



BYLAWS

ARTICLE I NAME

The name of the corporation is AMERICAN ASSOCIATION OF WOMEN DENTISTS (the "Association.")

ARTICLE II MISSION AND OUTCOME

AAWD is the recognized resource for advancing, connecting, and enriching the lives of women dentists.

ARTICLE III ORGANIZATION

The Association is a not-for-profit corporation organized under the Illinois General Not- For-Profit Corporation Act of the resident state.

ARTICLE IV REGISTERED OFFICE AND AGENT

The Association shall maintain a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices and such other registered agents as the Board of Directors may from time to time determine.

ARTICLE V MEMBERSHIP

Section 1. Classification. Membership in the Association shall be of nine classes: Active, Student, Life, Retired, Affiliate/International, Corporate, Honorary, and Electronic.

Section 2. Applications. Any eligible person or corporation may file an application with the Headquarters together with the dues for the current year and be approved for membership under criteria and procedures that may be established by the Board of Directors.

A. Active. Any U.S. licensed dentist in good standing. Each Active Member shall be entitled to vote on all matters coming before the membership.

- i. Faculty Active – An active member that is employed by a recognized dental school in a Full Time capacity may apply for Faculty membership and have all the rights and privileges of an active member.
- ii. Federal Active – A federal dentist, earning income in any manner as a dentist, shall have the rights and privileges of an active member.

B. International. Any licensed dentist outside the US or Canada may be elected into International Membership. This member shall have all the privileges and responsibilities of an Active Member, except those of voting and holding office. Such International members may be represented in special categories or committees that are established from time to time by the Board of Directors.

C. Affiliate. Any person who is supportive of the goals of the Association may be elected into Affiliate Membership. This member shall have all the privileges and responsibilities of an Active Member, except those of voting and holding office. Such Affiliate members may be represented in special categories or committees that are established from time to time by the Board of Directors.

D. Student. Any person who is a U.S. or International dental student may be elected into Student Membership. The Student Member shall have all the privileges and responsibilities of an Active Member except those of voting and holding office.

- i. Post Graduate/Resident - A student member who is in a graduate or residency program.

E. Retired. Any Active Member of this Association who has reached 65 years of age, is an Active member of AAWD, and has retired from practicing in the dental profession may become a Retired Member. Retired Members shall have all the privileges and responsibilities of an Active Member except that of holding office. Retired members shall be required to pay dues, as determined by the board of directors in the Board approved dues policies. If under age 65 and fully retired, application must be made to board of directors and will be accepted on a case-by-case basis.

F. Honorary/Life.

- i. Honorary Member - Honorary Membership may be conferred upon any person of national or international reputation who has made a valuable contribution to the science of dentistry, providing that person is approved by the Board of Directors. Election shall be made within the approved policies and procedures as established by the Board of Directors. An Honorary Member will not be required to pay dues, and shall enjoy all the privileges and responsibilities of an Active Member except those of voting and holding office.
- ii. Life Member - Any Active Member of this Association who has made a significant impact on the association may apply for Life Membership. Life Members shall be appointed by the Board of Directors and shall have all the privileges and responsibilities of an Active Member except that of holding office. Life members shall be required to write a letter to the Board of Directors requesting Life Member status and will not be required to pay dues.

G. Corporate. Any corporation, supplier, or consultant to the dental profession who is supportive of the goals of the Association may be elected into Corporate Membership. Corporate members shall not have the privilege of voting and holding office.

H. Electronic. E-Membership is a type of electronic membership available to non-AAWD members that includes a subscription to the AAWD's electronic newsletter. The E-Member will

not have voting privileges or the ability to hold office and will have limited benefits of membership as determined by the board of directors. The Board of Directors will determine the dues amount.

ARTICLE VI DUTIES OF OFFICERS

Section 1. The elected officers of the Association shall be President, President-Elect, and Secretary/Treasurer.

