence or disability of the President-Elect. The Vice-President shall serve a one (1) year elected term.

SECRETARY: The Secretary shall prepare and preserve all true minutes of the proceedings of the General Assembly, the Board of Directors and the Executive Committee in the books of the College. The Secretary shall give all notices required by statute, bylaw or resolution. The Secretary shall keep the College's Policy and Procedure Manual updated. The Secretary shall serve a one (1) year elected term. The Secretary shall perform such other duties as directed by the Board of Directors and the Executive Committee.

IMMEDIATE PAST-PRESIDENT: The Immediate Past-President shall give counsel to the President at the discretion of the President. The Immediate Past-President shall serve a one (1) year term. The Immediate Past-President shall chair the Nominations Committee.

TREASURER: The Treasurer shall be selected and appointed by the Board of Directors at the annual meeting of the Board of Directors to serve a minimum of one (1) year and maximum of six (6) years renewable term at the discretion of the Board of Directors. The Treasurer is directly responsible to the President as the Chair of the Board of Directors. The Treasurer shall have primary oversight responsibility for all corporate funds and securities belonging to the College, responsibility for maintaining full and accurate accounts of all receipts and disbursements of the organization, responsibility for depositing all monies, securities, and other valuable effects in the name of the College in such depositories as may be designated for that purpose by the Board of Directors, and shall oversee disbursement of the funds of the College as may be ordered by the Board of Directors, accepting vouchers for such disbursements. The Treasurer shall render to the Board of Directors, at their regular meetings, and whenever requested by them, an accounting of all transactions and financial condition of the College. The Treasurer shall perform such other duties as directed by the Board of Directors and Executive Committee. The Treasurer shall be a regular full voting member of the Executive Committee and the Board of Directors.

The EXECUTIVE DIRECTOR or Executive Management Group shall be selected and contracted by the Board of Directors. The Executive Director or Executive Management Group is responsible to the President, as the Chair of the Board of Directors. The Executive Director or Executive Management Group shall assist in the daily business of the College, including the authority to negotiate contracts on behalf of the College and as approved by the Board of Directors, or the Executive Committee between meetings of the Board of Directors. The Executive Director or Executive Management Group may carry out the duties of the Secretary and/or the Treasurer of the College with the approval and direction of the Board of Directors and/or the Executive Committee. The Executive Director or Executive Management Group shall be a non-voting member of the Board of Directors.

CHAPTER V. COMMITTEES

Section 1. NAME: The standing committees of this College shall be the Nominations Committee, Webinar Committee, Program Committee, Finance Committee, Executive Committee and Special Committees. These Committees shall meet in person, by conference call, teleconferencing or other electronic means of communication. Minutes of the meetings of these Committees shall be submitted to the Secretary to maintain a record of the College's business.

NOMINATIONS COMMITTEE: The Nominations Committee shall consist of three (3) members: the Immediate Past-president designated as chairperson, and also, the President and President-Elect. The President shall make supplemental appointments as necessary from the Executive Committee for a total of three (3) members. The Nominations Committee shall present nominees for Directors and Officers and deliver to the Secretary in writing the nominees at least forty-five (45) days prior to the mailing of the Annual Meeting notice. The Secretary shall mail to the members a copy of the nominations at least sixty (60) days prior to the Annual Meeting. In addition, a member in good standing who wishes to be placed on the ballot for Director, when there is an election for a Director from his/her district, must submit this request to the Secretary in writing no less than thirty (30) days prior to the Annual meeting. This request must be accompanied by the signature of twenty-five (25) voting members of the College in good standing. Additional nominations for Officers may be made by the Board of Directors.

WEBINAR COMMITTEE The Webinar Committee shall consist of the chair, president, the host, and at least one more board member. The webinar committee may include members of the college. The webinar committee is responsible for planning, developing, and executing high-quality educational webinars that align with the organization's mission and strategic goals. The committee identifies relevant topics and speakers, oversees content quality, and ensures effective promotion and delivery of each program. It also evaluates webinar performance to support continuous improvement and member engagement.

