

BYLAWS

THE AMERICAN COLLEGE OF ORAL AND MAXILLO-FACIAL SURGEONS, INC.

1. PREAMBLE

A. A body of oral and maxillofacial surgeons, certified by the American Board of Oral and Maxillofacial Surgery as determined by the Board of Regents, who shares the common interests and support of the highest ideals and traditions of the specialty hereby unites under an organization which shall have as its name: The American College of Oral and Maxillo-facial Surgeons, Inc. The primary purpose shall be to advance oral and maxillofacial surgery through education and research.

B. The office of the College shall be at such place as the President, with the consent of a majority of the members of the Executive Committee, may from time to time designate.

C. Objects and purposes shall conform to its Certificate of Incorporation.

2. THE COLLEGE

A. Classes of Membership. The classes of membership in the College are listed below. The term "Member" or "Membership" when used in these Bylaws shall refer to all classes of membership generally.

i. Resident Member. Individuals who are enrolled at accredited oral and maxillofacial surgical training programs in the United States or Canada are eligible for membership as Resident Members during their residency training. Upon successful completion of their residency training, Resident Members may apply to become Associate Members. Resident Members are required to pay fees but not dues. Resident Members do not have the right to vote and do not have the right to hold office.

ii. Associate Member. Oral and maxillofacial surgeons who are not certified by the American Board of Oral and Maxillofacial Surgery are eligible for membership as Associate Members. The individual must be licensed in medicine or dentistry in the jurisdiction where they are currently practicing oral and maxillofacial surgery, or in any US jurisdiction if practicing in the federal services. Only individuals licensed in the United States or Canada are eligible for membership as Associate Members. An Associate Member who becomes certified by the American Board of Oral and Maxillofacial Surgery will be eligible to apply for membership as a Fellow. Associate Members are required to pay fees and dues. Associate Members have the right to vote but do not have the right to hold office.

iii. Fellow. Oral and Maxillofacial Surgeons who are certified by the American Board of Oral and Maxillofacial Surgeons are eligible for membership as Fellows. Individuals must maintain their certification by the American Board of Oral and Maxillofacial Surgery. Failure to do so will result in reassignment of the member to the Associate Member

class of membership. Once re-certification by the American Board of Oral and Maxillofacial Surgery has been established, the Associate Member is now considered eligible for membership status as a Fellow, and may become reinstated as a Fellow of ACOMS after providing documentary evidence of successful re-certification by the American Board of Oral and Maxillofacial Surgery. The individual must be licensed in medicine or dentistry in the jurisdiction where they are practicing oral and maxillofacial surgery, or in any US jurisdiction if practicing in the federal services. Only individuals licensed in the United States or Canada are eligible for membership as Fellows. Members accepted and designated as ACOMS Fellows before January 1, 2010 will continue to be recognized as ACOMS Fellows despite subsequent Bylaws revisions. Fellows are required to pay fees and dues. Fellows have the right to vote and have the right to hold office.

iv. Honorary Fellow. The Regents may elect as Honorary Fellows, by majority vote, individuals who possess national or international reputation in the fields of oral and maxillofacial surgery, dentistry, medicine and allied health, or have rendered distinguished humanitarian services or otherwise contributed to the welfare of humanity without the need for other stipulated requirements as herein described. Honorary Fellows are not required to pay fees or dues. Honorary Fellows do not have the right to vote and do not have the right to hold office.

v. Life Member. A Fellow or Associate Member may achieve the status of Life Membership upon completion of thirty (30) dues paying years. Dues shall be paid through the year in which Life Membership is voted by the Board of Regents. Upon election to Life Membership, dues shall be waived. Only in extenuating circumstances may exceptions be made and then only upon the recommendation of the Board of Regents. A Life Member shall enjoy all privileges of the Membership category held prior to the election of Life Member status.

vi. Retired Member. Retired Membership shall be granted to a Fellow or Associate Member who is completely retired from practice and has paid dues through the year in which Retired Membership is granted by the Board of Regents. Those Fellows or Associate Members engaged in part-time practice (one day a week, etc.) or employed in an administrative or teaching capacity in an educational institution on a full or part-time basis for which remuneration is tendered, shall be considered ineligible. Retired Membership shall be granted in the event that a Fellow or Associate Member must suspend practice due to personal illness or other extenuating circumstances. Under these circumstances, dues shall be waived at the discretion of the Board of Regents. In the event a Retired Member resumes practice, it is incumbent on said Member to notify the Central Office in order to be reinstated. Retired Members do not have the right to vote and do not have the right to hold office.

