ACADEMY OF VETERINARY DENTISTRY

CONSTITUTION

ARTICLE I: NAME

The name of this corporation is ACADEMY OF VETERINARY DENTISTRY, INC., a non-profit, non-stock, membership-based corporation organized and incorporated under the laws of the State of Michigan on April 9, 1987. Hereinafter, the Corporation may be referred to as “Corporation” or “Academy.”

ARTICLE II: INCORPORATION

Section 1. The Academy of Veterinary Dentistry is incorporated under the laws of the State of Michigan as a not-for-profit educational organization operated exclusively for one of the purposes specified in Sec. 501 (c) (6) of the Internal Revenue Code.

Section 2. The term for which it is organized shall be perpetual; however, the Corporation, upon dissolution or termination, shall distribute all of its remaining assets and property, after necessary expenses have been paid, to a similar non-profit organization.

Section 3. No part of the net earnings of the Corporation shall inure to the benefit of any private individual.

Section 4. No substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 5. The Corporation may lease, and by gift, devise or purchase, own and operate real estate for the accomplishment of such purpose.

Section 6. The Corporation may exercise any and all power that a non-profit, non-stock Corporation organized under the laws of the State of Michigan for these purposes is authorized to exercise.

Section 7. The Corporation shall engage in and conduct the business of providing services without discrimination against any individual on the basis of race, color, sex, religious affiliation or national or ethnic origin.

Section 8. The Corporation shall carry on only activities permitted to be carried on by a corporation exempt from Federal income under the Internal Revenue Code of 1986, as amended, contributions to which are deductible.
ARTICLE III: OBJECTIVES

Section 1:
A. Promote advancement in the art and science of veterinary dentistry.
B. Provide individual and group instruction in veterinary dentistry and related disciplines by qualified professionals.
C. Encourage scientific investigation and the publication of those findings in the field of veterinary dentistry.
D. Promote continued improvement in the practice standards in and knowledge of veterinary dentistry.

Section 2. The Academy shall not, as a substantial part of its activities, engage in any activities that are not in themselves in furtherance of one or more of its objectives.

ARTICLE IV: MEMBERSHIP

Section 1. The types of membership shall be:
A. Charter Fellows: Members who successfully completed the very first credential and examination process held by the Academy.
B. Fellows: Veterinarians who have devoted a significant part of their professional career to practice, teaching, and research in veterinary dentistry, and who have completed the Academy’s credential requirements by July 1, 2015 and have passed the examination by December 31st, 2021.
C. Life Fellows: Fellows in good standing who have reached the age of 65 and been a member of the Academy for at least 10 years.
D. Honorary Members: Veterinarians or non-veterinarians who have made major contributions to the advancement of veterinary dentistry. Honorary Members must be nominated by one or more Fellows or Members, and approved by majority vote by the Credentials Committee, a majority vote by the Board of Directors, and by a two-thirds majority vote of the members present at the Annual Meeting. Notice of nominations scheduled for vote must be given to members one month prior to the Annual Meeting.
E. Inactive Fellows or Members: Fellows or Members of the Academy who through retirement or disability no longer actively practice veterinary dentistry. Inactive Fellows or Members do not have voting privileges or pay annual dues to the Academy. Members (Fellows and AVDC Diplomates) must petition the Board of Directors to be granted Inactive status. Reactivation of active status is made by payment of dues and a majority vote by the Board of Directors.
F. Members: Diplomates of the American Veterinary Dental College in good standing and who are not already an Academy Fellow.
G. In subsequent sections of the Academy Constitution and in the By-Laws, ‘member’ or ‘membership’ refers to both Fellows (items A and B, above) and Members (item F, above).
Section 2: Qualifications for Membership: Membership shall be open to all qualified veterinarians, regardless of race, color, religion, sex, national origin, or age.

Section 3. Agreement. Acceptance of membership in the Academy of Veterinary Dentistry constitutes an agreement by the member to comply with the Constitution and Bylaws of the Academy and to recognize the Board of Directors as the sole judge of the right to retain membership, subject to appeal to the general membership.

