

# BYLAWS OF THE FOUNDATION FOR DENTAL HEALTH EDUCATION

## ARTICLE I NAME

The name of the corporation is Foundation for Dental Health Education, hereinafter referred to as "Foundation."

## ARTICLE II MISSION

The Foundation for Dental Health Education is an organization dedicated to improving the dental health of the public.

The Foundation enhances the public's dental health awareness through funding of grants for educational dental health purposes.

The Foundation fulfills its mission by raising funds to provide services and resources. The Foundation shall have no members.

## ARTICLE III PURPOSE

To improve the dental health of the public by soliciting contributions to award grants and scholarships.

The Foundation is both organized and operated exclusively for one or more of the purposes specified in Section 501(C)(3) of the Internal Revenue Code. The purposes as stated in this Article are not intended to include purposes or authorize powers different from or in addition to those provided in the Articles of Incorporation of the Foundation for Dental Health Education.

## ARTICLE IV OFFICES

The Foundation shall have and maintain, in the State of Illinois, a registered office and a registered agent whose office is identical with such registered office, and may have such other offices, within or without the State of Illinois, as the Board of Directors may determine.

## ARTICLE V BOARD OF DIRECTORS

Section 1. Composition: The business and affairs of the Foundation shall be managed by its Board of Directors. The number of directors which shall constitute the Board shall not be less than seven (7) nor more than twelve (12). At any one time, no more than four (4) directors of the Alliance of the American Dental Association shall serve on the Board of Directors of the Foundation.

The President and Recording Secretary of the Alliance of the American Dental Association shall be ex-officio directors of the Board of Directors without the right to vote. Staff support shall be provided by the office of the Alliance of the American Dental Association.

Section 2. Eligibility: Directors of the Foundation for Dental Health Education must be members in good standing of the Alliance of the American Dental Association. One director may be a member in good standing of the American Dental Association.

Section 3. Election and Term: The Board of Directors shall be elected during the annual meeting of the Foundation Board of Directors from nominations put forth by the directors. The nominees' permission must be obtained in advance of their name being proposed. Directors are elected for two (2) year terms to begin immediately after the annual meeting. A director may serve up to four (4) consecutive terms. Foundation Board members must attend one meeting per year to remain on the FDHE Board.

Section 4. Vacancies: When a vacancy occurs, a successor shall be elected by the remaining directors of the Foundation to serve the remainder of the term. Any part of a term served shall be considered a full term.

Section 5. Meetings: The Board of Directors of the Foundation shall meet once a year, preferably concurrent with the Alliance of the American Dental Association's (AADA) Annual Session. Other meetings may be held during the time of AADA's Conference or when called by the Chairman. Meetings may be conducted via conference call.

Section 6. Quorum: A majority of the elected Board of Directors shall constitute a quorum for the transaction of business.

Section 7. Voting: Each director shall have one (1) vote. A vote of the majority of directors present and voting at any duly called meeting at which a quorum is present shall be necessary to exercise the powers of the Board of Directors.

Section 8. The FDHE Board may vote by mail, conference call or electronic communication to address urgent matters. A telephone conference call requires a majority vote for adoption. Mail ballot and electronic communication (e-mail) require a unanimous vote.

Section 9. Removal: Removal of a director shall be by a vote of the majority of the remaining directors. The director to be removed must be notified in advance of the vote.

Section 10. Resignation: Any director may resign by giving written notice to the Foundation. A resignation shall take effect at the date of receipt of such notice or at a time specified therein.

Section 11. Reports: the Treasurer shall present a report of finances and the other officers shall present reports of activity at all regular meetings of the Board of Directors. The Chairman or designated officer shall present a written report of finances and activity at the annual meeting of the Alliance of the American Dental Association.

Section 12. Compensation: While members of the Board of Directors shall serve without pay, they may be paid a sum for expenses incurred as determined by the Board.

## ARTICLE VI POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall determine the policies and manage the affairs of the Foundation.

The Board of Directors shall have the power to enact, amend and repeal the Articles of Incorporation and Bylaws of the Foundation as well as all other documents of the Foundation as necessary.

The Board of Directors may appoint special committees and designate the powers and duties of such committees. Chairmen of all standing committees shall be directors of and approved by the Foundation Board of Directors.

The Board of Directors may establish rules and regulations not inconsistent with these Bylaws and the Articles of Incorporation to govern the organization and procedures of the Board.

The Board of Directors shall possess all the powers permitted by operation of law or common to good corporate practice to achieve the purposes of the Foundation as stated in Article III of the Bylaws and Articles of Incorporation.