Section 2. The President-Elect and Secretary/Treasurer of the Association shall be elected by a majority vote of the Active Members present at the Annual Meeting for a two (2) year term and shall assume office immediately following the turn of the fiscal year.

Section 3. The duties of officers shall be such as are implied by their respective titles and such as are specified in these Bylaws and the policies of the Association. At the end of the term of office, each officer shall submit to the successor the duties performed and suggestions for improving the office.

Section 4. The President shall be the chief elected officer of the Association and shall in general supervise all of the affairs of the Association as directed by the Board of Directors. The President shall preside at all meetings of the Association and of the Executive Committee. The President shall appoint all standing committees not otherwise provided for, and serve as liaison (non-voting) member of each except the Nominating Committee. The President shall appoint a committee member to serve as the Smiles for Success Foundation Liaison. The President shall have the power to appoint new committee members with the approval of the Board of Directors, if for any reason those currently serving are unable to continue.

The President shall serve as one of the three members of the Gillette Hayden Memorial Foundation Trustee Selection Committee. The President shall endeavor at all times to promote the interests of the Association and its members.

Section 5. The President-Elect shall become President upon election of a new President-Elect. The President-Elect shall assume the duties of the President in case of absence, resignation, or disability of the President during the President's term of office. The President-Elect shall be responsible for the Annual and Interim meetings.

Section 6. The Secretary/Treasurer shall have the responsibility for the maintenance of the records of the proceedings of the Association, and present the minutes at each meeting of the Association and the Board of Directors/Executive Committee. The Secretary/Treasurer shall also be responsible for the proper and legal mailings of notices to members.

The Secretary/Treasurer shall, subject to the direction of the Board, have general charge of the financial affairs of the Association and shall cause accurate books of account to be maintained. The Secretary/Treasurer shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times deemed necessary by the Board. At the close of each fiscal year, the Secretary/Treasurer shall be responsible for an annual financial report as deemed appropriate by the Board. Such duties of the Secretary/Treasurer as may be specified by the Board of Directors may be delegated to the Executive Director and other management staff of the Association.

Section 7. The Immediate Past President shall serve as chair of the Nominating Committee and as Governmental Affairs Liaison.

Section 8. The Executive Director shall be selected by and responsible to the Board of Directors. The Executive Director shall have authority to negotiate contracts on behalf of the Association and as approved by the Board of Directors. The Executive Director may carry out the duties of the Secretary and the Treasurer of the Association with the approval of the Board of Directors. The Executive Director shall be a non-voting member of the Board of Directors.

Section 9. In the event of a vacancy in the office of President, the President-Elect shall assume the duties and responsibilities of the office of President. In the event of a vacancy in the remaining Board positions, the Board or Executive Committee shall appoint any active member in good standing to fulfill the responsibilities of that position until the next Annual Meeting at which time a successor shall be duly elected.

ARTICLE VII BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by the Board of Directors, who may exercise all of the powers of the Association, except as otherwise provided by law or these Bylaws.

Section 2. The Board of Directors shall be comprised of the elected and appointed officers of the Association, the Immediate Past President, the Executive Director and the Directors, each of whom, except for the Executive Director shall be a voting member of the Board. The Board of Directors shall consist of no more than 24 members in good standing. The Board shall have the authority to elect additional Directors to specific roles to serve for one (1) or two (2) year terms, as long as the total number of Directors does not exceed twenty four (24). Each officer and director shall serve a two (2) year term.

Section 3. Each Director and Officer holds one official vote.

Section 4. The Board of Directors may provide by resolution the time, date and place for the holding of a regular annual meeting and additional regular meetings of the Board without notice other than such resolution.

Section 5. Special meetings of the Board may be called by or at the request of the President and any Director.

Section 6. Notice of any special meeting of the Board shall state the time, date and place of the meeting and shall be given at least five (5) days prior to the date of such meeting.

Section 7. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to

time without further notice and conduct business via mail or electronic mail to achieve a majority vote.

Section 8. 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 provided by law or by these Bylaws.