EXECUTIVE COMMITTEE: The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary, Treasurer and Immediate Past-President. The Executive Committee may exercise the authority of the Board of Directors in management of the Association during the intervals between meetings of the Board of Directors, subject at all times to the Bylaws of the College, and the prior rules, regulations, and directives issued, adopted or promulgated by the Board of Directors. The Executive Committee shall appoint and direct the Executive Director or Executive Management Group upon direction of the Board of Directors. Three members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the President or by any two (2) Executive Committee members. The Executive Committee may authorize in writing 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. Interim actions of the Executive Committee will be reviewed and voted upon by the members of the Board of Directors no later than two months after the interim action is taken. This may be done electronically.

FINANCE COMMITTEE: The Finance Committee shall consist of the President, President-Elect, one Director and the Treasurer, who serves as Chair. The Finance Committee has the responsibility of performing an annual review of all financial records of the organization in preparation for the Annual Board of Directors meeting of the College. The Committee reports to the overall Board of Directors the financial status of the organization as well as the accuracy of the financial documentation.

PROGRAM COMMITTEE: The Program Committee shall consist of the President-Elect, the Vice-President, and one Board Director appointed by the President. Additionally, 1 to 3 active members of the College may be appointed by the President. The President-Elect shall serve as chairperson. At least one member of the Program Committee will serve a minimum of three years to ensure continuity. The Program Committee shall plan and implement the program for the Annual Meeting of the College and other continuing education activities of the College including the Webinars and Live CE activities. The Program Committee will also maintain both ADA CERP and PACE certification for the College's educational events.

SPECIAL COMMITTEES: The President shall appoint such special committees as deemed necessary and identify their responsibilities, number of members and their Chairperson.

Constitution & Bylaws

CHAPTER VI. CODE OF PROFESSIONAL CONDUCT AND JUDICIAL PROCEDURES

Section 1. **CODE OF PROFESSIONAL CONDUCT:** The *Principles of Ethics* of the American Dental Association appended thereto shall govern the professional conduct of all members of the College. <http://www.ada.org/en/about-the-ada/principles-of-ethics-code-of-professional-conduct/>

Section 2. **PLEDGE:** Every member of this College shall pledge to adhere to the Code of Professional Conduct of the College.

Section 3. **DISCIPLINE:** This College shall have the right to discipline any of its members who may be judged guilty of unprofessional conduct or violation of its code of Professional Conduct or its Bylaws and may impose censure, suspension or expulsion per the Administrative Policy of the College.

Section 4. **JUDICIAL PRODEDURE / ADVISEMENT:** In the event that the College has been advised, directly or indirectly, that a member of the College has been found guilty, by a member's component or constituent dental society, The American Board of Pediatric Dentistry or a duly authorized licensing agency, of unethical conduct in practice or in other professional relationships, or is accused of such conduct, in writing, by a member of the College, it shall be the duty of the Board of Directors to obtain a certified copy of the alleged conviction and the charges associated with it. In the case of action initiated by a member of the College, the Board of Directors shall obtain, in writing, a detailed specification of the alleged violation(s). Having obtained the foregoing information, the Board of Directors shall determine whether, in its opinion, justification exists for instituting a formal hearing to properly dispose of the matter.

Section 5. **HOLD HARMLESS:** Every member of this College does waive the right to hold the College, its Board of Directors, Past Presidents, members and/or employees responsible for any damage, pecuniary or otherwise, which may result from conviction and disciplinary proceedings against said member.

CHAPTER VII. AMENDMENT OF BYLAWS

Section 1. These bylaws may be repealed or amended by a two-thirds (2/3) affirmative vote of the members present and voting at any regular General Assembly of this College, or at a special General Assembly called for such purpose, provided that the Constitution and Bylaws Committee shall have reviewed and made their recommendation regarding the adoption of the proposed amendment and a copy thereof shall have been mailed to each member of the College at least thirty (30) days prior to such action. These Bylaws may be amended or repealed without prior notification at any General Assembly, or at any special General Assembly called for this purpose, by the unanimous vote of the members present and voting.

CHAPTER VIII. RULES OF ORDER

The American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern the proceedings of this organization unless otherwise specified.