Section 4. Credentials and Examination Requirement: A candidate for Fellow shall complete a Credential package that will be reviewed by the Credentials Committee and be recommended for approval by the Board of Directors. Upon approval by the Board, the candidate will be eligible to sit the annual examination. The Candidate must pay a fee designated by the Board of Directors. This section shall cease to be in effect for credentials applications following completion of the 2015 Academy credentials cycle, and for the examination in 2021. Section 4 shall be automatically deleted from the Constitution as of December 31st, 2021.

Section 5. Termination of Membership: Any member who after due inquiry by the Board of Directors or delegates thereof is judged guilty of misconduct in any professional respect shall be liable to censure, suspension or removal from membership. Such action must be confirmed at the next regularly scheduled meeting of the Academy membership before such action becomes effective. The member has the right of Appeal and due process.

Section 6. Rights of Fellows and Members: Only current Charter Fellows, Fellows, Life Fellows, and Members in good standing shall have the right to hold office, to make motions and to vote. Life Fellows and Honorary Fellows are exempt from dues.

Section 7. Duration of Membership: There shall be no limitation on duration of membership following acceptance into membership of the Academy, subject to payment of dues as required, and removal for cause as stated in the Academy Constitution, Article IV, Section 5.

ARTICLE V: MEMBERSHIP MEETINGS

Section 1. An Annual Business Meeting of the Academy shall be called by the Board of Directors, and shall be held on the designated day(s) in each year at a time and place as determined by the Board of Directors and shall transact such business as properly may be brought before the meeting.

Section 2. Special Meetings of the Academy may be called by the President at his or her discretion or by the majority of the Board or by petition of at least 20% if the voting members. Such special meetings shall be held at such time and place as shall be fixed by the President and/or Board of Directors, and/or 20% of the members and designated in the notice. No business may be transacted at special meetings other than of the same nature.
and general description as that designated in the notice of the meeting.

Section 3. **Quorum.** Twenty Percent (20%) of the membership in good standing shall constitute a quorum.

Section 4. **Notice of Meeting.** Notice of the time, place and purposes of an annual or special meeting of members shall be given by the President not less than thirty (30), nor more than sixty (60) days, before the date of the meeting, by mail or electronic notice, to each member of record entitled to vote at the meeting. Notice shall be deemed duly served when sent to the recipient at the address designated by such person for the purpose of notice, or if none is designated, at that person’s last known address.

Section 5. **Waiver of Notice.** Notice of the time, place and purposes of any meeting of the membership may be waived by writing or electronic notice before such meeting has been held. The presence of a Member at a meeting shall constitute a waiver of notice.

Section 6. **Electronic Meeting of Members.** Members may participate in a Members’ meeting through use of a conference telephone or similar communications equipment by which all persons participating in the meeting are advised or the use of such equipment and that the names of all participants in the conference are disclosed to all the participants. Participation in a meeting pursuant to this section shall constitute presence in person at a Members’ meeting.

**ARTICLE VI: OFFICERS and BOARD MEMBERS**

Section 1. **Officers and Board Members:** The elected officers shall consist of the President, President-Elect, Secretary, Treasurer and three Members-at-Large.

Section 2. The **term of office** for the President, President-elect, and Immediate Past-President shall be two years, and three years for the Members-at-Large, one of whom shall be elected each year.

Section 3. There shall be no **limitation in the number of terms** to which the Secretary and Treasurer may be elected.

Section 4. **The President-Elect shall succeed the President** at the end of the President’s term, and shall fill the unexpired term of the office of the President if the President is unable to complete his/her term.

Section 5. No officer may hold more than one office at any one time.
ARTICLE VII: NOMINATING COMMITTEE, ELECTIONS OF OFFICERS AND BOARD MEMBERS, REMOVAL OF BOARD MEMBERS

Section 1: The **Nominating Committee** shall consist of the President (as chair), the Immediate Past President and the previous Immediate Past-President.

Section 2: The Nominating Committee shall **solicit nominations** from the membership, together with qualifications of the nominees.

Section 3: The Nominating Committee shall present a **slate of candidates** to the Board of Directors, and the slate shall be included in the notice of the Annual Meeting. The names of other members received by the Nominations Committee but not included in the Nominations Committee slate shall be included in the notice of the Annual Meeting.

Section 4: **Further nominations** will be accepted from the floor at the Annual Meeting.

