

BY-LAWS

Georgia Academy of Cosmetic Dentistry 12/5/17

Vision

The Georgia Academy of Cosmetic Dentistry is dedicated to advancing the science and art of cosmetic dentistry for its members and their patients in the state of Georgia to support the following fundamental goals for member dentists and their patients:

- Dissemination of information on the latest techniques in cosmetic dentistry.
- Provide educational opportunities for member dentists and their support team to advance the standard of patient care in Georgia.
- Encourage and promote high standards of ethical conduct and patient care.
- Promote public awareness of advances in the dynamic field of cosmetic dentistry.

ARTICLE I - NAME AND LOCATION

- Name** The name of this association shall be **GEORGIA ACADEMY OF COSMETIC DENTISTRY**, alternatively known by the acronym "**GACD**". This organization is chartered by the American Academy of Cosmetic Dentistry (AACD), in accordance with the rules and guidelines established by AACD.
- Location** The office of the **GEORGIA ACADEMY OF COSMETIC DENTISTRY** may be at such location as determined from time to time by the Board of Directors.

ARTICLE II - MEMBERSHIP

- Eligibility** Membership in the **GEORGIA ACADEMY OF COSMETIC DENTISTRY** may be open to any person, firm, corporation, or organization that supports the objectives, purposes and mission of the **GEORGIA ACADEMY OF COSMETIC DENTISTRY**.
- Classification** Classifications of members, eligibility for and the privileges of specific classes of membership, may be as determined from time to time by the Board of Directors, except as specified elsewhere in these Bylaws.
- Membership classes may be:
- | | |
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| 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 **GEORGIA ACADEMY OF COSMETIC DENTISTRY**.

ARTICLE III - BUSINESS MEETINGS

- Annual Meeting** The Annual Meeting of the Members of the **GEORGIA ACADEMY OF COSMETIC DENTISTRY** shall be held at such place and on such dates as may be determined by the Board of Directors.
- Special Meetings** Special Meetings of the Members may be called by the President or by resolution of a majority of the Board of Directors and may be called upon petition of ten (10) percent 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; may 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 (10) percent of the members in good standing registered as attending any officially called business meeting.
- Voting** All motions may be adopted by majority of the legal votes cast by the members in good standing who are registered and present at any officially called business meeting of the **GEORGIA ACADEMY OF COSMETIC DENTISTRY**, or any sub-unit of the **GEORGIA ACADEMY OF COSMETIC DENTISTRY**, unless in conflict with a provision of these Bylaws, in which event the Bylaws shall may apply.

ARTICLE IV - BOARD OF DIRECTORS

Composition And Requirements

The power of the organization shall be vested in its Board of Directors, which shall have seven (7) voting members as follows:

- 1 director shall be President
- 1 director shall be President- Elect
- 1 director shall be Vice- President
- 4 members at large

All officers shall be members of the American Academy of Cosmetic Dentistry and have actively served on the Board of Directors for at least a full term of two (2) years attending 80% of GACD Meetings and 80% of Board Meetings

Each officer will be part of a governance ascension from the time they become Vice President. Their duties will help train them to lead the GACD at a high level. Any Leadership Training offered by the AACD must be represented by at least one of the officers.

All members of the Board must be a dental professional (doctor or lab technician) or dental consultant vetted by the Nominating and Leadership Development Committee.

The Immediate Past President is a non-voting member of the Board.

The President may also appoint one to two (1-2) non-voting Advisory Board Members for a one (1) year term from the pool of Past presidents.

Total composition of the Board will not exceed 10 members.

Election and Term

The Vice President will be elected by all members in good standing at the GACD Membership Meeting. Their candidacy will be announced 30 days prior to the meeting and qualifications vetted by the Nominating and Leadership Development Committee.

Directors, other than ex-officio, will be elected by members in good standing of the Board after vetted evaluation of the Nominating and Leadership Development Committee. Directors shall serve for a term of two (2) years, or until their successors have been elected and assume office.

Authority & Responsibility

The Board of Directors may retain and compensate consultants as it deems necessary to carry out the functions of the **GEORGIA ACADEMY OF COSMETIC DENTISTRY**.