Section 9. Members of the Board, or of any committee designated by the Board, may take any action permitted or authorized by these Bylaws pursuant to meeting by means of conference telephone or similar telecommunications equipment by means of which all persons participating in a meeting can communicate with each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Section 10. Any action requiring a vote of the Board of Directors may be taken in any form of electronic means or mail ballot. The action taken shall be effective upon the majority approval of the Directors entitled to vote.

Section 11. Any Director may resign at any time by giving written notice to the President.

ARTICLE VIII MEMBERSHIP MEETINGS

Section 1. The annual business meeting of the Association for the transaction of such business as may properly come before it, shall be held each year at such time and place as shall be fixed by the Board of Directors, [and] provided however, that at least six months' time shall have lapsed between annual meetings.

Section 2. A special meeting of the members may be called by the president at the written request of at least fifteen (15) Active Members or when ordered by the Board of Directors.

Section 3. Written or electronic notice of annual or special meetings of the members shall state the time, date and place of the meeting and shall be given at least twenty (20) days prior to the date of such meeting

Section 4. The presence in person of fifteen (15) Active Members shall constitute a quorum at any meeting of the members.

Section 5. All questions, except as otherwise provided by law or by these bylaws, shall be decided by the vote of a majority of the members entitled to vote and voting thereon.

Section 6. The Board of Directors shall have the power, by a two-thirds vote of its members in meeting or otherwise to cancel or postpone the annual meeting of the members.

ARTICLE IX COMMITTEES

Section 1. The Executive Committee shall consist of the Immediate Past President, President, President-Elect, Secretary/ Treasurer. Between meetings of the Board of Directors, the day-to-day affairs of the Association may be conducted by the Executive Committee according to the policies and procedures as approved by the Board of Directors.

Section 2. The standing committees of this Association shall be the Nominations, Constitution and Bylaws Committees, and the Advisory Committee to the Gillette Hayden Memorial Foundation.

- A. Nominations: The Nominations Committee shall consist of four (4) members: the Immediate Past-President, designated as Chairperson, the President, President-Elect, and the Director of Membership and Chapters. The Call for Nominations will be disseminated no less than 90 days prior to the Annual Meeting. A member in good standing who wishes to be placed on the ballot for Director must submit this request in writing. This process of self-nomination includes the members of the current Board who wish to continue in their roles or pursue another position. The Nominations Committee shall present nominees for Directors and Officers to the current Board of Directors no less than 45 days prior to the Annual Meeting. The Nominations Committee shall notify the full membership and provide a copy of the slate of nominations no less than 20 days prior to the Annual Meeting.
- B. Constitution and Bylaws: The Constitution and Bylaws Committee shall consist of *a minimum of* three (3) members. The President shall designate the Chair. The Committee shall receive all proposed amendments to the Constitution and Bylaws of this Association for study and recommendation. Proposed amendments are then reported to the Board of Directors for approval at least 45 days prior to the Annual Meeting. The full membership is then notified in writing a minimum of 20 days prior to the Annual Meeting of the Association where they may be adopted, amended or repealed by a majority vote.

The Advisory Committee to the Gillette Hayden Memorial Foundation (GHMF) shall be composed of three members. The Secretary/Treasurer shall serve as the Chair of the Advisory Committee. The Committee shall function to determine to whom, in what amounts, at what time and under what conditions, disbursements shall be made for purposes of granting loans, scholarship or other charitable purposes, including furtherance of graduate research in dentistry. In addition, the Committee shall notify all applicants of the granting or rejection of their requests for assistance. The Committee shall submit a report of the actions it has taken annually to the Gillette Hayden Memorial Foundation, and shall report to the AAWD Board of Trustees on the Committee's action prior to the AAWD Annual Meeting.

- C. Special: the President shall appoint such special committees as deemed necessary and identify their responsibilities, number of members and their Chairperson.

Section 3. By a majority vote, the Board of Directors may approve such standing committees, special committees or task forces as are deemed necessary and important to the development of

the Association. Each committee shall operate within the structure defined by the policies and procedures as approved by the Board of Directors.