vii. International Affiliate. Individuals who are not licensed in the United States or Canada but who practice oral and maxillofacial surgery outside the United States or

Canada are eligible for membership as International Affiliates. International Affiliates are required to pay fees and dues. International Affiliates do not have the right to vote and do not have the right to hold office.

viii. International Fellow. Oral and Maxillofacial Surgeons who are certified by the International Board for the Certification of Specialists in Oral and Maxillofacial Surgery are eligible for membership as International Fellows. Individuals must maintain their certification by the International Board for the Certification of Specialists in Oral and Maxillofacial Surgery. Failure to do so will result in reassignment of the member to the International Affiliate class of membership. Once re-certification by the International Board for the Certification of Specialists in Oral and Maxillofacial Surgery has been established, the International Affiliate member is now considered eligible for membership status as an International Fellow and may become reinstated as a Fellow of ACOMS after providing documentary evidence of successful re-certification by the International Board for the Certification of Specialists in Oral and Maxillofacial Surgery. International Fellows are required to pay fees and dues. International Fellows do not have the right to vote and do not have the right to hold office.

ix. Dental Student Member. Individuals who are currently enrolled in accredited dental schools in the United States or Canada are eligible for membership as Dental Student Members. Upon entering residency at accredited oral and maxillofacial surgical training programs in the United States or Canada, Dental Student Members will become Resident Members. Dental Student Members are required to pay fees but not dues. Dental Student Members do not have the right to vote and do not have the right to hold office.

B. Nominations for Membership. An individual may become a Resident Member upon identification or verification of enrollment by the resident's Residency Program Director, and completion of an application. An individual may become a Dental Student Member upon verification of enrollment in good-standing at an eligible institution, and completion of an application. For all other membership classes, an individual may become a member by submitting an application for nomination. Acceptance for membership in all categories of membership, requires a majority vote of the Board of Regents following review by the Membership Committee.

C. Termination of Membership

i. **Resignation.** Any Member may voluntarily resign from the College by submitting a written resignation.

ii. **Automatic Termination.** Failure to pay membership dues or to maintain eligibility for membership as described above in subsection A will result in automatic termination.

iii. **Expulsion.** The Board of Regents may terminate a membership if the Member violates these Bylaws or other College rules including the Code of Conduct or for other

good cause. Prior to voting on a proposed termination, the Board of Regents must advise the Member of the reason(s) for the proposed termination and allow the Member an opportunity to submit a written response within thirty (30) days of such written notice. Termination requires a three-quarters vote of the entire Board of Regents.

iv. Membership Status Modification. Should a member who holds a Fellow class of membership fail to maintain their American Board of Oral and Maxillofacial Surgery certification, the Board of Regents may change a member's class to that of Associate Member. Prior to voting on a proposed change in membership class, the Board of Regents must advise the Member of the reason(s) for the proposed change in membership class and allow the Member an opportunity to submit a written response within sixty (60) days and rectify the lapse in American Board of Oral and Maxillofacial Surgery (ABOMS) certification.

Should a member who holds an International Fellow class of membership fail to maintain their International Board for the Certification of Specialists in Oral and Maxillofacial Surgery (IBCSOMS) certification, the Board of Regents may change a member's class to that of International Affiliate Member. Prior to voting on a proposed change in membership class, the Board of Regents must advise the Member of the reason(s) for the proposed change in membership class and allow the Member an opportunity to submit a written response within sixty (60) days and rectify the lapse in the International Board for the Certification of Specialists in Oral and Maxillofacial Surgery (IBCSOMS) certification.

D. Meetings of Members

i. The Annual Meeting of the Membership shall be held at a time and place to be selected by the Executive Committee. Any and all business of the College can be discussed during the Annual Meeting of the Members. *Robert's Rules of Order* shall govern Membership meetings.

ii. Special Meetings of the Membership may be called from time to time by the Executive Committee.

iii. Written notice must be given to each Member no more than fifty (50) days and at least ten (10) days prior to a regular annual meeting. Written notice shall be given, personally, by mail, or by facsimile telecommunications or by electronic mail, to each member entitled to vote at such meeting, no more than fifty (50) days and at least ten (10) days prior to any special meeting. If notice is given by mail, it will be deemed delivered when deposited in the United States mail addressed to the Member as its address appears in the College's records and with postage prepaid. If a Bylaws amendment will be considered at the meeting, notice must be given at least thirty (30) days in advance and include a copy of the proposed amendment. The notice must

specify the date, time, and place of the meeting. Notice of special meetings must also describe the purpose(s) of the meeting and the persons calling the special meeting. Notice must be either delivered personally to each Member personally, by mail, or by facsimile telecommunications or by electronic mail, to each member entitled to vote at such meeting.

