

# Organization Bylaws



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# Organization Bylaws

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## ARTICLE I. NAME AND PURPOSES

**Section 1.01. Name.** The name of the organization is The American Board of Pediatric Dentistry, Inc. (hereinafter referred to as "ABPD"). ABPD is sponsored by the American Academy of Pediatric Dentistry (hereinafter referred to as "Academy" or "AAPD") and is a mutual benefit corporation organized under and governed by Chapter 504 of the Code of Iowa.

**Section 1.02. Powers and Purposes.** ABPD shall promote interest among pediatric dentists who meet the qualifications to attain board certification. Its powers include but are not limited to the following:

1. To disseminate current information about the certification process.
2. To create and administer a certification process which validates the candidate's in- depth knowledge and proficiency in the specialty of pediatric dentistry through:
  - a. Completion of the initial credentialing process and verification of the candidate's educational qualifications.
  - b. Successful completion of an examination process.
  - c. Completion of the annual credentialing process.
3. To administer the Renewal of Certification Process which validates the Diplomate's credentials (including an active license to practice dentistry), continued in-depth knowledge, and proficiency in the specialty of pediatric dentistry and performance in practice.
4. To maintain a registry of Diplomates.
5. To do such other lawful acts and things as may be pertinent, incidental, or conducive to, or necessary, suitable, or proper for the accomplishment of any of the purposes or powers herein set forth or connected therewith, and in pursuance thereto, to exercise all the powers now or hereafter conferred by the State of Iowa upon nonprofit corporations organized under the laws under which ABPD is organized, as amended.

ABPD shall have all of the powers given to it by the laws of the state of Iowa; provided, however, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of ABPD and as may be exercised by an organization exempt under Section 501(c) (6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

In the event of a conflict between these bylaws and the AAPD bylaws, the AAPD bylaws shall govern.

## ARTICLE II. OFFICES

**Section 2.01. Principal Office.** The principal office of ABPD shall be located in Brentwood, Tennessee, or as identified in ABPD's biennial report filed with the Iowa Secretary of State. ABPD may maintain other offices, either within or outside the state of Tennessee or Iowa, as the Board of Directors may determine.

**Section 2.02. Registered Office and Registered Agent.** The registered agent and office of ABPD are set forth in the Articles of Incorporation or as identified in ABPD's biennial report filed with the Iowa Secretary of State.

### **ARTICLE III. MEMBERS**

ABPD shall not have members.

### **ARTICLE IV. BOARD OF DIRECTORS**

**Section 4.01. General Powers.** The affairs of ABPD shall be managed by its Board of Directors. Directors need not be residents of the state of Iowa.

**Section 4.02. Number, Tenure and Qualifications.** The number of directors shall be composed of six (6) examining and voting Directors which includes the Immediate Past President; therefore, each Director serves a six (6) year term. Eligible candidates for Director of the ABPD must be a Diplomate in good standing and actively involved in direct patient care or clinical teaching of pediatric dentistry.

**Section 4.03. Election.** The Directors shall be elected by the AAPD pursuant to the AAPD Constitution and Bylaws, a copy of which shall be maintained at ABPD's primary office.

**Section 4.04. Removal.** Notwithstanding Iowa Code section 504.808, a Director may be removed at any time for cause by a two-thirds vote of the entire Board of Directors at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action has been given to the entire Board of Directors then in office. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in that notice. Only the named Director or Directors may be removed at the meeting.

A Director may be recalled by AAPD per AAPD's Administrative Policy and Procedure Manual, a copy of which shall be maintained at ABPD's primary office. Such a recall shall be considered a removal of the Director from the Board.

**Section 4.05. Resignation.** Any Director may resign at any time by giving written notice to the President, Vice President, or Chief Executive Officer. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt, and the acceptance of such resignation shall not be necessary to make it effective.

**Section 4.06. Increase in Number.** The number of Directors may be increased by amendment to these bylaws by the affirmative vote of a majority of the entire Board. Any such increase shall comply with the requirements of the National Commission on Recognition of Dental Specialties and Certifying Boards.

**Section 4.07. Regular Meetings.** A regular annual meeting of the Board of Directors shall be held. The Board of Directors may provide by resolution the time and place, either within or

without the state of Iowa, for the holding of additional regular meetings of the Board without other notice than the resolution.

**Section 4.08. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the state of Iowa, as the place for holding any special meeting of the Board called by them.

**Section 4.09. Meetings to Conduct Examinations.** Examinations to determine the qualifications of acceptable candidates for certification may be scheduled at such times, at such places, and under such conditions as designated by the Board.