The Board of Directors shall:

- Have supervision, direction and control of the affairs of the **GEORGIA ACADEMY OF COSMETIC DENTISTRY**
- Determine its policies, and be accountable for **GACD** assets
- Have authority to contract on behalf of the **GACD**
- Adopt such rules, policies, and procedures for the conduct of the business of the **GACD** 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 effect any or all of the purposes for which the **GACD** 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 **GACD** shall be adopted by majority vote of the Directors. All policies shall be in conformance with the Bylaws and Mission of the **GACD** 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:

Program Committee is the educational arm of the Academy. It is responsible for identifying, acquiring, and hosting speakers, as well as, helping coordinate the logistics of educational events and developing and maintaining win- win relationships with vendors. It will have a Program and a Sponsorship Chair (the latter being the President Elect) and two (2) Board Members who while serving will be mentored to maintain continuity of previous activity and allow for growth in the future of the GACD. Two (2) "at large" members in good standing will also be appointed to help the meetings run more smoothly.

Nominating and Leadership Development Committee (NALDC) will have responsibility of identifying and growing new leaders for the GACD. It is responsible for vetting and presenting a slate of one (1) nominee for each elective position (Vice President, Board, and a NALDC "member at large"). The Committee shall have three (3) members selected annually, composed of the Immediate Past President, one selected from Board, and another "member at large" voted on by the membership.

During the first year of these new Bylaws, the Board selects two (2) members for the NALDC; the second year only one to be selected by the Board and the second recommended by the NALDC and voted on by the members.

The Nominating Committee will elect its own chair from among the three (3) members. The Nominating Committee is also responsible for setting policies for vetting candidates for positions. All policies must be approved by the Board of Directors

Past Presidents Advisory Committee will have the responsibility to advise the Board of Directors and officers by providing a historical perspective to current issues, to maintain the history of the Academy and to perform such other services as the Board may request.

ARTICLE V- GOVERNANCE, MEETINGS, QUORUMS, AND STANDARDS OF CONDUCT

Regular Meetings	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.
Special Meetings	<p>Special meetings may, from time to time, be necessary to consider some business of an urgent nature, which cannot be delayed until the next regularly scheduled meeting. Special meetings of Directors may be held on twenty-four 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 a majority of the members of the Board of Directors.</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>
Notice	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] days. Notice may be waived with the written or electronic consent of all of the members of the affected Board.
Attendance and Quorum	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. If a quorum shall not be present at any meeting of a Board, those present may receive and review any reports, which do not require Board action, and/or they may adjourn the meeting from time to time until a quorum shall be present.
Written Consent	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.
Absence	Any elected Director who has been absent from two [2] consecutive regular meetings of their respective Board during a single administrative year may have to vacate the seat on the Board and the vacancy shall be filled by the board. However, the Board can consider each absence as a separate circumstance and may expressly waive such absence by affirmative vote of a 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 officer, director, employee, or owner, that Director shall be required to advise the Board of Directors of the pertinent facts. Every Board member should disclose any conflict of interest.
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.

ARTICLE VI - OFFICERS

General	The officers of the GACD will be the President, President-elect, and Vice President. The Vice President will be elected annually at-large, by a majority of the Members. Any elected officer who serves six [6] or more months shall not thereafter be eligible for election to the same office.
President	The President will be the chief executive officer of the GACD 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 GACD, except the Nominating Committee. The President will also be responsible for sending an agenda 48 hours before Board meetings and drafting accurate meeting minutes that are distributed to the Board within 48 hours of the last meeting for final editing and approval
President-elect	In the absence or inability or willful refusal to act of the 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. 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 President Elect will be primarily responsible for Sponsorship of meetings and mentoring the Vice President regarding financial matters of the Academy.
Ascension of Officers	Upon completion of their term of office, the President-elect automatically becomes President, and the Vice President will become President-elect.
Vice President	The Vice President will serve as a co-chair of Program Committee, and be responsible for managing the financial matters of the Academy and perform such other duties as assigned by the Board of Directors. Any transactions over \$2,000.00 will require the added signature of the President.

ARTICLE VII - FINANCES

Accounts	The GACD 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 compensation 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 compensation 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;

- a. 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 of his or her acts of omission or commission, or alleged acts of omission or commission, as such director, governor, officer or employee, or;

- b. 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.

Provided, 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 will 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 - Amendments

General

These Bylaws may be amended by the affirmative vote of a majority of the legal votes casts on the issue at an annual business meeting of the **GACD**, 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 **GACD**, 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 **GACD's** central office.

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

ARTICLE X - DISSOLUTION

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

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