iv. Each voting Member is entitled to only one (1) vote on any matter regarding which the Member is entitled to vote. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, all other matters before the Members are decided by a majority vote of those Members who are entitled to vote on the matter and who are present and voting at a meeting at which a quorum exists.

v. Members may vote by proxy. A Member may authorize a proxy by mail or electronic transmission and the authorization must include information from which it can be determined that the proxy designation was authorized by the Member. Members who vote by proxy, are deemed present in person for purposes of determining whether a quorum is present.

vi. The President may, at the President's discretion, order the assembly cleared of non-voters.

vii. To constitute a quorum, the Members present at any meeting of the Members of the College must total either (i) Members entitled to cast one hundred votes, or (ii) one tenth of the total number of votes entitled to be cast, whichever is less.

E. Dues and Assessments. Members shall pay such annual dues or assessments as may from time to time be determined by the Board of Regents.

F. Insignia, Advertising of Membership. No Member shall exhibit any seal, certificate or plaque indicating Membership or any other status in the College except as provided by the Board of Regents.

3. BOARD OF REGENTS

A. Management. The affairs of the College are managed by a Board of Regents. The Board of Regents is responsible for oversight of the College's operations. Members of the Board of Regents shall serve the College with the highest degree of undivided obedience, loyalty, and care.

B. Voting Regents.

i. The Board of Regents shall consist of twelve (12) voting Regents:

- a. President
- b. President-Elect
- c. Vice President

- d. Secretary-Treasurer
- e. Immediate Past President
- f. Seven (7) District Regents
 - (1) Region I Northeastern
 - (2) Region II Mid-Atlantic
 - (3) Region III Southeastern
 - (4) Region IV Great Lakes
 - (5) Region V Mid-Western
 - (6) Region VI Western
 - (7) Region VII At-Large

ii. **Manner of Selection.** The Regents other than the Officers shall be elected by the Members by a plurality of the votes of those Members present and voting at a Meeting of the Members where a quorum is present. Regents commence their term of office at the next Board of Regents meeting subsequent to their election. The Regents may be elected for two (2), two- (2) year terms and may be eligible for reelection after going off the Board for two (2) years. However, this term limit does not apply to service as an Officer. Regents shall hold office until the expiration of the term for which they are elected or appointed, and until a successor has been elected or appointed and qualified.

iii. **Vacancies.** Vacancies in positions among Regents shall be appointed and approved by a vote of the Board of Regents. Any Fellow elected to fill a vacancy shall hold that office until the expiration of the term in which the vacancy occurred; thereafter, the Fellow may be elected to the position as specified above.

iv. **Voluntary Resignation.** A Regent may voluntarily resign from the Board of Regents by giving written notice to the Secretary-Treasurer.

C. Officers of the Board of Regents.

i. The Officers of the Board of Regents shall consist of the President, President-Elect, Vice President, Secretary-Treasurer, and Immediate Past President. To be eligible to be elected as an Officer, an individual must have served as least one (1) term as a Regent. Two or more offices may not be held by the same person. The Officers of the Board of Regents shall be elected by the Members by a plurality of the votes of those Members present and voting at a Meeting of the Members where a quorum is present.

a. **President.** The President has general charge and responsibility for all matters of administration of the College under the direction of the Regents. The President shall be an ex-officio member of all committees and the presiding Officer at meetings of the Regents and general assembly. The President may sign, together with the Secretary-Treasurer, any legal documents or checks for the disbursement of funds. After completing a one-year term as President-Elect, each President-Elect shall automatically become the President. The President's term of office shall be for one (1) year.

b. **President-Elect.** The President-Elect shall be elected by the Members. The President-Elect's term of office commences at the next Board of Regents meeting subsequent to election. The President-Elect shall preside at meetings and perform all duties of the President in the absence of the President. The President-Elect shall automatically succeed the President in the event that the President can no longer serve. In the event that the President Elect assumes the office of President because of the President's absence or illness, the President Elect shall complete the President's term and serve an additional one (1) year term as President. A vacancy in the office of President-Elect may be filled by vote of the Board of Regents, and the individual elected to fill the vacancy serves for the remainder of the predecessor's unexpired term in office.