**Section 4.10. Notice.** Unless waived or otherwise provided in the Articles of Incorporation, these bylaws, or by resolution of the Board, notice of the annual meeting shall be given at least thirty (30) days in advance; notice of examination meetings shall be given at least ten (10) days in advance; and notice of special meetings shall be given at least two (2) days in advance. Notice shall be in writing and delivered personally or sent by mail, fax or electronic transmission to each Director pursuant to the Director's contact information as shown by the records of ABPD. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail in a sealed envelope so addressed, with postage prepaid. If notice is given by fax or electronic transmission, it shall be deemed to be delivered when successfully transmitted to the recipient. ABPD shall make a reasonable effort to ensure that each Director receives notice of any special meeting at least two (2) days in advance of the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

**Section 4.11. Quorum.** Two-thirds of the Board of Directors shall constitute a quorum for the transaction of business; but if less than two-thirds of the Board of Directors are present at a meeting, a majority of the Directors present may adjourn the meeting without any further notice.

**Section 4.12. Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by these bylaws.

**Section 4.13. Vacancies.** When a vacancy occurs on the Board of Directors because of resignation, illness, incapacitation or death, the President of the Board in consultation with the AAPD President may appoint a Diplomate of the American Board of Pediatric Dentistry who is eligible to serve. The appointee shall serve until the membership of the AAPD elects a Director to fill the unexpired term or until the incapacitated Director can resume his/her duties.

**Section 4.14. Compensation.** Directors shall not receive any stated salaries for their services, but the Board of Directors may by resolution allow appropriate reimbursement of expenses as well as a fixed sum and expenses of attendance, if any, for attendance at each regular or

special meeting of the Board. Nothing in these bylaws shall be construed to preclude any Director from serving ABPD in any other capacity and receiving compensation for that service.

**Section 4.15. Informal Action by Directors.** Any action required or permitted to be taken by the Board may be taken without a meeting if the action is approved by all Directors of the Board and evidenced by a written consent (which may be in counterparts and may be electronic) signed by each Director, describing the action taken and included in the minutes of the proceedings of the Board. Board action by unanimous written consent shall be effective when the last Director signs the consent unless a prior or subsequent effective date is specified in the consent. A Director's consent may be withdrawn by a revocation signed by the Director and delivered to ABPD prior to the delivery to ABPD of unrevoked written consents signed by all of the Directors.

**Section 4.16. Meetings by Conference Telecommunication.** Any or all Directors may participate in any meeting of the Board through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

**Section 4.17. Presumption of Assent.** A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to the action with the person acting as the Secretary of the meeting before the adjournment of the meeting or forwards a dissent by registered mail to the Secretary of ABPD promptly after the adjournment of the meeting. A Director who voted in favor of an action may not dissent from that action.

**Section 4.18. General Standards for Directors.** A Director shall discharge his or her duties as a Director in good faith and in a manner the Director reasonably believes to be in the best interests of ABPD. The members of the Board of Directors shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances. In discharging such duties, a Director may rely on information and advice from competent individuals pursuant to Iowa Code section 504.831.

## **ARTICLE V. OFFICERS, EMPLOYEES, AND AGENTS**

**Section 5.01. Chief Executive Officer.** A Chief Executive Officer shall be recruited and appointed by the Board of Directors as an employee. The duties of the Chief Executive Officer are outlined in the ABPD Operations Manual and shall be executed in accordance with the various policies, procedures, bylaws, resolutions, and designated protocols established by the Directors. The Chief Executive Officer is not a member of the Board and shall not vote on Board matters. The Chief Executive Officer shall be responsible to the Directors of the Board and shall coordinate the affairs of the Board after consultation with the Directors. The Chief Executive Officer shall be employed pursuant to a contract negotiated between the Chief Executive Officer and the Board of Directors. The employment contract shall be approved by a majority of the Board of Directors.

**Section 5.02. Officers.** The Officers of the Board shall be the President, one or more Vice Presidents (said number to be determined by the Board of Directors), one Secretary, and such other officers as may be determined by the Board of Directors. Any two or more officer positions may be held by the same person. The Officers must be members of the Board of Directors. The Chief Executive Officer is not an officer.

**Section 5.03. Term of Office.** The Officers shall be determined by the Board of Directors based on its established protocol (3rd year – Secretary; 4th year – Vice President; 5th year – President; 6th year – Immediate Past President). New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor is determined and has qualified, or until his or her death, resignation or removal.