Section 5: Only Charter Fellows, Fellows and Members who are in ‘**good standing**’ in the Academy can be nominated for election.

Section 6: The **election** shall be by ballot unless only one candidate is nominated for one office. Officers and Directors shall be elected by a majority vote of the Members in good standing present at the Members’ Annual Meeting, except the President and the Immediate Past President, who shall automatically succeed to those positions.

Section 7: The **President-Elect shall become the President** if the President is unable to fulfill the responsibilities of the position.

Section 8: **Vacancies.** Any other vacancy in the Board of Directors shall be filled by election by a majority of the remaining Board of Directors, though less than a quorum. Each Director so elected shall serve the unexpired term of the departing Director.

Section 9. **Removal of Officers and Board Members.**

A. Any Director may be removed before the completion of his or her term by a three-fourths (3/4) vote of the entire Board of Directors at a Special Meeting of the Board, whenever such removal is considered by the Board to be in the best interests of the Academy.

B. Any Director may be removed from office without cause by a three-fourths (3/4) vote of all members of the Academy at any meeting of Members.
ARTICLE VIII: DUTIES AND RESPONSIBILITIES OF OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS

Section 1. **Conduct of Business.** The Board is responsible for all fiscal decisions relating to the affairs of the Academy and for the care of all property owned by the Academy. The Board shall report all substantive actions at the Annual Meeting to the General Membership.

Section 2. **Compensation of the Board.** Directors shall serve without compensation, but Directors may be reimbursed for direct expenses.

Section 3. The **President** shall preside at all meetings of the Academy and of the Board of Directors, and perform other duties that custom, parliamentary practice and usage may require.

Section 4. The **President-Elect** shall perform the duties of the President in the absence of the President, and shall assume the office of President at the expiration of the President’s term of office. The President-Elect shall act as the Chair of the Program Committee, which is responsible for organizing the Annual Meeting of the Academy.

Section 5. The **Secretary** shall keep an accurate record of the minutes of the Board of Directors and General Membership meetings. The Secretary shall publish the minutes and distribute them to the membership in a reasonable time after a meeting. The Secretary shall amend the minutes during a meeting, when necessary, and shall publish and disseminate the amended minutes to the general membership. The Secretary of the Academy, with the assistance of the Treasurer, shall make and certify a complete list of Members entitled to vote at a Members’ Meeting. The list shall be arranged alphabetically with the address of each member. The list shall be produced at the time and place of the meeting, be subject to inspection by any Member during the whole time of the meeting, and be prima facie evidence as to who are the Members entitled to examine the list or vote at the meeting.

The Secretary shall perform all duties incident to the office of secretary and such other duties as may from time to time be assigned by the President or Board of Directors.

Section 6. The **Treasurer** shall keep accurate account of the funds of the Academy, depositing all Academy funds to the credit of the Academy, and disbursing funds as ordered by the Board of Directors. The Treasurer will provide for the Board of Directors on request, and in any case at the expiration of his/her term of office, an account of all transactions and of the financial condition of the Academy, with vouchers, receipts, and/or invoices verified by the auditors designated by the Board. The Treasurer shall not reimburse any member without the appropriate documentation of an expense. The Treasurer shall perform such other duties and have such other powers as the President or Board of Directors may from time to time prescribe.
Section 7. The three **Members-at-Large of the Board of Directors** shall be full voting members of the Board of Directors. The Members-at-large shall serve as the Fiscal and Audit Committee and perform duties as designated by the President or the Board of Directors.

Section 8. **Authorization of projects.** No Director shall initiate an Academy project without prior approval of the Board of Directors.

Section 9. **Execution of Instruments.**
A. Checks, Drafts, etc.: All checks, drafts and orders for payment of money shall be signed in the name of the Academy by such Officers or agents as the Board of Directors shall from time to time designate for that purpose.
B. Contracts, Conveyances, etc.: When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing Officers, the President or the President-Elect and the Secretary or Treasurer may execute the same in the name and behalf of this Academy and may affix the corporate seal. The Board of Directors shall have power to designate the Officers and agents who shall have authority to execute any instrument on behalf of the Corporation.

