



Bylaws of the Academy of General Dentistry Foundation

The Foundation was incorporated October 18, 1972, in the state of Illinois, and is exempt under section 501 (c) (3) of the Internal Revenue Code, as a vehicle to accept tax deductible contributions for the purpose of supporting charitable and educational programs. As such, it is an educational foundation eligible to receive tax-deductible contributions from individuals and corporations. The first funds collected were reported to have been used for the purpose of assisting in financing a dental exhibit at the Chicago Museum of Science and Industry.

Until July 1988, the full AGD Board served as the Foundation Board of Directors. In 1987, a five-person committee was appointed by the AGD Board to develop a long range plan for the AGD Foundation and recommendations for the creation of a permanent entity responsible for the regular planning and oversight of the Foundation.

The AGD Board passed a resolution at its meeting October 9-10, 1987 regarding the restructuring of the AGD Foundation.

“Resolved, that the AGD Foundation be restructured effective July, 1988, and be it further Resolved, that a new AGD Foundation Constitution and revised AGD Foundation Bylaws, as recommended by the Ad Hoc Committee on the AGD Foundation, be now adopted, for implementation at that time.”

AGD Foundation Core Purpose Adopted 2/25/06

To further the goals and ideals of the Academy of General Dentistry and the people it serves.

AGD Foundation Core Values Adopted 2/25/06

- A – Advancing AGD initiatives.
- G – Giving back to the profession of general dentistry.
- D – Developing innovative educational opportunities.
- F – Fostering the excellence of oral health care.

BYLAWS OF THE ACADEMY OF GENERAL DENTISTRY FOUNDATION

CHAPTER I

Name, Core Purpose and Organization

Section 1. The name of this foundation shall be the Academy of General Dentistry Foundation (hereinafter referred to as the Foundation).

Section 2. The Core Purpose of the Foundation is to further the goals and ideals of the Academy of General Dentistry and the people it serves.

Section 3. The following are the goals of the Foundation (**Adopted 2/25/06**):

1. To enhance the awareness of the Foundation and its purpose.
2. To raise funds and provide grants for educational and charitable initiatives such as outreach programs initiated by AGD constituents.

These goals are consistent with the purposes specified in Section 501 (c) (3) of the Internal Revenue Service Code and are not intended to include purposes or authorized powers different from or in addition to those provided in the Articles of Incorporation of the Foundation.

Section 4. The Foundation is incorporated in the State of Illinois as a not-for-profit charitable organization. Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, distribute remaining funds in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code as the Board of Directors shall determine.

Section 5. Code of Parliamentary Procedure: The rules contained in the current edition of the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern the deliberations of the AGD Foundation in all cases in which they do not conflict with standing rules or with the Constitution and Bylaws.

CHAPTER II

Board of Directors

Section 1. Members. The affairs of the Foundation shall be managed by a Board of Directors (hereinafter referred to as the Foundation Board), consisting of twelve (12) members.

Those twelve (12) members shall be as follows:

At least eight (8) dentists, all of whom must be members in good standing of the Academy of General Dentistry (AGD), chosen at-large, regardless of past leadership roles in AGD, through an application process.

At least one (1) member must be a current member of the AGD Board.

Up to one (1) member may be an Executive Director or Executive Secretary of an AGD Constituent or Region.

Up to four (4) members may be individuals who through their influence, are capable of significantly furthering the purposes of the Foundation.

All members will be chosen for their interest in, and skill sets that might be advantageous to the Foundation.

The AGD President, President-Elect, and AGD Executive Director may serve as consultants without the right to vote upon invitation from the AGDF Board.

Section 2. Terms of Office.

- A. Each member of the Foundation Board shall serve a term of two years.
- B. No member may serve more than three (3) consecutive terms. If a Director is appointed to the Foundation Board to fill an unexpired term, that Director is still eligible to serve up to three (3) terms or eight (8) years maximum.
- C. A term of office shall begin at the close of the Foundation Board meeting associated with the House of Delegates at which the vacancy was effective, and it shall end at the close of the Foundation Board meeting associated with the House of Delegates in two (2) years.
- D. Members can be elected to return to the Foundation Board after one term (2 years) of absence from the Foundation Board.

