



Adopted 10/06/18

## Bylaws of the New England Academy of Cosmetic Dentistry

### Article I – Name and Location

- Name** The name of this association shall be the New England Academy of Cosmetic Dentistry, alternatively known by the acronym NEACD.
- Location** The office of The New England Academy of Cosmetic Dentistry may be at such location as determined from time to time by its Board of Directors.

### Article II - Membership

- Eligibility** Membership in the New England Academy of Cosmetic Dentistry shall be open to any person, firm, corporation or organization that supports the objectives, purposes and mission of the NEACD.
- Classification** Classifications of members, eligibility for and the privileges of specific classes of membership, shall be as determined from time to time by the Board of Directors, except as specified elsewhere in these Bylaws.

The membership classes shall be:

- General Member** with the right to nominate and vote for Directors and all elected officers and eligible to hold any office
- Student Member** without the right to vote other than as specifically provided by the Board of Directors

Membership in the American Academy of Cosmetic Dentistry is encouraged, but not required to be a member of NEACD.

### Article III – Business Meetings

- Biannual** The biannual meeting of the Members of The New England Academy of Cosmetic Dentistry shall be held at such place and on such dates as may be determined by the Board of Directors.
- Special** Special meetings of the members may be called by the President or by resolution of a majority of the Board of Directors or may be called upon petition of ten percent (10%) of the members in good standing as of the date of filing the petition. Such petition shall be filed with the Secretary.
- Notice** Notice of the time and place of meetings of the Members or any adjournment thereof, shall be sent to all Members via mail or other agreed upon method not less than thirty (30) days prior to the date thereof.
- Quorum** A quorum shall consist of ten percent (10%) of the members in good standing registered as attending any officially called business meeting.
- Voting** All motions shall be adopted by majority of the legal votes cast by members in good standing, who are registered and present at any officially called business meeting of the New England Academy of Cosmetic Dentistry or any sub-unit of the NEACD, unless in conflict with a provision of these Bylaws, in which event the Bylaws shall apply. The leadership shall be elected at the biannual meeting as determined by the Board of Directors.

### Article IV – Board of Directors

- Composition** The power of the organization shall be vested in its Board of Directors (up to 11). They will consist of the three (3) or four (4) active officers and up to seven (7) Directors at Large.
- President**  
**President-elect (the offices of President-elect and Treasurer may be combined at the discretion of the Board of Directors)**  
**Treasurer**  
**Secretary**  
**Directors at Large (up to 7)**
- Election** Directors shall be elected at-large by all members in good standing and have the right to vote
- Term** Directors shall serve for a term of two (2) years and may run for re-election. The Board may select members to fill an open Board position until their successors have been elected and assume office. The President shall serve for two (2) years. The President-elect also serves for two years and then assumes the office of the President, serving the 2 year term of this office. Elections will be held biennially.
- Authority & Responsibility** The Board of Directors may retain and compensate consultants as it deems necessary to carry out the functions of the NEACD. The Board of Directors shall:
- Have supervision, direction and control of the affairs of the NEACD
  - Determine its policies and be accountable for the NEACD assets

- Have authority to contact on behalf of the NEACD
- Adopt such rules, policies and procedures for the conduct of the business of NEACD as it shall deem advisable
- Have authority to establish and oversee committees, task forces, commissions and other ad hoc work groups
- Have authority to indemnify Directors, officers, employees and agents in accordance with law

The Board of Directors shall have and exercise all other powers necessary or convenient to affect any or all of the purposes for which the NEACD is formed. The Board of Directors may delegate any of its authority and responsibility unless specifically prohibited by these Bylaws or by law.

**Adoption of Policies**

Policies and procedures for the conduct of the business of the NEACD shall be adopted by a majority vote of the Directors. All policies shall be in conformance with the Bylaws and Mission Statement of the NEACD and shall be consistent and compatible with the rules and policies of the American Academy of Cosmetic Dentistry. Policies shall remain in effect until modified or rescinded by the Board.

**Removal**

An elected Director may be removed from office for cause by majority vote of the Members voting on the issue.

**Standing Committees**

The Board shall have the following standing committees:

**Executive Committee** consisting of the President, President-elect, Treasurer and Secretary. Pursuant only to delegation of authority by the Board of Directors, the Executive Committee may act for the Board in managing the day-to-day operations of the NEACD, in accordance with the policies established by the Board of Directors. All actions undertaken by the Executive Committee shall be reported to the full Board of Directors no later than at the next scheduled Board meeting. Any two (2) members of the Executive Committee shall constitute a quorum. The President shall call such meetings of the Executive Committee as the business of the NEACD may require. A meeting may be called at any time on the request of any two (2) members of the Executive Committee.

**Budget and Finance Committee** has the responsibility for submitting an annual budget to the Board of Directors and has general oversight of the financial affairs, including investments of any reserve funds. The Committee shall have at least three (3) members consisting of the Secretary, Treasurer, a Director at large and the President-Elect, who shall chair the Committee.