**Section 5.04. Resignation and Removal.** Any Officer, agent or employee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of ABPD would be served by his or her removal. However, such removal shall not prejudice the contract rights, if any, of the person removed. Election or appointment of an Officer or agent does not of itself create contract rights. Further, an Officer may resign at any time by delivering notice to the corporation.

**Section 5.05. Other Agents and Employees.** The Board of Directors may appoint such other agents and employees as it may deem necessary, each of whom shall serve at the pleasure of the Board of Directors and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may determine. No agent or employee need be a director of ABPD. The Board of Directors may prescribe the respective title, terms of engagement, authorities and duties of such agents or employees.

**Section 5.06. Delegation of Authority.** To the full extent allowed by law, the Board of Directors may delegate to any Officer, agent or employee any powers possessed by the Board of Directors.

**Section 5.07. Vacancies.** A vacancy in any appointment because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. In the event the office of President becomes vacant, the Vice President shall become President for the unexpired portion of the term. In the event the office of the Vice President becomes vacant, the duties of the office will be assumed by the Secretary for the unexpired portion of the term, in addition to other duties. When the office of Secretary or Immediate Past-President becomes vacant, the office shall be filled for the unexpired portion of the term by nomination of a Director by the President, with appointment being subject to approval by the Board. A vacancy in the Chief Executive Officer position shall be filled by action of the Board.

**Section 5.08. President.** The President shall:

1. Preside at meetings.
2. Appoint committees.
3. Appoint consultants (but not examination consultants).
4. Represent or appoint a designee to represent ABPD at appropriate meetings and conferences.
5. Report to the Board of Trustees of AAPD.

6. Be authorized to sign, with the Secretary or any other proper Officer of ABPD authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other Officer or agent of ABPD.
7. Perform such other executive and administrative duties that are incident to the office of President and such other duties as may be prescribed by the Board of Directors.

**Section 5.09. Vice President.** The Vice President shall assume the duties of the President when the President is absent, resigns, or becomes incapacitated. The Vice President shall perform such other duties as may be assigned by the President or by the Board of Directors.

**Section 5.10. Treasurer.** The functions normally associated with a Treasurer shall be handled by the Chief Executive Officer and as determined by the Board of Directors. As such, there shall be no Treasurer officer position per se.

**Section 5.11. Secretary.** The Secretary shall direct staff to ensure that minutes of the meetings of the Board of Directors are kept in records provided for that purpose; that all notices are given in accordance with the provisions of these bylaws or as required by law; and that corporate records are properly maintained. The Secretary shall perform such other duties as may be assigned by the President or by the Board of Directors.

**Section 5.12. Compensation.** Any agent or employee of ABPD is authorized to receive a reasonable salary or other reasonable compensation for services rendered to ABPD if and when authorized by a majority of the Board of Directors.

**Section 5.13. Duties and Authorities of Officers.** Each Officer has the authority and shall perform the duties set forth in the bylaws or, to the extent consistent with the bylaws, the duties and authority prescribed in a resolution of the Board of Directors or by direction of an Officer authorized by the Board of Directors to prescribe the duties and authority of other Officers.

**Section 5.14. Standards of Conduct for Officers.** An Officer shall discharge his or her duties in good faith, with the care that a person in a like position would reasonably exercise under similar circumstances, and in a manner the Officer reasonably believes to be in the best interests of ABPD. In discharging such duties, an Officer may rely on information and advice from competent individuals pursuant to Iowa Code section 504.843.

## **ARTICLE VI. DUTIES OF THE BOARD**

**Section 6.01. Examinations.** The Board shall announce, through the Chief Executive Officer at the Board's Principal Office, the time and place of examinations.

**Section 6.02. Certification Process.** The Board shall, subject to appropriate documentation to the National Commission on Recognition of Dental Specialties and Certifying Boards,



formulate and put into effect the policies, criteria, and rules for the examination process that shall govern the certification of candidates and the renewal of certification of Diplomates.

**Section 6.03. Action on Certificates.** The Board shall be authorized to take action even to the extent of declaring the certificate null and void pursuant to the ABPD Policy & Procedures manual.