Section 3. Election to the Board

- A. Nominations for upcoming vacancies on the Foundation Board will be accepted by the Governance Committee from any individual or agency inclusive of outside organizations. At least six months prior to annual elections, the Foundation Board shall announce to the AGD membership, the upcoming vacancies and election date, and it shall encourage submission of nominations for those upcoming vacancies.
 - 1. The Foundation Board shall request the AGD Board to suggest AGD Board members and any other suggestions for nominations to the Foundation Board. For each suggested nominee, the AGD Board will be asked to provide credentials and the reasons that person is suggested for service on the Foundation Board.
 - 2. The Foundation Board shall consider the AGD Board suggested nominees along with Foundation Board nominees and develop a slate of candidates, inclusive of the product of the provisions mentioned herein, Chapter II, Section I.
 - 3. The AGDF Board shall vote to approve a slate of candidates. In order to be selected, a nominee must receive a majority vote from the voting incumbent members.
 - 4. The Foundation Board will present the slate of nominees to the AGD Board for ratification.
 - 5. Failure to receive AGD Board ratification will result in a recommencement of the process articulated in Chapter II, Section 3.
- B. The incumbent Foundation Board shall elect all members of the Foundation Board, as defined in chapter II, Section 1, of these bylaws by ballot in sufficient time to submit the

slate of nominees to the AGD Board for their meeting associated with the AGD House of Delegates for ratification.

- C. Incumbent members who have served less than three (3) terms shall be automatically on the ballot unless their resignation is received by the Governance Committee at least 60 days before the election.
- D. Nominations from the floor are permitted even if the initial nominations are made by the Governance Committee.
- E. The names of new members of the Foundation Board shall be published and made available to the AGD membership.

Section 4. Vacancies. In the event of a vacancy on the Foundation Board of any member, the President of the Foundation Board may appoint a replacement to serve the unexpired term until such time as the AGD Foundation Board can vote to ratify the replacement Foundation Board member then send it to the AGD Board to be ratified.

Section 5. Duties. The Foundation Board of Directors shall have the following duties:

- A. To carry on and administer all business and affairs of the Foundation.
- B. To plan and execute programs and projects consistent with the goals of the Foundation.
- C. To identify sources and secure funding for the Foundation.
- D. To receive, hold, invest, allocate and distribute all money or revenue from the assets of the Foundation.
- E. To recommend amendments to the Articles of Incorporation and to the Bylaws.
- F. To retain the services of a management team as needed for the conduct of the affairs of the Foundation.
- G. To appoint committees to assist in carrying out the work of the Foundation.
- H. To submit an annual report summarizing its activities to the AGD Board.
- I. To elect officers as provided in these Bylaws and to determine their powers and duties.
- J. To actively support all policies, programs and resolutions put forth by the Foundation Board.

Section 6. Meetings of the Foundation Board.

- A. Time and place. The summer meeting of the Foundation Board shall be held each year at the same time and place as the Scientific Session of the Academy of General Dentistry. Other meetings shall be held at a time and place designated by the Foundation Board.
- B. Notice of meetings. Notice of meeting(s) shall be sent by the Secretary/Treasurer or designee to all Foundation Board members at least thirty (30) days before meetings. Notice may be by electronic means. Notice may only be waived in writing signed by the person entitled to notice or by attendance at the meeting except where the Foundation Board Director attends for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or convened. An emergency meeting can be called by the President and/or the Executive Committee of the Foundation Board as deemed necessary.
- C. Quorum. (2/3) or (8 of 12) Foundation Board members shall constitute a quorum.
- D. Mail or electronic ballots may be submitted to the members of the Foundation Board in the form of a resolution, which shall be accompanied by sufficient information to permit an informed vote. The Foundation Board may act without a meeting only by unanimous signed written consent, including electronic consent.

Section 7. Removal from the Foundation Board. A Foundation Board member, including officers, can be removed from the Foundation Board by a (2/3) or (8 of 12) vote of the members of the Foundation Board for neglect of duty or misconduct. Such removal decision would require ratification by the AGD Board upon majority vote.

Before a Foundation Board member or officer can be removed, the following procedures shall be followed by the Foundation Board:

- A. Notice: The Foundation Board member in question shall be notified in writing of the charges and of the time and place of a hearing, such notice to be sent by registered mail to his/her last known address and mailed not less than thirty (30) days prior to the date for the hearing. The Foundation Board member in question may request and shall be granted one (1) postponement of the hearing for a period not to exceed thirty (30) days.
- B. Charges: The written charges shall include an official certified copy of the alleged instance(s) of neglect of duty or misconduct.
- C. Hearing: The Foundation Board member in question shall be entitled to a hearing at which he/she shall be given the opportunity to present a defense to all charges brought. The Foundation Board member in question and/or the Foundation may be represented by legal counsel.
- D. Decision: Each decision which shall result in removal from the Foundation Board shall be reduced to writing and shall specify the charges made against the Foundation Board member, the facts which substantiate any or all of the charges, and the verdict rendered.

- E. Appeals: After a decision regarding removal or retention of the Foundation Board member in question has been ratified by the AGD Board, no appeal of this decision may be made.

CHAPTER III

Elective Officers

Section 1. The elective officers of the Foundation Board shall consist of a President, a Vice-President, and a Secretary/Treasurer.