**Nominating Committee** shall be the entire Board of Directors. This Committee shall have the responsibility of presenting a slate of one (1) nominee for each elective position to the membership for election. The chair will be elected by the Committee from its members.

**Continuing Education Committee** shall be responsible for maintaining compliance and accreditation with the Academy of General Dentistry and/or any other national organization deemed credible by the Board of Directors, for issuing CE certificates, and have overall responsibility for reporting of continuing education activities. It shall consist of the President, President-Elect and at least one other Director at Large and will elect its own chair as needed.

Except as provided above, the President shall appoint the chair of all committees and ad hoc work groups subject to the approval of the Executive Committee.

## **Article V –Governance Meetings, Quorums and Standards of Conduct**

<b>Regular Meetings</b>	The Board of Directors shall each hold meetings at such time and place as shall be designated by the President. Attendance may be in person or by telephone or other electronic means, provided that all persons participating in the meeting can communicate with each other in real time.
<b>Special Meetings</b>	<p>Special meetings may, from time to time, be necessary to consider some business of urgent nature, which cannot be delayed until the next regularly scheduled meeting. Special meetings of Directors may be held on twenty-four (24) hour notice at the call of the President, or in the absence or incapacity of the President, the President-elect, or at the call of the majority of the members of the Board of Directors, or any three (3) members, with at least one (1) who is a director and one (1) being an officer.</p> <p>Every reasonable effort will be made to notify all members of the respective Board as to the date, place and time of special meetings as early as possible after the decision to call such meeting.</p>
<b>Notice</b>	Except as provided for Special Meetings, notice stating the time and place of meetings shall be delivered to each Director, or where applicable, not less than five (5) nor more than fifty (50) days before the date of the meeting, either electronically or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail (or comparable commercial mail service) addressed to the Director at their address of record, with appropriate postage thereon prepaid. Notice may be waived with the written or electronic consent of all of the members of the affected Board.
<b>Attendance And Quorum</b>	A majority of the members of a Board shall constitute a quorum for the conduct of business and the act of a majority present at any meeting at which there is a quorum shall be the act of that Board, except as may be otherwise provided by statute, by the Articles of Incorporation or the Bylaws. If a quorum shall not be present at any meeting of the Board, those present may receive and review reports, which do not require Board action and/or they may adjourn the meeting from time to time until a quorum shall be present.
<b>Written Consent</b>	Any action required or permitted to be taken at any meeting of the board may be taken without a meeting if all of the members of that board consent thereto in writing, whether done before or after the action so taken; and the writing or writings shall be filed with the minutes of proceedings of the board. Any action required or permitted to be taken at any meeting of a committee or ad hoc work group likewise may be taken without a meeting, if all members of the committee or work group consent thereto in writing, whether done before or after the action so taken; and the writing shall be filed with the minutes of proceedings of the committee or work group. Written consent shall include electronically recorded consent.
<b>Absence</b>	Any elected Director who shall have been absent from two (2) consecutive regular meetings of the Board during a single administrative year, shall automatically vacate the seat on the Board and the vacancy shall be filled by the Board. However, the Board shall consider each absence as a separate circumstance and may expressly waive such absence by affirmative vote of the majority of its members.

**Standards of Conduct** No Director shall realize economic gain from an action of the Board of Directors in which that member participated. Whenever the Board of Directors is considering any action that would have a direct bearing on the business or professional interests of a Director, or the firm or corporation of which the member is an office, employee, or owner, that Director shall be required to advise the Board of Directors of the pertinent facts.

**Vacancies** Vacancies on the Board of Directors shall be filled by appointment by the Board of Directors. Such appointed Director shall serve only until the next regularly scheduled election. A vacancy may occur by the resignation, death, incapacity or removal of an incumbent, or when there is no candidate for election to a position.

**Contingency** If the President-Elect leaves office before the end of his/her two year term or chooses not to assume the office and duty of President, then the Board of Directors shall appoint someone to assume the President-Elect position and nominate a candidate for President to be elected at the next membership meeting.

## **Article VI – Officers**

**General** The officers of the New England Academy of Cosmetic Dentistry shall be the President, President-elect, Treasurer and the Secretary. The offices of Treasurer and Secretary may be combined at the discretion of the Board of Directors. The President-elect, Treasurer and Secretary shall be elected biannually at-large by a majority of the Members.

**President** The President shall be the chief executive officer of the NEACD and shall preside at all Membership meetings. The President shall be an ex-officio member of all committees, action groups, task forces or other subdivisions created within the NEACD, except the Nominating Committee. The President may vote only to make or break a tie, except as a member of the Executive Committee. This provision shall not prohibit the President from voting, as a member, on matters presented to the membership for vote by ballot. The term of office is two (2) years.