## **ARTICLE VII. COMMITTEES**

**Section 7.01. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint an Executive Committee and other committees, each of which to the extent provided in such resolution shall have and may exercise the authority of the Board of Directors; provided, however, that no such committee shall have the authority of the Board of Directors in reference to:

- (a) amending the articles of incorporation;
- (b) adopting a plan of merger or consolidation;
- (c) recommending the sale, lease, exchange or other disposition of all or substantially all the property and assets of ABPD;
- (d) recommending a voluntary dissolution of ABPD or a revocation thereof;
- (e) amending, altering or repealing the bylaws of ABPD;
- (f) electing, appointing or removing any Director or Officer of ABPD; or
- (g) amending, altering or repealing any resolution of the Directors, unless by its terms the resolution may be amended, altered or repealed by the committee.

The designation of any such committee and the delegation of authority to the committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

**Section 7.02. Committee List.** The following standing committees of APBD presently exist:

- A. Examination Committee
  - 1. Qualifying Examination Subcommittee
  - 2. Oral Clinical Examination Subcommittee
  - 3. Renewal of Certification Process Subcommittee
- B. Nominations Committee
- C. Policy and By-Laws Committee
- D. Ethics Committee
- E. Appeals Committee
- F. Finance and Review Committee
- G. Strategic Planning Committee
- H. Program Director Committee

- I. **Special Committees:** In addition to the standing committees, certain special committees may be appointed as required. Their duties will be described in the Operations Manual, or by the President or the Board in establishing and appointing members to such special committees.

**Section 7.03. Other Committees.** Other committees not having and exercising the authority of the Board of Directors may be designated by a resolution adopted by a majority of the directors. Except as otherwise provided in the resolution, the President of ABPD shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint the member whenever in their judgment the best interests of ABPD would be served by removing the member. The Board of Directors may terminate any committee so designated as the Board of Directors deems appropriate.

**Section 7.04. Term of Office.** Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the President in appointing a committee member, each member of a committee shall continue as a member until the next annual meeting of ABPD, unless the committee is terminated sooner, or unless the member is removed from the committee, or unless the member ceases to qualify as a member of the committee.

**Section 7.05. Chair.** One member of each committee may be appointed chair by the person or persons authorized to appoint the members of the committee.

**Section 7.06. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as in the case of the original appointments.

**Section 7.07. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the President in appointing a committee, a majority of the entire 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. A committee may act by unanimous consent in writing without a meeting and, subject to action by the Board of Directors, the committee by majority vote of its members may determine the time and place of meetings and the notice for meetings.

**Section 7.08. Rules.** Each committee may adopt rules for its own governance not inconsistent with these bylaws or with other rules and policies adopted by the Board of Directors.

**Section 7.09. Meetings by Conference Telephone.** Members of a committee may participate in a meeting of the committee by conference telephone or similar means of communication. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

## **ARTICLE VIII. INDEMNIFICATION**

**Section 8.01. Indemnification of Directors and Officers.** ABPD shall provide both permissive and mandatory indemnification protection to its Directors and Officers pursuant to section 504.851 et. seq. of the Code of Iowa. The Board of Directors may in its discretion provide indemnification or other protection in excess of said provisions.

**Section 8.02. Indemnification of employees, agents, and volunteers.** ABPD shall, by action of the Board of Directors, provide indemnification and advancement of expenses to employees, agents, or volunteers of ABPD to such extent and to such effect as the Board of Directors may determine to be appropriate or as required by applicable law.

## **ARTICLE IX. CONTRACTS, LOANS, CHECKS, DEPOSITS AND INVESTMENTS**

**Section 9.01. Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of ABPD, in addition to the Officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of ABPD, and such authority may be general or confined to specific instances.

**Section 9.02. Loans.** No loans shall be contracted on behalf of ABPD and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 9.03. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of ABPD shall be signed by such Officer or Officers, agent or agents of ABPD in such manner as may be determined by a resolution of the Board of Directors.

**Section 9.04. Deposits.** All funds of ABPD shall be deposited to the credit of ABPD in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 9.05. Investments.** The funds of ABPD may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may determine.

## **ARTICLE X. BOOKS AND RECORDS**

**Section 10.01. Books and Records Maintained.** ABPD shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. Unless otherwise provided by the Operations Manual or by Board resolution, the following records are to be maintained at the principal ABPD office: articles of incorporation, bylaws, resolutions, minutes, list of names and addresses of current Directors and Officers, the reports delivered to the secretary of state, and such other records required to be maintained by Chapter 504 of the Code of Iowa.

**Section 10.02. Inspection of Records by Directors.** A Director of ABPD is entitled to inspect and copy the books, records, and documents of ABPD to the extent reasonably related to the performance of the duties of a Director, but not for any other purpose or in any manner that would violate any duty to ABPD.

## **ARTICLE XI. FISCAL YEAR**