c. **Vice President.** The Vice President shall be elected by the Members. The Vice President's term of office commences at the next Board of Regents meeting subsequent to election. The Vice President shall, in the absence of the President and the President-Elect, preside at all meetings and perform the duties and exercise the powers of the President. The Vice President's term of office shall be for one (1) year. A vacancy in the office of Vice President may be filled by vote of the Board of Regents, and the individual elected to fill the vacancy serves for the remainder of the predecessor's unexpired term in office.

d. **Secretary-Treasurer.** The Secretary-Treasurer shall be elected by the Members. The Secretary-Treasurer's term of office commences at the next Board of Regents meeting subsequent to their election. The Secretary-Treasurer shall administer the funds of the College under the supervision of the Regents, and shall make such reports to the Regents or members as may be requested by them. The Secretary-Treasurer will work with the Finance Committee to review the financials quarterly and the annual audit for presentation to the Board of Regents. The Secretary-Treasurer shall be responsible for the minutes of the meetings of the Regents and general assembly. The Secretary-Treasurer shall provide notices in accordance with the provisions of the Bylaws and perform such other duties as may be assigned by the President or Regents. The Secretary-Treasurer term of office shall be for two (2) years. A vacancy in the office of Secretary-Treasurer may be filled by vote of the Board of Regents, and

the individual elected to fill the vacancy serves for the remainder of the predecessor's unexpired term in office.

e. **Immediate Past President.** After completing a one-year term as President, each President shall automatically become the Immediate Past President. The Immediate Past President shall perform such duties as may be delegated by the President or the Board of Regents. The Immediate Past President's term of office shall be for one (1) year. A vacancy in the office of Immediate Past President may be filled by vote of the Board of Regents, and the individual elected to fill the vacancy serves for the remainder of the predecessor's unexpired term in office. The Immediate Past President may be eligible for reelection as a Regent after going off the Board for two (2) years.

ii. **Voluntary Resignation.** An Officer may voluntarily resign by giving written notice to the Secretary-Treasurer.

D. **Compensation.** Regents serve without compensation, except that they may receive reimbursement for expenses in connection with their services on behalf of the College as permitted by policies adopted by the Board of Regents. The College shall not make a loan to a member of the Board of Regents.

4. MEETINGS OF BOARD OF REGENTS

A. **Regular Meetings.** Regular meetings of the Board of Regents must be held at least once each year. The time and place of regular meetings will be designated by a vote of the Board of Regents.

B. **Special Meetings.** Special meetings of the Regents may be called at any time and designated place by the President to transact business as may be pertinent to the affairs of the College.

C. **Notice.** At least twenty-four (24) hours' notice must be given to each Regent of a regular or special meeting. Notice of the time and place of the meeting shall be given to each Regent, at the Regent's address as shown on the records of the College. Notice must be delivered personally (either in writing or orally) or by mail, electronic mail, facsimile, or telephone to each Regent. If notice is given by mail, it is deemed delivered when deposited in the United States mail addressed to the Regent as the Regent's address appears in the College's records and with postage prepaid.

D. **Quorum.** The presence of a majority of the Board of Regents constitutes a quorum for the transaction of business.

E. **Means of Attendance.** Regents may participate in a meeting by conference telephone, video conference or by any other means of communication by which all participants are able to hear one another. Participation through these means constitutes presence in person at the meeting.

F. Voting. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, all other matters before the Board of Regents are decided by a majority vote of the Regents present and voting at a meeting at which a quorum exists. Each Regent entitled to vote is entitled to one (1) vote, which may not be voted by proxy.

G. Action Without a Meeting. As provided in the Articles of Incorporation, any action required or permitted to be taken by the Board of Regents may be taken without a meeting if all members of the Board of Regents consent in writing to the adoption of a resolution authorizing such action. A written consent must be filed with the minutes of the proceedings of the Board of Regents. This written consent can be given electronically.

5. EXECUTIVE DIRECTOR. If the Board of Regents engages an individual or company to provide management services, the role of the Executive Director will be governed by the provisions of that engagement agreement.

6. COMMITTEES

A. Executive Committee

- i. **Members.** The Executive Committee consists of the President, President-Elect, Vice President, Secretary-Treasurer, and Immediate Past President.
- ii. **Purpose.** The Executive Committee may act in place of the Board of Regents between Board meetings as necessary when the Board of Regents is not able to convene, except on those matters specifically reserved to the Board by law, the Articles of Incorporation, and these Bylaws. Actions taken by the Executive Committee must be reported to the Board at the next Board meeting.
- iii. **Quorum.** Two-thirds of the number of the Executive Committee members entitled to vote constitutes a quorum for the transaction of business at a meeting of the Executive Committee.