Section 4. Each member of a committee shall serve the term indicated in the Board policies and may continue as such until his or her successor is appointed, unless the committee shall be dissolved sooner, or unless such member shall cease to qualify as a member thereof.

Section 5. Vacancies in the membership of any committee may be filled by appointments, as provided for in the case of the original appointments.

Section 6. Minutes or reports of all committee actions shall be provided to the President and the Executive Director of the Association.

ARTICLE X FINANCES

Financial procedures shall operate within the guidelines established in the policy and procedures as approved by the Board of Directors.

ARTICLE XI AAWD CHAPTERS

Section 1. Any local organization that meets the Board approved Component Organization policies may become a component of, and be considered a valuable asset of, this Association; provided that the Board Directors of the Association has approved a charter of the local organization in accordance with such requirements as to membership, organization, procedure and financial responsibility that the Board may from time to time prescribe.

ARTICLE XII
DISCIPLINE AND EXPULSION OF MEMBERS

Section 1. Reprimand or Termination of officers and Directors

- A. If the recommendation of the Board of Directors is for a reprimand or removal from membership, the accused shall be entitled to a hearing before the Executive Committee where the opportunity to present a defense to the charges of infraction set forth shall be afforded.
- B. Reprimand of an officer or removal from office can only occur on unanimous vote of the Executive Committee, excepting the vote of the accused.
- C. Any Officer or Director absent from two consecutive Board of Directors meetings may be automatically terminated from the Board of Directors with a majority vote of the Executive Committee.

Section 2. Reprimand or Termination.

- A. If the recommendation of the Board of Directors is for a reprimand or removal from membership, the accused member shall be entitled to a hearing before the Board of Directors where the opportunity to present a defense to the charges of infraction set forth shall be afforded.
- B. Reprimand of a member or removal from membership can only occur on a two-thirds vote of the Board of Directors present and voting, provided that a quorum is present.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

All meetings of the Association and of the Executive Committee and the Board of Directors shall be conducted according to the principles of parliamentary law, the current edition of The Standard Code of Parliamentary Procedure, by Alice Sturgis, being the authority subject to such special rules as may be adopted.

Section 2. All members of chapters must be AAWD national members to use the title of AAWD in their name. The faculty advisor for the student chapter must also be a national member. Each chapter must submit a list of membership to the Association on annual basis.

Section 3. No component organization shall use the name of the Association in any manner whatsoever unless duly authorized to do so by the Board of Directors of the Association.

Section 4. Each chapter must report activities to the Association Headquarters annually.

Section 5. Chapters may be revoked at any time in such manner and after such investigation as the Board of Directors of the Association may deem necessary. Upon revocation of a student chapter all funds in the organization and all organization records shall be returned to the Association.

ARTICLE XIV INDEMNIFICATION

Each officer, director, committee member, team member, employee and other agent of the Association shall be held harmless and indemnified by the Association , to the full extent permitted by the laws of the State under which the Association is incorporated, against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon such person in proceeding, or the settlement or compromise thereof, to which such person may be made a party by reason of an action taken or omitted to be taken by such person as an officer, director, committee member, team member, employee or agent at the time such liabilities, costs or expenses are imposed or incurred and, in the event of such person's death, shall extend to such person's legal representatives. To the extent available as determined from time to time by the Board of Directors of the Association, the Association shall insure against any potential liability hereunder.

ARTICLE XV AMENDMENTS

The Bylaws may be adopted, amended or repealed at any annual meeting by a majority vote of members present and voting or by a majority vote of members voting by electronic or mail vote, provided that the proposed amendments have been submitted by any electronic means or mail to the full membership at least 20 days prior to the Annual Membership or Special Meeting of the Association.

Minor non-substantive changes to the Bylaws can be made to correct errors and omissions that do not alter the meaning and purpose of the statement. Such changes shall first be approved by the Board of Directors.