**President-elect** In the absence or inability or willful refusal to act as President, the President-elect shall perform the duties of President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If the President leaves the office before the term expires, then the President-elect fills in the remaining term of office. Once that is complete, the President-elect is then allowed to serve his elected term of office. The President-elect shall perform such other duties as from time to time may be assigned by the President or the Board of Directors. The term of office is two (2) years where by the President-elect immediately ascends to the position of president for a two (2) year term.

**Treasurer** The treasurer of the organization will be responsible for the collection, safekeeping and expenditure of all the organization's funds. An accurate financial record will be kept at all times and reported at each Board meeting. An audit will be completed every 6 years. The term of office is two (2) years.

**Ascension of Officers** Upon completion of the term of office, the President-elect shall automatically serve the role of the President.

**Secretary** The Secretary shall be responsible for supervising provision of notice of all meetings, maintaining corporate minutes, the organization's Bylaws and fulfilling those duties required by law. The Secretary is also responsible for the maintenance and accuracy of the organizations policy manual. The term of office is two (2) years.

## **Article VII – Finances**

**Accounts** The New England Academy of Cosmetic Dentistry may maintain such bank and investment accounts as the Board of Directors shall determine.

**No Private Benefit** The Corporation shall not pay dividends or distribute any part of its income or profit to its members, directors, governors or officers. By resolution of the Board, reasonable reimbursement and expenses of attendance may be paid for attendance at each regular or special meeting of the Boards, or any committee or ad hoc work group of either Board. Reasonable reimbursement may be paid to members, directors, governors, officers or staff for services rendered.

## **Article VIII – Indemnification**

To the fullest extent permitted or required by the applicable sections of state law, each director, officer or employee of the corporation, including the heirs, executors and administrators of each director, officer or employee shall be indemnified by the corporation [which shall include advancement of funds], against all costs, expenses and amounts of liability therefore, including counsel fees, reasonably incurred by or imposed upon him or her;

1. In connection with or resulting from any action, suit, proceeding or claim to which he or she may be made a party, or in which he or she maybe or become involved by reason or his or her acts of omission or commission, or alleged acts of omission or commission, as such director, governor, officer or employee, or;
2. Subject to the provisions hereof; any settlement thereof; whether or not he or she continues to be such director, officer or employee at the time of incurring such costs, expenses or amounts and whether or not the action or omission to act on the part of such director, officer or employee which is the basis of such suit, action, proceeding or claim, occurred before or after the adoption of this Bylaw.

Provide, however, that such indemnification shall not apply with respect to any matter as to which such director, officer or employee shall be finally adjudged in such action, suit or proceeding to have been individually guilty of negligence or misconduct in the performance of his or her duty as such director, officer or employee.

Provided, however, that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim, when, in the judgment of the Board of Directors of the Corporation, such settlement and reimbursement appear to be for the best interests of the Corporation.

The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such director, officer or employee may be entitled under any insurance, agreement, resolution of the members or Board of Directors or otherwise.

### **Article IX – Parliamentary Authority**

The current edition of the Standard Code of Parliamentary Procedure (Sturgis) shall govern this organization in all parliamentary situations that are not provided for in the law, or in the Bylaws or adopted rules.

### **Article X – Amendments**

#### **General**

These Bylaws may be amended by the affirmative vote of a majority of the legal votes cast on the issue at a regularly scheduled business meeting of the New England Academy of Cosmetic Dentistry, or special meeting called for that purpose, provided that the essence and intent of the proposed amendment shall have been provided to all members by written or electronic mail or by publication in the official publication of record of the NEACD, at least thirty (30) days prior to the date of voting on the proposed amendment.

Amendments may be proposed by any member in good standing. Proposed amendments shall have support of five (5) members, as indicated by their signatures affixed the proposed amendment.

Except as provided otherwise in these Bylaws, proposed amendments shall be submitted in writing to the New England Academy of Cosmetic Dentistry's central office.

The Board of Directors shall schedule a vote on the proposed amendment by the members of the NEACD at the next business meeting of the NEACD.

### **Article XI – Dissolution**

The NEACD may be dissolved pursuant to the procedures prescribed by state law. In the event of dissolution, all funds and property of the NEACD shall be distributed to such other not-for-profit organizations, as the Board of Directors shall determine to have purposes and activities most nearly consistent with those of this organization.

**(continued next page)**

**Appendix A: Approved Affiliate Logo Art**



New England  
Academy of  
Cosmetic Dentistry



NEW ENGLAND ACADEMY OF COSMETIC DENTISTRY

**Appendix B: Mission Statement**

*Our mission is to empower the Cosmetic Dentists and Laboratory Technicians of New England by providing opportunities to develop the skills and knowledge to satisfy the public demand for excellence in cosmetic dentistry while promoting the professional relationships, education and networking to support this mission.*