The Board of Directors may do any and all other acts necessary, proper or advisable to effectuate the purses of the Foundation.

In the exercise of any of the powers herein conferred, the directors shall be free and wholly exonerated from liability on account of any honest error of judgment or by reason of acts or things done, suffered or omitted in good faith and without willful default or neglect.

## ARTICLE VII OFFICERS

Section 1. The officers of the Foundation shall be Chairman, Secretary, Treasurer and one or more Vice Chairman. The Board of Directors may appoint such other officers and agents as needed. They shall hold their offices for such terms and perform such duties as shall be determined by the Board and these Bylaws.

Section 2. The officers of the Foundation shall be elected at the Annual Meeting by consensus of the current Board of Directors. Those elected to office shall be currently serving on the Board. Terms shall be for two (2) years. Each officer shall hold office until a successor has been elected. An officer may be elected for up to two (2) consecutive terms.

Section 3. Vacancy: Any vacancy occurring in any office of the Foundation may be filled by the Board of Directors for the unexpired term. The officer filling the vacancy shall be eligible for election to a new term following completion of the unexpired term.

Section 4. Removal: Elected or appointed officers may be removed by an affirmative vote of the majority of the Board of Directors. The elected or appointed officer to be removed must be notified in advance of the vote.

Section 5. Resignation: Any officer may resign by giving written notice to the Foundation. A resignation shall take effect at the date of receipt of such notice or at a time specified therein.

#### ARTICLE VIII STANDING COMMITTEES

Section 1. Composition: The Standing committees shall be: Constitution and Bylaws, Corporate Funding, Grant Review, Nominating, and Public Relations. The Foundation Chairman may appoint such other committees as deemed necessary by the Board of Directors.

Section 2. Constitution and Bylaws: There shall be a chairman, who shall also serve as the Parliamentarian of the Board of Directors, and members as needed. Responsibilities shall be to draft amendments as necessary or as required by law, and update Foundation documents as required.

Section 3. Corporate Funding: There shall be a chairman and members as needed. Responsibilities shall be to determine need and seek funding with Board approval.

Section 4. Grant Review: There shall be a chairman and members as needed. Responsibilities shall be to receive and review grant applications, issue grants in accordance with the law, and report to the Board.

Section 5. Nominating Committee: There shall be a chairman and two (2) members elected by the Board of Directors. A single slate of officers shall be presented every two years to the Board to be voted upon at the Annual Meeting. Nominees' permission must be obtained in advance of their name being proposed. The Chairman of the Board of Directors shall not serve on this committee.

Section 6. Public Relations: There shall be a chairman and members as needed. Responsibilities shall be to determine public relations needs, recommend plans to the Board of Directors and implement such plans when approved.

## ARTICLE IX FUNDS AND PROPERTIES

Section 1. Separation of Funds: The Board of Directors shall keep all properties of the Foundation as a separate and distinct fund. No funds or properties of the Foundation may be used for the general purposes of the Alliance of the American Dental Association.

Section 2. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

Section 3. Checks and Drafts: All checks and drafts and other orders for payment of money, notes and other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall be determined by resolution of the Board of Directors.

Section 4. Deposits: The funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies and other depositories as the Board of Directors may select.

Section 5. Gifts: The Board of Directors may solicit and accept, on behalf of the Foundation, any contribution, gift, bequest or devise for general purposes and any special purpose of the Foundation.

Section 6. Political Activity: No activities of the Foundation shall be used to influence legislation, and the Foundation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Section 7. Activities: Notwithstanding any other provision of these Articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a Foundation exempt from federal income tax under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a Foundation, contributions to which are deductible under Section 170 (C)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE X DISSOLUTION

Upon dissolution of the Foundation, the Board of Directors shall, after paying and making provision for the payment of all liabilities of the Foundation, dispose of all the

assets of the Foundation exclusively for the purposes of the Foundation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or to the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

#### ARTICLE XI PARLIAMENTARY AUTHORITY

The rules of parliamentary practice stated in Robert's Rules of Order, Newly Revised (Scott, Foresman) shall govern all proceedings of this Foundation when not in conflict with these Bylaws.

#### ARTICLE XII AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed at any meeting of the Foundation by a two thirds (2/3) majority vote of the voting members of the Board of Directors present and voting provided that the proposed amendments(s) or the intent to repeal has been presented, in writing, to each member of the Board of Directors at least thirty (30) days prior to the meeting at which action is to be taken.

Approved	October 5, 1991
Revised	September 22, 1998
Revised	October 5, 2005
Amended	October 16, 2008
Amended	March 26, 2009