- A. Election. All officers shall be members of the Foundation Board and shall be elected by (2/3) or (8 of 12) vote of the Foundation Board members during the Foundation Board meeting associated with the House of Delegates.
- B. Terms of Office
 - 1. The office of the President and Vice-President shall serve a term of one (1) year. The office of Secretary/Treasurer shall serve a term of office of two (2) years.
 - 2. A term of office shall begin at the close of the AGD Foundation Board meeting associated with the House of Delegates at which the election took place and it shall end at the close of the next AGD Foundation Board meeting associated with the next House of Delegates. The President and Vice-President shall serve for the term of one (1) year with the Vice-President succeeding the President. The Secretary/Treasurer shall serve a two (2) year term and can be elected to a second term.
 - 3. No member of the Foundation Board shall hold more than one (1) Board office at the same time.
 - 4. All Directors must serve one-year on the Foundation Board before they are eligible for office.
- C. Vacancies
 - 1. In the event of a vacancy in the office of Vice President or Secretary/Treasurer, the President, shall appoint a successor to serve in the office until the next meeting of the Foundation Board, at which time the Foundation Board shall elect one of its members to fill the unexpired term.
 - 2. In the event of a vacancy in the office of President, the Vice-President shall assume the office of President for the unexpired term. The President, , shall appoint a member of the Foundation Board to serve as Vice-President until the next meeting of the Foundation Board, at which time the Foundation Board shall elect one of its members to serve as Vice-President for the unexpired term.
- D. Removal from Office. Officers can be removed from office by (2/3) or (8 of 12) vote of the remaining Foundation Board members at a meeting of the Foundation Board, provided that the removal procedures are followed as stated in Chapter 2, section 7.

Section 2. Duties

A. It shall be the duty of the President:

1. To be the executive officer of the Foundation Board;
2. To supervise the affairs and control the business of the Foundation Board;
3. To preside at all meetings of the Foundation Board without the right to vote except in the case of a tie;
4. To serve as an ex officio member on all committees, without the right to vote with the exception of not playing any role on the Governance Committee ;
5. To appoint members to all committees of the Foundation Board except the Board Development Committee which shall be elected, each year, by the Foundation Board;
6. To make interim appointments of members to various offices;
7. To submit an annual report to the Foundation Board;
8. To submit an annual report to the AGD Board;
9. To have such other powers and perform such other duties as may be prescribed by the Foundation Board or these Bylaws.

B. It shall be the duty of the Vice-President:

1. To assist the President in the performance of his/her duties;
2. To serve as a consultant on all committees, without the right to vote with the exception of not playing any role on the Governance Committee;
3. To immediately assume the office of President and complete the term in the event of a vacancy in that office;
4. To preside at all meetings of the Foundation Board in the temporary absence of the President;
5. To have such other powers and perform such other duties as may be prescribed by the Foundation Board or these Bylaws.
6. To succeed to the office of President at the close of the Foundation Board meeting associated with the House of Delegates in which election took place and it shall end at the close of the next Foundation Board meeting associated with the House of Delegates.

C. It shall be the duty of the Secretary/Treasurer to oversee the following:

1. That the minutes of each meeting of the Foundation Board are kept;
2. That the minutes of each Foundation Board meeting are submitted to the Foundation Board prior to the next meeting for approval at that meeting;
3. To support the staff in performing these duties through the Executive Director of the Foundation:
 - a. To ensure that all records of the Foundation are properly kept;
 - b. To conduct or supervise all Foundation Board correspondence;

- c. To ensure that updated Bylaws and Rules and Procedures are maintained;
 - d. To ensure that adequate and proper accounts of the funds of the Foundation are kept;
 - e. To ensure that funds of the Foundation are properly deposited as directed by the Foundation Board.
- 4. To serve as a bonded custodian of all Foundation funds;
 - 5. To have authority with the Executive Director, in accordance with policy established by the Foundation Board, to sign checks and disburse Foundation funds;
 - 6. To submit an annual fiscal report to the Foundation Board;
 - 7. To have such other powers and perform such other duties as may be prescribed by the Foundation Board or these Bylaws.

CHAPTER IV - Committees

Section 1. Executive Committee

- A. **Members:** The Executive Committee shall consist of the President, Vice-President and Secretary/Treasurer. The Foundation Executive Director shall be a non-voting ex-officio member. The chair of the Executive Committee shall be the President.
- B. The Executive Committee may act in the place and stead of the Board of Directors between board meetings on all matters, except those specifically reserved to the Board by law or these bylaws, pursuant to a delegation of authority to the Executive Committee by the Board of Directors.
- C. The Executive Committee shall, in intervals between meetings of the Board of Directors, hold such meetings as it may deem proper in order to carry out its functions. A majority of the voting members of the Executive Committee shall constitute a quorum at any duly called meeting of the Executive Committee. The President shall call such meetings of the Executive Committee as business of the Foundation may require, or a meeting shall be called on request by two (2) voting members of the Executive Committee.
- D. The Executive Committee shall submit to the Board of Directors a written record of any actions it shall take on behalf of the Foundation. Actions of the Executive Committee shall be ratified at the next Foundation Board meeting.