**ARTICLE IX: BOARD of DIRECTORS MEETINGS**

Section 1. **Annual Meeting.** The Annual Meeting of the Board of Directors shall be held prior to the regular annual meeting of the Academy.

Section 2. **Special Meeting.** Special meetings of the Board of Directors shall be held whenever called by the President or any three (3) Directors, at such time and place as may be specified in the Notice. The Secretary shall send all notices including items to be transacted. No other business may be acted upon.

Section 3. A **Quorum** for the conduct of business shall be a majority of Board of Directors, and except as otherwise provided in the Constitution and Bylaws, the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

Section 4. **Notice of Meetings.** Notice of time and place of each annual and special meetings of the Board of Directors shall be given by mail or telephone or by electronic notice at least fourteen (14) days prior to the time of holding the meeting. If mailed, such notice shall be deemed to be given at the time that the same shall be postmarked.

Section 5. **Delayed Annual Meeting.** If for any reason the annual meeting of the Board of Directors shall not be held on the designated day, such meeting may be called and held as a special meeting, and the same proceeding may be held as at an annual meeting; provided, however, that the notice of such meeting shall be the same required for the
Annual Meeting.

Section 6. **Waiver of Notice.** Notice of the time, place and purposes of any meeting of the Board of Directors may be waived by electronic notice, or other writing, before such meeting has been held. The presence of a Director at a meeting shall constitute waiver of notice.

Section 7. **Electronic Meetings of the Board.** Directors may participate in a meeting of the Board of Directors through the use of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, provided that all participants in the meeting are advised to the use of such equipment and that the names of all participants in the conference are disclosed to all the participants. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting of the Board.

Section 8. **Action by Unanimous Consent Without Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action being effective, a written consent is signed by all members of the Board and such written consent is filed with the Minutes of the Corporation.

Section 9. **Dissents.** A Director who is present at a meeting of the Board at which action on a corporate matter is taken is presumed to have concurred in that action unless his or her dissent is entered in the minutes for the meeting or unless he or she files his or her written dissent to the action with the person acting as secretary of the meeting before or promptly after adjournment. The right to dissent does not apply to a Director who voted in favor of the action. A Director who is absent from a meeting of the Board at which any such action is taken is presumed to have concurred in the action unless he or she files his or her dissent with the Secretary of the Corporation within a reasonable time after he or she has knowledge of the action.

**ARTICLE X – INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS: INSURANCE**

Section 1. **Indemnification: Third Party Actions.** The Academy shall and does indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Academy) by reason of the fact that he or she is or was a director, officer, employee or agent of the Academy, or is or was serving at the request of the Academy as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she 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 Academy or its Members, and with respect to any
criminal action or proceeding, did not have reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, of itself, shall not create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Academy or its Members, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification: Actions in the Right of the Academy. The Academy shall and does indemnify any person, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Academy to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Academy, or is or was servicing at the request of the Academy as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys’ fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she 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 Academy or its Members and except that no indemnification shall be made in respect of 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 Academy unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite its adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. To the extent that a director, officer, employee, or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article X, Sections 1 and 2, or in defense of any claim, issue of matter, he or she shall be and is indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by him or her.

Section 4. Individual Determination. Any indemnification under Article X, Sections 1 and 2 (unless ordered by a court) shall be made by the Academy only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard or conduct set forth in Article X, Sections 1 and 2. Such determination shall be made:

A. By the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or
B. If such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
C. By a majority vote of a quorum of the Members.

Section 5. Method of Payment. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Article X, Sections 1 and 2 may be paid by the Academy in
advance of the final disposition of such action, suit or proceeding as authorized by the Board in the manner provided in Article X, Section 4 upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Academy.

Section 6. **Non-Exclusive.** The indemnification provided by this section shall not be deemed exclusive of any other right to which those indemnified may be entitled under any other bylaw, agreement, vote of Members, or vote of disinterested Directors, both as to action in his or her official capacity as to action in another capacity while holding such office, and shall continue as to a person who had ceased to be a director, officer, employee or agent and shall inure to the benefit of heirs, executors and administrators of such a person.

Section 7. **Insurance.** The Academy may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Academy, or is or was serving at the request of the Academy as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether the Academy would have the power to indemnify him or her against such liability under the provisions of this section.