B. Finance Committee

- i. **Members.** The Committee consists of the Secretary-Treasurer plus four (4) additional Voting Members, two of whom must be members of the Board of Regents. Members of the Committee are nominated by the President and selected by the Board of Regents. To be eligible to serve on the Committee, a Voting Member must be familiar with financial matters. Each Committee member serves a term of one (1) year and may not serve more than three (3) consecutive terms.

The Secretary-Treasurer serves as the Chair of the Committee.

- ii. **Purpose:** The purpose of the Committee is to provide general oversight of the College's central office and financial affairs, and to make recommendations to the Executive Committee and the Board of Regents regarding budgets, auditors, and financial policies.

C. Nominating Committee

i. **Members.** The Committee consists of the Immediate Past President plus four (4) additional members. Among the additional members, at least two (2) must be other voting Regents and at least one (1) must not be a member of the Board of Regents. Members of the Committee are nominated by the President and selected by the Board of Regents. The Immediate Past President will serve as the Chair. Each Committee member serves a term of one (1) year and may not serve more than three (3) consecutive terms.

ii. **Purpose.** The purpose of the Nominating Committee is to identify and recommend qualified applicants for election to the Board of Regents and Officer positions.

iii. **Procedure.** Within ten (10) days of the Committee being approved by the Board, the Committee shall solicit nominations for open Regent and Officer positions from all eligible Members. The Committee shall review the qualifications of the individuals nominated by Members, and prepare a list of its recommended nominees for distribution to the Members. In addition, the Committee shall include on the list any nominee who is nominated by a petition signed by at least five percent (5%) of the Members entitled to vote. Submissions must be received no less than ninety (90) days before the Annual Meeting in order to be placed on the ballot.

D. Other Committees.

i. **Committee for Continuing Education.** The Board shall maintain a standing Committee for Continuing Education. The purpose of the Committee is to make recommendations to the Board of Regents regarding programs and content for the educational component of meetings.

ii. **Membership Committee.** The Board shall maintain a standing Membership Committee. The purpose of the Committee is to review applications and make recommendations.

iii. The Board may establish one (1) or more other standing or ad hoc committees to perform such duties as it deems appropriate, such as (but not limited to): a governance committee to make recommendations to enhance organizational effectiveness; and a communications and public relations committee to make recommendations regarding educational and marketing materials.

a. **Committees of the Board.** If the proposed committee is to be authorized to exercise the authority of the Board of Regents, then (i) the members of that committee must consist of only Regents (three (3) Regents or more), (ii) the creation of that committee requires a majority vote of the entire Board of Regents, and (iii) the Board of Regents may delegate any of the Board of Regents' powers and authority except with respect to:

- (1) The submission to Members of any action requiring Members' approval;
- (2) The filling of vacancies on the Board of Regents;
- (3) The appointment of committees with the authority of the Board, or the filling of vacancies in any such committee;
- (4) The amendment or repeal of Bylaws; and
- (5) Any action prohibited by the Articles of Incorporation, these Bylaws, or by law.

b. Other Committees of the College. If the proposed committee will not be authorized to exercise the authority of the Board of Regents, then the members of that committee may consist of Regents and/or non-Regents. The Board of Regents may, from time to time, specify the manner in which chairs and members of such committees are to be selected, and the terms that chairs and members may serve. Every committee of the College shall act under the supervision and control of the Board.

iv. The function of these other committees, numbers of members, selection procedures, terms, and other rules regarding the committees will be established by the Board of Regents and documented in the College's policies and procedures.

E. Action Without a Meeting. As provided in the Articles of Incorporation, any action required or permitted to be taken by a committee of the Board of Regents may be taken without a meeting if all members of the committee consent in writing to the adoption of a resolution authorizing such action. A written consent must be filed with the minutes of the proceedings of the committee. This written consent can be given electronically.

7. AMENDMENTS. A majority vote of the Members entitled to vote and who are present and voting at a meeting where a quorum is present is required to amend these Bylaws.

8. FISCAL YEAR. The fiscal year of the College shall begin on the first day of September of each year.

9. LIABILITY AND INDEMNIFICATION. The College shall indemnify its Officers, Regents, committee members, employees, agents, and volunteers to the fullest extent permitted by the laws of New York. The College may purchase insurance to cover this indemnification obligation as determined by the Board of Regents.

10. DISSOLUTION. Upon dissolution, any remaining assets shall be distributed in accordance with the provisions of the Articles of Incorporation.