Section 2. Governance Committee

The Governance Committee shall be a standing committee of the Board appointed by the President upon ratification of the Board.

The duties of the Governance Committee shall be:

- A. To accept nominees and resignations for all board positions and to set forth a slate of candidates for those positions at the appropriate time.
- B. Periodically review the Bylaws of the Foundation, and recommend as needed changes to the Board for approval.

Section 3. Special Committees

The President, with the approval of the Board of Directors, shall appoint such committees, sub-committees, or task forces as are necessary and which are not in conflict with other provisions of these bylaws. The duties of any such committees shall be prescribed by the Board of Directors upon the committees' appointment.

CHAPTER V

Appointive Officer

Section 1. An Executive Director may be retained by (2/3) or an (8 of 12) majority vote of the members of the Board. All duties of such Executive Director shall be executed in accordance with these Bylaws or by resolution of the Foundation Board.

Section 2. It shall be the duty of the Executive Director:

- A. To oversee the implementation of the Foundation policies and programs under the guidance of the Foundation Board;
- B. To supervise all employees and agents of the Foundation;
- C. To serve as a member of the Foundation Board and the Executive Committee, without the right to vote;
- D. To make an annual report to the Foundation Board and the AGD Board;
- E. To have authority with the Secretary/Treasurer, in accordance with policy established by the Foundation Board, to sign checks and disburse Foundation funds;
- F. To have such other powers and perform such other duties as may be prescribed by the Foundation Board or these Bylaws.

CHAPTER VI

Financial Policy and Administration

Section 1. The fiscal year of the Foundation shall be January 1 to December 31, inclusive.

Section 2. The Foundation Board may authorize any member, officer, employee or agent of the Foundation to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

Section 3. The Foundation Board may accept on behalf of the Foundation any gift, grant, bequest or devise for the general purposes or for specific purposes of the Foundation.

Section 4. Funds of the Foundation on deposit with any bank or trust company shall be subject to withdrawal on the signature of such person or persons as may be determined by these bylaws or by resolution of the Foundation Board.

Section 5. All funds of the Foundation shall be used only for the administration of the Foundation and for projects, programs and activities which are in furtherance of the purpose of the Foundation.

Section 6. All accounts of the Foundation shall be audited annually by persons who shall be selected by the Foundation Board. A copy of the report of said audit shall be delivered to the Foundation for review annually by its Board.

Section 7. No part of the net income of the Foundation shall inure to the benefit of or be distributable to its members, or officers, or other private persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws or the Articles of Incorporation.

CHAPTER VII

Indemnification

Each officer, director, committee member, employee, and other agent of the Foundation, who was or is a party to any action, suit or proceeding by reason of the fact that he or she is or was an officer, director, committee member, employee or agent of the Foundation shall be held harmless and indemnified against all costs, expenses, attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, provided that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

The indemnification provided by this chapter shall inure to the benefit of the heirs, executors and administrators of such person entitled to indemnification under this chapter.

CHAPTER VIII

Amendments

Section I. Amendments of Articles of Incorporation.

- A. Recommendation to amend. A recommendation to amend the Articles of Incorporation may only be made by an affirmative vote of (2/3) or (8 of 12) of the members of the Foundation Board, provided that a copy of the proposed amendment is sent to the members of the Foundation Board at least thirty (30) days before the meeting. If it is impossible to give thirty (30) days' notice of the proposed amendment, such provisions of the Bylaws may be amended at a meeting of the Foundation Board by a unanimous vote of all twelve (12) members of the Board.
- B. Power to amend. The Articles of Incorporation may be amended only by a (2/3) or (8 of 12) vote of the members of the Foundation Board. Amendments shall be ratified by the AGD Board.

Section 2. Amendments to the Bylaws.

- A. Recommendation to amend. A recommendation to amend the Bylaws may only be made by an affirmative vote of (2/3) or (8 of 12) of the members of the Foundation Board, provided that a copy of the proposed amendment is sent to the members of the Foundation Board at least thirty (30) days before the meeting. If it is impossible to give thirty (30) days' notice of the proposed amendment, such provisions of the Bylaws may be amended at a meeting of the Foundation Board by a unanimous vote of all twelve (12) members of the Board.
- B. Power to amend. The Bylaws may be amended only by (2/3) or (8 of 12) vote of the members of the Foundation Board. Amendments shall be ratified by the AGD Board.

(Amended Bylaws approved by the AGD Board at their AGD 22-23 Board Meeting II, March, 2023).