Section 8. **Employee Benefit Plans and Indemnification.** For the purpose of applying the provisions of Article X, Sections 1 through 7:

A. “Fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan;

B. “Serving at the request of the Academy” shall include any service as a director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and

C. A person who acted in good faith and in a manner he or she reasonably believed to be in the interests of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner “not opposed to the best interests of the Academy or its shareholders” as referred to in Article X Sections 1 and 2.

**ARTICLE XI: COMMITTEES**

Section 1. The Board of Directors shall create Committees, determine the charge of those committees, approve the Standard Operating Procedure (SOP) of all committees, and appoint a chair and members of each committee. Standing committees other than the Nominations Committee are described in the Academy By-Laws. The Nominations Committee is described in Article VII, Sections 1-3.

Section 2: The Board of Directors may create additional committees as necessary, and appoint Committee Chairs and members to serve.
ARTICLE XII: APPEAL OF ACADEMY DECISIONS

Section 1: A person adversely affected by a decision of the Academy of Veterinary Dentistry shall notify the Secretary of the Academy of intention to petition for review of the decision. Such written notification shall be submitted within 30 days of the Academy decision resulting in the appeal or of the petitioner being advised of the availability of the appeal process by the Academy, whichever is later.

Section 2: Within 30 days of delivery of notice to appeal, the petitioner must submit to the Secretary a written petition for review of the decision, which shall include a statement describing the grounds for appeal, and documentation, if any, supporting the appeal.

Section 3: After the Academy has received a written petition of Appeal, the President shall appoint three (3) members who shall not be members of the Board of Directors or the Credentials or Examination Committees, but shall be Fellows to serve as an Appeals Committee.

Section 4: The Appeals Committee shall make their report within 60 days to the Board of Directors, and the Board shall direct the Secretary to inform the petitioner of the Appeal committee’s decision.

Section 5. The Board has the right by majority vote to grant the appeal for cause, even if the Appeals Committee recommends otherwise.

Section 6. The petitioners may request and shall be granted a hearing before the Board of Directors at their next Annual or Special Meeting. The Board of Directors shall provide reasonable notice of the time and place to the petitioner by certified mail.

Section 7. The Academy shall not be liable for costs of appeal incurred by the petitioner.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

Section 1: The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Academy in all cases to which they are applicable and in which they are consistent with the Academy’s Constitution and Bylaws and any special rules of order which the Academy may adopt.

ARTICLE XIV: AWARDS

Section 1. An Academy Award may be presented to a maximum of two individuals a year that have made significant contributions to veterinary dentistry.
Section 2. Academy Awards must be approved by a majority vote by the Credentials Committee and a majority vote by the Board of Directors.

ARTICLE XV: AMENDMENTS

Section 1. Proposed amendments to the Constitution of the Academy shall be signed by at least two (2) members in good standing and submitted to the Board of Directors for consideration. The proposed amendment with the recommendation of the Board of Directors shall be announced to the membership at least thirty (30) days in advance of any annual or special meeting of the membership at which the proposed amendment shall be discussed. An affirmative vote of at least two-thirds of the membership present and voting shall be required for the adoption of any amendment.

Section 2. Proposed emergency amendments to the Constitution, as declared by the Board of Directors or the general membership, may be made by a mail ballot and shall be passed by a two-thirds (2/3) affirmative vote of the current and dues paying membership.

ARTICLE XVI: SEVERABILITY/PRE-EMPTION OF LAW

Section 1. Severability. Each of the provisions of these bylaws shall be considered a separate and severable provision so that if any provision is deemed or declared to be invalid or unenforceable, such determination shall have no effect on the validity of enforceability of any of the other provisions.

Section 2. Pre-emption of Law. If a State or Federal law makes invalid any of the provision of the Bylaws, or requires more notice than provided, or creates rights or procedures not provided or inconsistent, the law shall be applied and pre-empt these Bylaws to that extent, but all other provisions of the Constitution shall continue in full force and effect.

Revision at a Special Membership Meeting April 8, 1989, St. Louis, MO
Revised again: November 1990, Las Vegas, NV
Revised again: September 1991, New Orleans, LA
Revised to incorporate amendments: October 1999
Revised to accommodate Alliance with AVDC, June 2014